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*Counsel for Defendants-Appellants
Charter Communications, Inc. and
Charter Communications Operating, LLC*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

WINDSTREAM FINANCE, CORP., *et al.*,
Debtors.

WINDSTREAM HOLDINGS, INC., *et al.*,
Plaintiffs,

vs.

CHARTER COMMUNICATIONS, INC.
and CHARTER COMMUNICATIONS
OPERATING, LLC,
Defendants.

Chapter 11

Case No. 19-22397 (RDD)

(Formerly Jointly Administered
under Lead Case Windstream
Holdings, Inc., 19-22312)

Adv. Pro. No. 19-08246

Related Case Nos.
19-cv-09354



1922312210513000000000004

DEFENDANTS-APPELLANTS' NOTICE OF FILING ATTACHMENTS

Defendants Charter Communications, Inc. and Charter Communications Operating, LLC (“Defendants-Appellants”), by and through their undersigned counsel, hereby file attachments to their Designation of the Record and Statement of Issues to be Presented on Appeal filed with the Court on May 13, 2021. Due to the Court’s document size limitations, it is necessary to file these attachments separately.

Dated: May 13, 2021

Respectfully submitted,

THOMPSON COBURN LLP

By /s/ Brian Hockett

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*Counsel for Defendants-Appellants Charter
Communications, Inc. and Charter Communications
Operating, LLC*

CERTIFICATE OF SERVICE

I hereby certify that on this 13th day of May, 2021, I served a copy of the foregoing ***Defendants-Appellants' Notice of Filing Attachments*** via operation of the Court's Electronic Filing System upon all counsel of record in the adversary proceeding.

/s/ Brian Hockett



Spectrum

Emmitt Walker
Direct Sales Representative

Lorain, OH 44055

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Windstream has a 2-year contract.† With Spectrum there are no contracts.
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Enjoy super-fast **100 Mbps** Internet speeds, plus a **FREE** modem and **FREE** Security Suite.



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Hello, Spectrum.

Call 1-800-386-1578
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\$44⁹⁹
/mo each
for 12 mos*

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*Offer good through 04/25/19, subject to change; valid to qualified residential customers who have not subscribed to any services within the previous 30 days and have no outstanding obligation to Charter. **Standard rates for TV Select and Internet apply after yr. 1. Installation, equipment, taxes, fees and surcharges (total surcharge up to \$17.95/mo.) apply; additional services are extra. ***Restrictions apply. For contract based qualifications, go to Spectrum.com/verify. ****2018 FCC Broadband Report. **Services compared to Xfinity Internet 200 and On Demand TV packages per windstream.com; 03/01/19. General Terms: TV: TV equipment required; charges may apply. Account credentials may be required to stream some TV content online. INTERNET: Available Internet speeds may vary by address. Services subject to all applicable service terms and conditions, subject to change. Services not available in all areas. Restrictions apply. ©2019 Charter Communications.

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Hello, Spectrum.**
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or visit Spectrum.com
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**Windstream Customers,
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Windstream has filed for Chapter 11 bankruptcy, which makes uncertainty to ensure you are in
Spectrum's future for the long term. Switch to Spectrum with a top-notch plan for the fu
• **FREE HD and FREE On Demand** with instant access up to 50,000 On Demand titles
On Demand titles on your device. anywhere in your home and even where on the go.
• **Fastest speeds up to 100 Mbps.** Everyone at home can stream, game and download at the
same time with no data caps.
• **Spectrum is the top performing internet provider.** Delivering more speed, more consistency, and
• **FREE modem.** Windstream charges \$5.99/month for an internet modem. Plus, we will buy you out of your current contract up to \$100. **

**Goodbye, Windstream.
Hello, Spectrum.**
Call 1-800-386-1578
or visit Spectrum.com
Limited-time offer! Expires 04/25/19

TV + Internet
\$44.99
NO CONTRACT

Message

From: Sites, Andrew J [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=0A6E7EDEA19A4A4F9337EEFC2442954B-S]
Sent: 4/19/2019 2:46:26 PM
To: Ruhland, James P [james.ruhland@charter.com]
Subject: FW: Windstream

Andrew J. Sites
Spectrum Business Account Executive
3100 Elida Rd | Lima, OH | 45805
Office: 419.996.2230 | Cell: 419.306.7018
Support: 866.590.6105
Email: Andrew.Sites@Charter.com



From: Sites, Andrew J
Sent: Friday, April 19, 2019 2:43 PM
To: 'smccready@martinbrowne.com' <smccready@martinbrowne.com>
Subject: Windstream

Steven,

over the man
Spectrum Ready
Marketing

I just received an email from Dino about your letter to me. I have not received anything in the mail. I wanted to apologies as I was given misleading information, we have taken the proper steps on our end to get out information that we are not to give customers any information about our competition. I have reached out to every customer I talked to that day. It was only a few customers and have reached out informing them I was given the wrong information and they are not going anywhere, I apologized and thanked them via email. That was the only way I reached out, I did not spend a whole lot of time, emailing isn't effective it's essentially throwing darts at the wall. I apologies for giving misinformation, however none of the customers I contacted even gave me any information.

Here is the email list I sent:

'whitakerenterprises@windstream.net'
'hchumanesociety@aol.com'
'vsbrim@windstream.net'
'caoates@windstream.net'
'insure@wingfieldcrop.com'
'sparkypizza@ctcn.net'

Here is an email picture replying to my previous emails.

Message

From: Sites, Andrew J [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=0A6E7EDEA19A4A4F9337EEFC2442954B-S]
Sent: 4/19/2019 2:23:12 PM
To: vsbrim@windstream.net
Subject: RE: Service

Apologies, I was given misinformation and am aware now that Windstream is not going out of business.

Thanks,

Andrew J. Sites
Spectrum Business Account Executive
3100 Elida Rd | Lima, OH | 45805
Office: 419.996.2230 | Cell: 419.306.7018
Support: 866.590.6105
Email: Andrew.Sites@Charter.com



From: Sites, Andrew J
Sent: Friday, March 29, 2019 11:29 AM
To: 'vsbrim@windstream.net' <vsbrim@windstream.net>
Subject: Service

Vanessa,

Hello, I'm Andrew with Spectrum business. I was referred to you by another rep in our area. I'm contacting you because your current phone provider is going out of business and I wanted to help you make a seamless transition to a new service. I would love to send you a quote for our service and I'll guarantee that our internet is night and day from our competition. If you want a quote please reply with the number of phone lines you are currently using. Feel free to call txt or email back let me know what works for you, I'm here to help.

Thank you,

Andrew J. Sites
Spectrum Business Account Executive
3100 Elida Rd | Lima, OH | 45805
Office: 419.996.2230 | Cell: 419.306.7018
Support: 866.590.6105
Email: Andrew.Sites@Charter.com



*Not a lot of
potential with Spectrum
customers - Julien Jordan*

Message

From: Sites, Andrew J [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=0A6E7EDEA19A4A4F9337EEFC2442954B-S]
Sent: 4/19/2019 2:22:23 PM
To: caoates@windstream.net
Subject: RE: Service

Apologies they are not going out of business, I was given the wrong information at the time, have a great Easter weekend.

Andrew J. Sites
Spectrum Business Account Executive
3100 Elida Rd | Lima, OH | 45805
Office: 419.996.2230 | Cell: 419.306.7018
Support: 866.590.6105
Email: Andrew.Sites@Charter.com



From: Sites, Andrew J
Sent: Friday, March 29, 2019 11:26 AM
To: 'caoates@windstream.net' <caoates@windstream.net>
Subject: Service

Connie,

Hello, I'm Andrew with Spectrum business. I was referred to you by another rep in our area. I'm contacting you because your current phone provider is going out of business and I wanted to help you make a seamless transition to a new service. I would love to send you a quote for our service and I'll guarantee that our internet is night and day from our competition. If you want a quote please reply with the number of phone lines you are currently using. Feel free to call txt or email back let me know what works for you. I know it's tax season so I figured I'd email as you're probably swamped. Have a great weekend.

Thank you,

Andrew J. Sites
Spectrum Business Account Executive
3100 Elida Rd | Lima, OH | 45805
Office: 419.996.2230 | Cell: 419.306.7018
Support: 866.590.6105
Email: Andrew.Sites@Charter.com



Message

From: Sites, Andrew J [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=0A6E7EDEA19A4A4F9337EEFC2442954B-S]
Sent: 3/29/2019 11:29:26 AM
To: vsbrim@windstream.net
Subject: Service

Vanessa,

Hello, I'm Andrew with Spectrum business. I was referred to you by another rep in our area. I'm contacting you because your current phone provider is going out of business and I wanted to help you make a seamless transition to a new service. I would love to send you a quote for our service and I'll guarantee that our internet is night and day from our competition. If you want a quote please reply with the number of phone lines you are currently using. Feel free to call txt or email back let me know what works for you, I'm here to help.

Thank you,

Andrew J. Sites

Spectrum Business Account Executive

3100 Elida Rd | Lima, OH | 45805

Office: 419.996.2230 | Cell: 419.306.7018

Support: 866.590.6105

Email: Andrew.Sites@Charter.com



Message

From: Sites, Andrew J [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=0A6E7EDEA19A4A4F9337EEFC2442954B-S]
Sent: 3/29/2019 11:26:28 AM
To: caoates@windstream.net
Subject: Service

Connie,

Hello, I'm Andrew with Spectrum business. I was referred to you by another rep in our area. I'm contacting you because your current phone provider is going out of business and I wanted to help you make a seamless transition to a new service. I would love to send you a quote for our service and I'll guarantee that our internet is night and day from our competition. If you want a quote please reply with the number of phone lines you are currently using. Feel free to call txt or email back let me know what works for you. I know it's tax season so I figured I'd email as you're probably swamped. Have a great weekend.

Thank you,

Andrew J. Sites
Spectrum Business Account Executive
3100 Elida Rd | Lima, OH | 45805
Office: 419.996.2230 | Cell: 419.306.7018
Support: 866.590.6105
Email: Andrew.Sites@Charter.com



Message

From: Sites, Andrew J [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=0A6E7EDEA19A4A4F9337EEFC2442954B-S]
Sent: 3/27/2019 10:33:53 AM
To: kentonfamilypractice@yahoo.com
Subject: Service
Attachments: Kenton Family Practice Quote.pdf


Dr. Paul Wesson,

Hello, your address came across my desk this morning as you're currently Windstream customers. I wanted to reach out and gauge interest in switching to our phone service. It's a fairly simple process and we can get it installed rather quickly. You would then receive 1 bill. Windstream is going bankrupt so we are trying to help our neighbors who are using them transition quickly and easily. Let me know if you have any questions but I drew up a quick quote using the information Kim was able to give me over the phone.

Thank you,

Andrew J. Sites
Spectrum Business Account Executive
3100 Elida Rd | Lima, OH | 45805
Office: 419.996.2230 | Cell: 419.306.7018
Support: 866.590.6105
Email: Andrew.Sites@Charter.com



Business Name: [REDACTED] Business Address: [REDACTED] Authorized Signer: Dr. Paul Wesson	 Andrew Sites Business Account Executive Cell (419) 306 - 7018 Office (419) 996 - 2230 andrew.sites@charter.com
Spectrum Business Proposed Solution	Proposed Monthly Spend
Internet 100x10	[REDACTED]
Wi-Fi	[REDACTED]
3 phones	[REDACTED]
Monthly Total (not including taxes and fees):	[REDACTED]
Details:	
* [REDACTED]	
* No contracts	
* See promotional flyer for complete details	

CONFIDENTIAL

Charter_020218

1 UNITED STATES BANKRUPTCY COURT
2 SOUTHERN DISTRICT OF NEW YORK
3 Case No. 19-22312-rdd
4 Adv. Case No. 19-08246-rdd
5 - - - - - x
6 In the Matter of:
7 WINDSTREAM HOLDINGS, INC.,
8 Debtor.
9 - - - - - x
10 WINDSTREAM HOLDINGS, INC., et al.,
11 Plaintiffs,
12 v.
13 CHARTER COMMUNICATIONS, INC. et al.
14 Defendants.
15 - - - - - x
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1 United States Bankruptcy Court
2 300 Quarropas Street, Room 248
3 White Plains, NY 10601

4
5 April 15, 2019

6 11:23 AM
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21 B E F O R E :

22 HON ROBERT D. DRAIN

23 U.S. BANKRUPTCY JUDGE
24

25 ECRO: A. VARGAS

1 HEARING re Adversary proceeding: 19-08246-rdd Windstream
2 Holdings, Inc., et al. v. Charter Communications, Inc. et al
3 Notice of Agenda REVISED AGENDA FOR APRIL 15, 2019 HEARING
4
5 HEARING re Adversary proceeding: 19-08246-rdd Windstream
6 Holdings, Inc., et al. v. Charter Communications, Inc. et al
7 Debtors Motion for a Temporary Restraining Order,
8 Preliminary Injunction, and Other Equitable Relief Against
9 Charter Communications, Inc. and Charter Communications.
10
11 HEARING re Adversary proceeding: 19-08246-rdd Windstream
12 Holdings, Inc., et al. v. Charter Communications, Inc. et al
13 SUPPLEMENTAL DECLARATION OF LEWIS LANGSTON IN SUPPORT OF
14 DEBTORS MOTION FOR A TEMPORARY RESTRAINING ORDER,
15 PRELIMINARY INJUNCTION AND OTHER EQUITABLE RELIEF AGAINST
16 CHARTER COMMUNICATIONS, INC. AND CHARTER COMMUNICATIONS
17 OPERATING, LLC (related document(s)2) filed by Steven J.
18 Reisman on behalf of Windstream Holdings, Inc., et al.
19
20 HEARING re Adversary proceeding: 19-08246-rdd Windstream
21 Holdings, Inc., et al. v. Charter Communications, Inc. et al
22 Declaration SUPPLEMENTAL DECLARATION OF LEWIS LANGSTON IN
23 SUPPORT OF DEBTORS MOTION FOR A TEMPORARY RESTRAINING ORDER,
24 PRELIMINARY INJUNCTION AND OTHER EQUITABLE RELIEF AGAINST
25 CHARTER COMMUNICATIONS, INC. AND CHARTER COMMUNICATIONS

1 OPERATING, LLC (related document(s)2) filed by Steven J.
2 Reisman on behalf of Windstream Holdings, Inc., et al.
3
4 HEARING re Adversary proceeding: 19-08246-rdd Windstream
5 Holdings, Inc., et al. v. Charter Communications, Inc. et al
6 Opposition to Debtor's Motion for Temporary Restraining
7 Order (related document(s)2) filed by Brian W. Hockett on
8 behalf of Charter Communications Operating, LLC, Charter
9 Communications, Inc.
10
11 HEARING re Operating, LLC, Charter Communications, Inc.
12 Adversary proceeding: 19-08246-rdd Windstream Holdings,
13 Inc., et al. v. Charter Communications, Inc. et al
14 DEBTORS' REPLY
15
16 HEARING re Adversary proceeding: 19-08246-rdd Windstream
17 Holdings, Inc., et al. v. Charter Communications, Inc. et al
18 Motion to Join I Joinder of the Official Committee of
19 Unsecured Creditors to Debtors Motion for a Temporary
20 Restraining Order, Preliminary Injunction, and Other
21 Equitable Relief Against Charter Communications, Inc. and
22 Charter Communications Operating, LLC (related document(s)2)
23
24
25

1 HEARING re Adversary proceeding: 19-08246-rdd Windstream
2 Holdings, Inc., et al. v. Charter Communications, Inc. et al
3 DEBTORS MOTION SEEKING ENTRY OF ORDER AUTHORIZING DEBTORS TO
4 FILE UNDER SEAL CERTAIN PORTIONS OF (I) MOTION FOR A
5 TEMPORARY RESTRAINING ORDER, PRELIMINARY INJUNCTION, AND
6 OTHER EQUITABLE RELIEF AGAINST CHARTER COMMUNICATIONS, INC.
7 AND CHARTER COMMUNICATIONS OPERATING, LLC, (11) AFFIDAVIT OF
8 LEWIS LANGSTON IN SUPPORT THEREOF AND (III) ACCOMPANYING
9 ADVERSARY COMPLAINT.

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23

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25 Transcribed by: Sonya Ledanski Hyde

1 A P P E A R A N C E S :

2

3 KATTEN MUCHIN ROSENMAN LLP

4 Conflicts Council for Windstream Holdings

5 575 Madison Avenue

6 New York, NY 10022

7

8 BY: SHAYA ROCHESTER

9

10 KATTEN MUCHIN ROSENMAN LLP

11 Conflicts Council for Windstream Holdings

12 2900 K Street NW

13 North Tower - Suite 200

14 Washington, DC 20007

15

16 BY: TERENCE ROSS

17

18 KATTEN MUCHIN ROSENMAN LLP

19 Conflicts Council for Windstream Holdings

20 2029 Century Park East, Suite 2600

21 Los Angeles, CA 90067

22

23 BY: TAMI KAMERA SIMS

24

25

1 THOMPSON COBURN LLP

2 Attorneys for Charter Communications

3 One US Bank Plaza

4 St. Louis, MO 63101

5

6 BY: JOHN KINGSTON

7 BRIAN HOCKETT

8

9 MORRISON & FOERSTER LLP

10 Attorneys for the Committee of Unsecured Creditors

11 250 West 55th Street

12 New York, NY 10019

13

14 BY: STEVEN RAPPOPORT

15 JOCELYN E. GREER

16 ERICA J. RICHARDS

17

18 ALSO PRESENT TELEPHONICALLY:

19 STEVEN REISMAN

20 KAT RICHARDSON

21 WILLIAM HOLSTE

22 ANA LUCIA HURTADO

23 RYAN YEH

24 MARIA CHUTCHIAN

25 ASHUTOSH HABBU

1 P R O C E E D I N G S

2 THE COURT: All right. In Re Windstream Holdings,
3 Inc. Okay. There are three matters on the calendar: two of
4 them, I believe, are unopposed, which is the Debtor
5 Windstream's motion to seal certain documents in connection
6 with its original motion papers, as well as certain portions
7 of the supplement or reply; and then we have Windstream's
8 request for a TRO.

9 MR. ROCHESTER: That's correct, Your Honor. For
10 the record, Shaya Rochester, Katten Muchin Rosenman,
11 proposed conflicts counselor for the Windstream Debtors.
12 That's correct, Your Honor.

13 THE COURT: Okay. Why don't I just make sure I
14 know who everyone is, and then we can proceed to the first
15 couple of motions.

16 MR. ROSS: Your Honor, Terence Ross, also with
17 Katten Muchin Rosenman.

18 THE COURT: Okay.

19 MS. SIMS: Your Honor, Tami Sims, also with Katten
20 Muchin Rosenman.

21 THE COURT: Okay.

22 MR. KINGSTON: Your Honor, John Kingston, with
23 Thompson Coburn.

24 THE COURT: For?

25 MR. KINGSTON: Oh, I'm sorry, for Charter

1 Communications, Inc. and Charter Communications Operating
2 LLC.

3 THE COURT: All right, thank you.

4 MR. HOCKETT: And Brian Hockett of Thompson
5 Coburn, also on behalf of Charter Communications. Good
6 morning, Your Honor.

7 THE COURT: And then I noticed -- I noted, rather,
8 that the counsel for the creditors' committee filed a
9 statement in support. Are you going to pretty much leave
10 this up to the Debtors, though?

11 MR. HOCKETT: We are. We might wish to say a
12 couple of words if the Court will allow it.

13 THE COURT: Okay.

14 MR. HOCKETT: Otherwise, we'll leave it to them.

15 THE COURT: Okay, all right. So everyone can sit
16 down unless they're speaking. As far as the two motions to
17 seal are concerned, I get -- there's no opposition to that?

18 MR. RAPPOPORT: No opposition, Your Honor.

19 THE COURT: All right. So I'll grant that relief.
20 I have a fairly standing form of sealing order. I just
21 entered one in the Sears case that you can look for as a
22 model. But based on my review of each of those motions and
23 the unredacted portions, it appears to be that the request
24 was properly narrowed to cover commercially sensitive
25 information that would be protected under 107(b) of the

1 Bankruptcy Code. So you can email those orders to chambers.

2 MR. ROCHESTER: Okay, thank you. Thank you, Your
3 Honor.

4 MR. RAPPOPORT: Your Honor, can we see a draft. I
5 doubt we're going to have any comments on the order.

6 THE COURT: Yeah, you can just copy -- you can
7 copy --

8 MR. RAPPOPORT: Please send a draft in my
9 direction before you submit it.

10 THE COURT: Sure. You should copy counsel for
11 Charter --

12 MR. ROCHESTER: Of course.

13 THE COURT: -- when you send it in.

14 MR. ROCHESTER: All right. So, Your Honor, that
15 covers the first two matters on the agenda. For the third
16 matter, which is the Debtors' request for the TRO and show
17 cause order, I've turned that over to my partners, Terence
18 Ross and Tami Sims. Mr. Ross is admitted in the Southern
19 District already. Ms. Sims has filed a pro hac vice
20 application, which is pending, and we'll follow up with
21 chambers to get that entered.

22 THE COURT: Okay.

23 MR. ROCHESTER: Okay. I guess I'll turn the
24 podium over to Mr. Ross. Thank you.

25 THE COURT: Okay.

1 MR. ROSS: Good morning, Your Honor. We have
2 submitted a motion. There's been an opposition; there's
3 been a reply.

4 THE COURT: Right.

5 MR. ROSS: We've also submitted in support of the
6 application for TRO a declaration of Mr. Langston with
7 exhibits and a supplemental declaration that sort of updated
8 the state of play as of last Thursday, I believe it was.

9 Our proposal to the Court would be, Mr. Langston
10 is here, that we submit his declaration, supplemental
11 declaration and exhibits as his direct examination. And if
12 the other side would like to cross-examine him, put him up
13 on the stand, and that would be the direct case on the part
14 of the Debtors.

15 THE COURT: Okay. Well, when you say his
16 declaration, there are two of them, right?

17 MR. ROSS: Declaration and supplemental
18 declaration.

19 THE COURT: And supplemental, okay.

20 MR. ROSS: With all the exhibits attached. If
21 you'd like me to read them into the record, I can.

22 THE COURT: No, that's fine. I think it's clear
23 from the docket. Okay. Do you wish to cross-examine Mr.
24 Langston?

25 MR. KINGSTON: I do, Your Honor.

1 THE COURT: Okay, so he should come up. You can
2 have a seat. Would you raise your right hand, please? Do
3 you swear or affirm to tell the truth, the whole truth, and
4 nothing but the trust, so help you God?

5 MR. LANGSTON: I do.

6 [WITNESS, LEWIS LANGSTON, SWORN IN]

7 THE COURT: Okay. And could you just spell your
8 name for the record.

9 MR. LANGSTON: First name is Lewis, L-E-W-I-S,
10 last name is Langston, L-A-N-G-S-T-O-N.

11 THE COURT: Okay. You can proceed.

12 MR. KINGSTON: Your Honor, with the Court's
13 permission, I would like to present the witness with some of
14 the pleadings and some of the exhibits that have been
15 changed -- that have been exchanged leading up to this. And
16 I believe we have binders that I can provide both for the
17 Court and for the witness, if that's the easiest way to do
18 it.

19 THE COURT: Okay, that's fine with me.

20 MR. KINGSTON: Your Honor, I have a copy of the
21 exhibits for the Court. I have a copy of the exhibits and
22 the pleadings for Mr. Langston.

23 THE COURT: Okay.

24 MR. KINGSTON: May I approach?

25 THE COURT: Yes.

1 MR. KINGSTON: I'm going to hand you one of the
2 key pleadings in there, they've been tabbed; and, hopefully,
3 we can work our way -- we're not talking review at the
4 moment. Hopefully, the tabs will show us where we're going
5 and some of the exhibits that Charter circulated last night.

6 MR. LANGSTON: Okay.

7 MR. KINGSTON: And I'm not going to filibuster,
8 Your Honor, but I (indiscernible).

9 THE COURT: Okay. So when you referred to these
10 exhibits, the parties have seen these? Well, has Windstream
11 seen them?

12 MR. ROSS: One moment, Your Honor. We're just
13 checking to see if they're the ones that we've seen.

14 THE COURT: Okay.

15 MR. KINGSTON: I will represent to the Court that
16 Exhibits A through F -- no, I'm sorry. I will represent to
17 the Court that Exhibits A through D were attachments to
18 Charter's opposition to Windstream's motion for TRO.
19 Exhibits E, F, G, H, I, and J were exchanged last night
20 pursuant to Windstream's proposed scheduling order.

21 THE COURT: Okay. Let me just ask this now. Is
22 there any objection to the admissibility of these? Or, like
23 the Windstream exhibits, are they agreed admissible for
24 purposes of this hearing?

25 MS. SIMS: Your Honor, we have an issue with

1 respect to Exhibits E and F. We believe that those are
2 outside the scope of direct, that they're irrelevant, and
3 that there's no foundation, but those are the only exhibits.

4 MR. KINGSTON: Your Honor --

5 THE COURT: Well, these are just the dockets,
6 right, docket entries?

7 MS. SIMS: Correct.

8 THE COURT: Okay. Well, there's definitely a
9 foundation; it's the docket. But I will admit them. It's
10 the docket entry.

11 MR. KINGSTON: If it helps the Court --

12 THE COURT: I can always look at the docket of the
13 case no matter what, so I'll deem these as admitted.

14 MR. KINGSTON: If it helps the Court and my
15 friends at the other table, the point I was going to try and
16 make with those dockets has eluded me this morning, so I'm
17 not going to use them anyway.

18 THE COURT: All right. Anyway, it's a matter of
19 public record in the case, so they're deemed admitted as are
20 the Windstream exhibits and the declarations. So you can go
21 ahead.

22 MR. KINGSTON: Thank you, Judge.

23 CROSS-EXAMINATION OF LEWIS LANGSTON

24 BY MR. KINGSTON:

25 Q Good morning, Mr. Langston. My name is John Kingston.

1 I'm a lawyer for Charter Communications, the Defendant in
2 these adversarial proceedings. Odd circumstances, but it's
3 nice to meet you.

4 A Nice to meet you.

5 Q I'd like to direct your attention, sir, to -- in your
6 pleadings binder, you'll see Tab, I believe, 3, which is
7 your affidavit in support of the Debtors' motion for a
8 temporary restraining order. Do you see that, Mr. Langston?

9 A Yes.

10 Q And if you would, sir, I'd like you to turn to Page 10
11 of that declaration. And I'm going to direct your
12 attention, Mr. Langston, to subparagraph (a) in Paragraph 28
13 of your declaration, which I read as follows, sir:

14 "The relief that Windstream requests herein cannot
15 be made by regularly notice motion. Due to the urgency of
16 the requested relief, Windstream has no choice but to
17 request an order to show cause for the Court to set an
18 expedited hearing." Have I read that correctly, Mr.
19 Langston?

20 A Subparagraph (a)?

21 Q I believe I said Paragraph F.

22 A I thought you said (a).

23 Q Paragraph 25, subpart (f), sir.

24 A Okay, got it.

25 Q I believe it's on the bottom of Page 10.

1 A Yes, you've said that correct.

2 Q And what I'd like to talk to you about first, Mr.

3 Langston, is whether there is a need for emergency relief in
4 these proceedings. Can we do that today, sir?

5 A Yes.

6 Q Okay. I'm going to direct your attention to your
7 declaration, Paragraph 26. It's on the preceding page, Page
8 9.

9 A Okay.

10 Q I read that first sentence of your declaration as
11 follows: "Windstream sought to confer with Charter about
12 these prior -- about these issues prior to filing its
13 Complaint and seeking injunctive relief. On March 20 of
14 2019, representatives of the parties convened a call to
15 discuss certain false and inaccurate statements made by
16 Charter employees and agents regarding Windstream's
17 bankruptcy." Have I read that correctly, sir?

18 A Yes, you have.

19 Q Okay. And were you a party to that call, sir?

20 A No, I was not.

21 Q All right. And so, your understanding of that call, I
22 presume, is based on the March 21st and March 26th letters
23 that are referenced in the sentence as following that
24 reference to a March 20 call; is that fair?

25 A That is correct.

1 Q All right. And so, you understand what happened on
2 that call, not because you were on it, but because you read
3 the letters following up on that call to memorialize that
4 call; is that fair?

5 A That is correct.

6 Q Okay. And those letters were drafted and sent by, is
7 it Debra Heath?

8 A Carol Keith.

9 Q I apologize. She's deputy general counsel, so I had D
10 stuck in my head. Carol Heath, is that right?

11 A Carol Keith.

12 Q And Ms. Heath is the -- is it Ms. or Mrs.?

13 A It's Ms.

14 Q And Ms. Heath is the deputy general counsel of
15 Windstream?

16 A Ms. Keith, K-E-I-T-H.

17 Q I apologize.

18 A Yes, and she is.

19 Q Ms. Keith is the general counsel of Windstream.

20 A Deputy.

21 Q Deputy general counsel of Windstream, all right. And
22 we can agree that Ms. Keith is a good lawyer.

23 A As far as I know, seems to be.

24 Q And part of being a good lawyer is communicating
25 effectively both with your client and with the folks on the

1 other side; isn't that true?

2 A I would assume so. I have no idea of the
3 qualifications of lawyers.

4 Q Do you have any reason to believe that in memorializing
5 the conversation that she had on March 20th and expressing
6 Windstream's concerns in not one but two cease and desist
7 letters on March 21st and March 26th, that Ms. Heath --

8 A Keith.

9 Q I will hope that that's the last time -- that Ms. Keith
10 would leave anything important out?

11 A I would assume that she wouldn't.

12 Q No, there's no reason to think, sir, that she would
13 leave anything material out of either that March 21st or
14 March 26th letter memorializing her concerns and asking
15 Charter to cease and desist doing certain stuff; isn't that
16 right?

17 A Yes.

18 Q All right. Now, I think that Ms. Keith's March 21st
19 letter is an attachment to your affidavit. Do you see it as
20 Exhibit 10, Mr. Langston?

21 A Yes.

22 Q I see in that Exhibit 10 references to uncertainty. Do
23 you see that, sir?

24 A Yes, I do.

25 Q I see in Exhibit 10 references to risk. Do you see

1 that, sir?

2 A Which paragraph are you in?

3 Q I beg your pardon. I see reference to uncertainty, but
4 no reference to risk. Do you read Exhibit 10 the same way I
5 do, sir?

6 A I'm reading the whole thing right now just to make sure
7 you're correct. I see a statement about mail out threatens
8 our customers that they are at risk of losing.

9 Q Okay. So you and I can both find a reference to
10 uncertainty and a reference to risk in Ms. Keith's first
11 cease and desist letter; is that right?

12 A Yes.

13 Q And in Ms. Keith's second cease and desist letter, I
14 see again references to uncertainty. Do you see that, sir?

15 A Are you talking about Exhibit 11?

16 Q Yes, sir.

17 A Yes.

18 Q And I don't see a reference in either the March 21st or
19 March 26th letters memorializing that March 20 call and
20 asking Charter to cease and desist doing certain things that
21 contain any reference to the phrase, "Goodbye Windstream."
22 Do you see that phrase in those letters, sir?

23 A Not that I can see, no.

24 Q Do you have in front of you, Mr. Langston, a binder of
25 exhibits?

1 A Yes.

2 Q I'll direct your attention, sir, to Exhibit C, which
3 I'll represent to the Court was also an exhibit to Charter's
4 opposition to Windstream's motion for a temporary
5 restraining order. Do you have that in front of you, sir?

6 A Yes, I do.

7 Q On the first page of Exhibit C, do you see any
8 reference to Windstream?

9 A No.

10 Q On the second page of Exhibit C, along with the third,
11 fourth, fifth, sixth, seventh, and eighth pages, do you see
12 any reference to risk and uncertainty related to
13 Windstream's Chapter 11 bankruptcy?

14 A No.

15 Q And risk and uncertainty, those are the terms that were
16 used throughout Windstream's deputy general counsel's March
17 21st and March 26th letters; isn't that right?

18 A Yes.

19 Q You do see a reference, don't you, sir, to goodbye
20 Windstream in, again, Exhibit C?

21 A Yes.

22 Q And that phrase, "Goodbye Windstream" does not appear
23 in the March 21st and March 26th letters from Windstream
24 asking Charter to cease and desist doing certain stuff.

25 A I don't see those referenced, no.

1 Q Isn't it fair, Mr. Langston, that had -- isn't it fair
2 to suggest, Mr. Langston, that had Windstream's deputy
3 general counsel suggested that Charter should, in addition
4 to ceasing and desisting saying risks and uncertainties, it
5 should cease and desist talking about or using the phrase,
6 "Goodbye Windstream," that that's something that Charter
7 would have been able to do?

8 MS. SIMS: Objection, Your Honor, speculation.

9 MR. KINGSTON: I'll withdraw it. That's fine,
10 Judge.

11 A I have no idea what Charter would have done, no.

12 THE COURT: The question is withdrawn. The
13 question is withdrawn.

14 Q Can I direct your attention, sir, back to your sworn
15 declaration? Do you see in front of you Paragraph 25, Mr.
16 Langston?

17 A Yes.

18 Q And my version is redacted, but I read the first non-
19 redacted sentence to say, "On information and belief, on or
20 about March 14th of 2019, Spectrum disconnected service to
21 approximately 350 of these Windstream customers." Have I
22 read that correctly?

23 A Yes.

24 Q And when you say on information and belief in your
25 declaration, sir, you're talking about something that you

1 haven't seen with your own eyes or heard with your ears;
2 isn't that right?

3 A No. I did hear that with my ears. I had those
4 reported to me as the escalation for bankruptcy operations.

5 Q And so what is the import of the phrase, "On
6 information and belief," as you state it?

7 A The import?

8 Q Yeah. What do you mean by that?

9 A That means that the issue is reported to me by the
10 operations areas of our company that our customers were
11 disconnected.

12 Q Okay. And so when you're saying it was reported to
13 you, you're saying somebody else told you there was a
14 disconnection, right?

15 A Yes.

16 Q You're not saying that you personally have knowledge,
17 based on what you saw or heard?

18 A No, what I heard.

19 Q Is your -- is your statement in Paragraph 25, in your
20 view, a complete and informative statement to the Court?

21 A Yes, based upon my knowledge.

22 Q Did you leave anything important out?

23 A I guess the biggest thing I see that we tried to
24 contact the Defendant's counsel multiple times throughout
25 that weekend to get service reconnected, and they did not

1 respond. That's probably the most important thing I
2 wouldn't see.

3 Q Did you tell the Court whether the service to those
4 approximately 350 customers had been turned back on?

5 A It was turned back on later after several days of that
6 outage.

7 Q Did you tell the Court how many of those approximately
8 350 customers ultimately left Windstream because of that
9 temporary outage?

10 A No.

11 Q Do you know that number?

12 A No, I don't.

13 Q Does the number -- do you have any reason to believe
14 that number is greater than zero?

15 A No, I do not right now.

16 Q So as far as you knew -- as you know, sitting here
17 today as the witness for Windstream in these TRO
18 proceedings, Windstream may have lost zero customers because
19 of the outages referenced in Paragraph 25 of your sworn
20 declaration.

21 A I can't speak towards their future behavior and their
22 concern over the operations being disconnected and what was
23 told to them over that weekend by Charter.

24 Q As far as you know, Mr. Langston, Windstream has lost
25 no more than zero customers because of the outages

1 referenced in Paragraph 25 of your declaration; isn't that
2 so?

3 A Related to those specific customers, as far as I know,
4 we have lost none of those customers.

5 Q None of those customers.

6 A As far as I know.

7 Q Mr. Langston, turning your attention back to the
8 exhibit binder, Exhibit A.

9 A Okay.

10 Q Do you recognize that -- do you recognize Exhibit A,
11 sir, as the form 10-K for Windstream?

12 A I do.

13 Q All right. And while we're looking at it, is that
14 Windstream's logo, trademarked logo on the front page?

15 A Yes.

16 Q And it has a green little, kind of what I'll call a
17 squiggly W?

18 A It has a green W, yes.

19 Q And it's entirely in lower case.

20 A The Windstream name?

21 Q Yes, sir.

22 A Yes.

23 Q And so, entirely in lower case with I say squiggly W,
24 you say W, next to it is a fair description?

25 A Appears to be, yes.

1 Q And do you know what particular kind of font that is,
2 sir?

3 A Absolutely no idea.

4 Q Okay.

5 THE COURT: I'm sorry. A particular what?

6 MR. KINGSTON: The font, Your Honor.

7 THE COURT: Font, okay.

8 Q And you understand, Mr. Langston, that Windstream's
9 president and chief executive officer has certified the
10 statements in this 10-K as true.

11 A Yes.

12 Q And I'll direct your attention to Page 207 of 214 on
13 Exhibit A. I think the best way to navigate this document,
14 sir, is if you look at the top and the center, there's page
15 numbers that are --

16 A Yup, got you.

17 Q And Anthony W. Thomas is the president and chief
18 executive officer of Windstream.

19 A That is correct.

20 Q And he certifies that he has reviewed this annual
21 report; is that right?

22 A Yes.

23 Q And he says, based on his knowledge, the report does
24 not contain any untrue statements of material fact; isn't
25 that right?

1 A That is correct.

2 Q And you understand that a form 10-K is a statement to
3 investors and potential investors in Windstream; isn't that
4 right, sir?

5 A As far as my knowledge. I don't claim to be a 10-K
6 expert, but that's based upon my basic knowledge, yes.

7 Q It's something that an investor might want to read
8 considering whether to buy or sell his or her stock in
9 Windstream; isn't that fair?

10 A That is correct.

11 Q And you have a general understanding -- I'm not asking
12 you for a legal opinion, sir. But you have a general
13 understanding that one ought not deceive people who are
14 considering buying and selling stock; isn't that right?

15 A That's correct.

16 Q And Windstream has been delisted from NASDAQ, but it
17 still is traded on the part of OTC market; isn't that right,
18 sir?

19 A As far as I know.

20 Q And so, people could still be buying and selling
21 Windstream stock, right?

22 A Correct.

23 Q And in making statements to people who are considering
24 buying or selling Windstream stock, it would be important
25 both not to artificially inflate their expectations

1 regarding that stock and also not to artificially deflate
2 expectations regarding that stock; isn't that right, sir?

3 A I have no idea. I don't know the exact rules around
4 that.

5 Q Do you have a sense that it would be okay to deflate
6 artificially an investor's understanding of the value of
7 Windstream stock?

8 A I think this is just personal judgment. I assume that
9 it's not okay to artificially inflate or deflate, but I
10 don't know the technicalities or rules around it.

11 Q You understand that if one thought that Windstream was
12 facing risks, one could be induced to selling that stock and
13 one might not otherwise have sold it, right?

14 A Correct.

15 Q And so, if Windstream were to describe risks that
16 didn't exist, it could be causing people to sell stock that
17 wouldn't otherwise sell that stock; is that fair?

18 MS. SIMS: Objection, speculation.

19 THE COURT: I think you're playing on old ground
20 and you should just move on.

21 MR. KINGSTON: Thank you, Judge.

22 Q Were you aware, Mr. Langston, that there has been a
23 suggestion in this case that forward-looking statements in
24 security filings may or may not have -- or may or may not be
25 as meaningful as non-forward-looking statements?

1 A I was aware that forward-looking statements. I don't
2 know about the non-forward-looking statements.

3 Q Do you agree with the suggestion that forward-looking
4 statements in a security filing are somehow less meaningful
5 than the other statements in that same filing?

6 A My understanding of a 10-K is that forward-looking
7 statements, I mean, it's purely speculative and hypothetical
8 and continues any potential risks that might -- a company
9 might encounter.

10 Q You're suggesting that a forward-looking statement
11 doesn't matter in a filing with the SEC.

12 A I'm not saying it doesn't matter. What I'm saying is
13 it is purely speculative and throwing out all conditions a
14 situation may or may not impact a company, which is very
15 broad sweeping in nature.

16 Q Can I direct your attention, sir, to Exhibit J, which
17 is the form 10-Q for Windstream for the year ending --
18 excuse me -- for the fourth quarter of 2018?

19 A Okay.

20 Q I believe I misspoke, sir. Is Exhibit J the form 10-Q
21 for the quarterly period ending September 30th, 2018?

22 A I've got that one.

23 Q Do you see that, sir?

24 A Yes.

25 Q All right. And do you see in the back of Exhibit J

1 that it has the same certification that it's true from
2 Windstream's president, Mr. Thomas?

3 A What page are you on now; the full back of this
4 document?

5 Q Yes, sir. I won't make you find it, sir, because I
6 think that counsel has already stipulated that they're not
7 challenging the admissibility of it, so I don't know that I
8 need to establish the certification.

9 THE COURT: That's right.

10 Q In the bottom right-hand corner, sir, do you see there
11 are numbers on the -- page numbers on the --

12 A Yes.

13 Q -- form 10-Q?

14 A Yup, I see it.

15 Q And if you take a look at Page 144 out of 155 on that
16 10-Q, do you see some forward-looking statements there?

17 A Yes.

18 Q And I will skip down, I believe, three lines and I read
19 the following: "Forward-looking statements are subject to
20 uncertainties that could cause actual future events and
21 resolve to differ materially from those expressed in the
22 forward-looking statements. Forward-looking statements
23 including, but are not limited to, statements regarding..."
24 -- and I see, I believe, it's after the first semicolon,
25 "our ability to defend claims made by a noteholder that

1 Windstream services is in alleged default pursuant to a
2 certain indenture governing a series of senior notes." Have
3 I read that correctly, sir?

4 A Yes.

5 Q And so, this is a reference in the forward-looking
6 statements to the possibility that Windstream might not be
7 able to successfully defend a claim made by a noteholder
8 regarding certain indentures; isn't that right, sir?

9 MS. SIMS: Objection, foundation as to this
10 witness.

11 THE COURT: Well, if you could answer that, you
12 can answer it.

13 MR. LANGSTON: Okay. What's the question again?

14 THE COURT: If you know the answer.

15 MR. LANGSTON: No.

16 Q Okay. I'll direct your attention outside of the
17 forward-looking statements referenced to Pages 55.
18 Actually, strike that. Just to speed this along, 58. I
19 read the last sentence of the paragraph right above the word
20 derivatives as follows:

21 "As a result of the debt exchanges and the consent
22 transactions, Windstream services has been and remains in
23 compliance with all of the covenants under the 2013
24 indenture." Have I read that correctly?

25 A Yes.

1 Q And ultimately, a court found otherwise?

2 A I don't know if that's specifically where they found
3 against that. I wasn't a part of that proceeding.

4 Q You understand that there was a litigation that
5 resulted in Windstream filing Chapter 11 bankruptcy.

6 A Yes.

7 Q There was a verdict returned against Windstream that
8 could result in a judgment that was north of \$300 million?

9 A Yes, I am aware of that.

10 Q And it's true, isn't it, Mr. Langston, that the only
11 reference that that is a thing that might possibly happen to
12 Windstream in the 10-Q is in the reference to forward-
13 looking statements; isn't that true?

14 A I don't know that's the only reference. I haven't read
15 the entire 10-K.

16 Q I'm going to direct your attention to your second
17 affidavit, sir. I believe that it's Tab 4. And I misspoke,
18 it's a declaration.

19 A Okay.

20 Q On Page 2, Paragraph 4, do you see a reference, Mr.
21 Langston, to one of Windstream's consultants making certain
22 representations to a gentleman named Jerry Wayne Parrish?

23 A You're back in the supplemental. I thought you were
24 back in the first affidavit.

25 Q Oh, I'm sorry, sir. It's Tab 4.

1 A Okay.

2 Q And I see the document at Tab 4 to be the supplemental
3 declaration.

4 A Yes, I see that.

5 Q Paragraph 4?

6 A Yes.

7 Q See a reference to a gentleman named Jerry Wayne
8 Parrish?

9 A I do.

10 Q And Mr. Parrish isn't here today is he, sir?

11 A No, he's not.

12 Q And so, we don't have an opportunity to cross-examine
13 Mr. Parrish, at least I don't today, do I, sir?

14 A Not here.

15 Q No. And then in addition to Mr. Parrish not being here
16 today, do you see at the first sentence at Page 4 that
17 there's a reference to one of Windstream's consultants. Do
18 you see that, sir?

19 A Yes.

20 Q And in your statement regarding one of Windstream's
21 consultants, you don't state the name of that consultant,
22 right?

23 A No. My only conversation was with Jerry Wayne Parrish.

24 Q Whoever that named -- whoever that unnamed Windstream
25 consultant is that spoke to Mr. Parrish, it's fair to

1 suppose that he or she isn't here today as well.

2 A That's correct.

3 MR. KINGSTON: That's all I have, Your Honor.

4 THE COURT: Okay. Any redirect?

5 MS. SIMS: Yes, Your Honor.

6 THE COURT: Okay.

7 MS. SIMS: And if I may, just because I have his
8 tab separately, if I may approach the witness and give him a
9 -- so we're referencing the same binder that I have.

10 THE COURT: Okay. Do I have that binder?

11 MS. SIMS: I have a copy for you as well, if I may
12 approach.

13 THE COURT: Sure.

14 REDIRECT EXAMINATION OF LEWIS LANGSTON

15 BY MS. SIMS:

16 Q Mr. Langston, if you can please refer to Exhibit 10 of
17 your original declaration, so that's Tab #11 in the binder
18 that I handed to you.

19 A Okay.

20 Q And do you recognize this as the Windstream letter that
21 Mr. Kingston went over with you recently or just now?

22 A I do.

23 Q If you can please refer to the second page of the March
24 21st letter.

25 A Okay.

1 Q If you can please read the second-to-last paragraph.

2 A Starting with nothing?

3 Q Yes.

4 A "Nothing contained in this letter should be considered
5 as a waiver of any rights and claims of Windstream or its
6 subsidiaries, which are hereby expressly reserved."

7 Q Do you understand that this letter does not limit
8 Windstream's claims?

9 A That would be my understanding by that statement.

10 Q If you can please refer to the second Windstream
11 letter; it follows immediately behind the first. The letter
12 is dated March 26, 2019, and the second page of that letter,
13 if you can please read, again, the second-to-last paragraph.

14 A "Nothing contained in this letter should be considered
15 as a waiver of any rights and claims of Windstream or its
16 subsidiaries, which are hereby expressly reserved."

17 Q And did you understand that to mean that this letter
18 did not limited Windstream's claims?

19 A I did.

20 Q And do your knowledge, did Windstream ever receive,
21 prior to filing this Complaint, a substantive response from
22 Spectrum regarding its letters?

23 A Define substantive.

24 Q Did Spectrum ever list out to Windstream the
25 statements, the exact statements, it was going to omit from

1 any future advertisements?

2 A No.

3 Q Did Spectrum engage in any discussions with Windstream
4 regarding the concerns that Windstream had outlined in its
5 letters?

6 A Not that I'm aware of.

7 Q You can set this aside for now. Mr. Langston, Mr.
8 Kingston asked you about the disconnects from approximately
9 300 Windstream customers, correct?

10 A Yes.

11 Q Okay. Are you familiar with the typical process of
12 disconnecting a customer from Windstream's service?

13 A Yes, I am.

14 Q What is that process?

15 A Typically, you go through what would better be termed,
16 like a cure period or notice period where you notice the
17 customer of an impending disconnect; it's the formal
18 communication. Usually, you go through levels of escalation
19 before you formally disconnect.

20 Normally, those disconnects do not occur prior to
21 a weekend, for obvious reasons, because most companies don't
22 have the operational strength over a weekend to reconnect.
23 That's my experience with it. I actually ran credit and
24 collections for many of these properties before they became
25 Windstream.

1 Q And do you know if Spectrum followed any of those steps
2 when it disconnected Windstream's customers?

3 A Not that I'm aware of at all.

4 Q Do you believe that not following that process could
5 have an affect on the customers' perception of Windstream?

6 A Well, --

7 MR. KINGSTON: Objection, calls for speculation.

8 Q To your knowledge, have you ever received any customer
9 complaints regarding the failure to abide by that process
10 for disconnecting the service?

11 A Yes, we have.

12 Q And what have those complaints been like?

13 A I mean, the case -- this one specifically has been the
14 fact that customers called in and their service was
15 interrupted. We were unable to restore the service, so they
16 were -- they were actually knocked out of service. The
17 customers no longer had telecommunications' abilities that
18 were associated with those lines.

19 Those calls began on that Friday, and they
20 continued all through the entire weekend, until Monday when
21 we finally got them restored.

22 Q Mr. Langston, has Windstream's operations been impacted
23 by the Chapter 11 filing so far?

24 A No.

25 Q Has Windstream's services to its customers been

1 impacted by the Chapter 11 filing so far?

2 A Other than the disconnects calls by Charter, no.

3 Q To your knowledge has the result of the Aurelius
4 litigation impacted Windstream's operations?

5 A No.

6 Q To your knowledge has the result of the Aurelius
7 litigation impacted Windstream's services to its customers?

8 A No, other than this situation we're talking about with
9 the 350 customers disconnected.

10 Q Are there any plans for Windstream to liquidate?

11 A No.

12 Q Are there any plans for Windstream to downsize its
13 operations?

14 A No.

15 Q Are there any plans for Windstream to downsize its
16 services to its customers?

17 A No.

18 Q Are there any plans for Windstream's services to its
19 customers be terminated?

20 A No.

21 Q Has Windstream received any debtor-in-possession
22 financing?

23 A Yes, we have.

24 Q Do you know how much?

25 A We had approval for approximately \$1 billion in debtor

1 and -- or DIP financing. We've been approved for a portion
2 of that and hope to get approval for the rest at a later
3 date.

4 Q And do you know what affect that financing will have?

5 A That's actually caused a great deal of positive news
6 around Windstream: one, that we were able to acquire the
7 financing so quickly in the process; and secondly, the
8 rating that that debt received, which is investor grade
9 rating.

10 Q If you can please refer to Windstream's 10-K, and that
11 is in the Charter's binder as Exhibit A. So that --

12 A I found it.

13 Q Okay. And did you review this document in preparation
14 for this hearing?

15 A I reviewed it, what I would term as lightly.

16 Q In your review, did you see any statements anywhere
17 that Windstream is going to be going out of business in the
18 near future?

19 A No.

20 Q In your review, did you see any statements that
21 Windstream is going to be cutting off services to its
22 customers in the near future?

23 A No.

24 Q Do you have an understanding of who the audience is for
25 a 10-K?

1 A Well, as Charter's counsel stated, it's typically
2 investors, people looking to invest in the company, or
3 existing investors looking to potentially, you know, either
4 buy or sell additional shares. So these are investors, not
5 consumers.

6 Q If you can please refer to Page 15 of the 10-K. And do
7 you see -- can you -- do you see the second section entitled
8 forward-looking statements? I'll wait until you get there.

9 A Yes.

10 Q Okay. And do you see further down in the bullet points
11 statements regarding risk and uncertainties relating to
12 Windstream's Chapter 11 cases?

13 A I do.

14 Q And can you please read that first paragraph under the
15 forward-looking statements section?

16 A Starting with we claim?

17 Q Yes.

18 A "We claim the protection of the safe harbor for
19 forward-looking statements contained in the Private
20 Securities Litigation Reform Act of 1995 for this annual
21 report on form 10-K." Do you want me to keep going and read
22 the whole paragraph?

23 Q Yes, please.

24 A "This report contains various forward-looking
25 statements, which represent our expectations or projections

1 concerning future ads, including without limitation our
2 future performance, our ability to comply with the covenant
3 in the agreements governing our indebtedness and
4 availability of capital and terms thereof. Statements
5 expressing expectations and projections with respect to
6 forward matters are forward-looking statements within the
7 meaning of the Private Security Litigation Reform Act of
8 1995."

9 "We caution that these forward-looking statements
10 involving a number of risks and uncertainties and are
11 subject to many variables which can impact our future
12 performance. These statements -- these statements are made
13 on the basis of managements' views, estimates, projections,
14 beliefs and assumptions as of the time the statements are
15 made regarding future events and results."

16 "There can be no assurance, however, that
17 managements' expectations necessarily come to pass. Actual
18 future events and our results may differ materially from
19 those expressed in these forward-looking statements as a
20 result of a number of important factors."

21 Q And you -- did you review the advertisements that
22 Charter made in connection with this -- with this case?

23 A Yes.

24 Q In its advertisements, did Charter claim that its
25 statements about Windstream's bankruptcy being uncertain was

1 a forward-looking statement under the Securities law?

2 A No.

3 Q In its advertisements, did Charter claim that its
4 statements about uncertainty relating to Windstream were
5 subject to many variables?

6 A No.

7 Q In its advertisements, did Charter claim that actual
8 future events may differ materially from its statements
9 regarding Windstream?

10 A No.

11 Q In its advertisements, did Charter claim that its
12 statements about risk relating to Windstream themselves
13 involve a number of risks and uncertainties?

14 A No.

15 Q In its advertisements, did Charter claim that there can
16 be no assurances that its statements about Windstream will
17 necessarily come to pass?

18 A No.

19 Q If you can please refer to Page 3 of the 10-K, the same
20 exhibit.

21 A Okay.

22 Q What did the bullet points under the overview stand
23 for?

24 A Those are our four key priorities for 2019.

25 Q And what are those, what are those key priorities?

1 A Deliver consistent excellent in the customer
2 experience; achieve differentiation in the marketplace
3 through development of innovate software; continue to
4 position the company for top line growth; continue to
5 aggressively manage costs.

6 Q Were any of these Windstream's priorities for 2019
7 included in Charter's advertisements?

8 A No.

9 Q Okay. If you can please refer to Page 4, same exhibit.
10 Do you see a graph on Page 4?

11 A I do.

12 Q And what does this graph represent?

13 A Represents our net broadband ads over the prior four
14 years to 2018, and then 2018 in and of itself.

15 Q And what does the trend on the graph show?

16 A It shows negative subscriber declines on a net basis,
17 which is ads versus disconnects, through that four-year
18 period; and then in 2018, showed positive broadband growth.

19 Q And what is that positive broadband growth in 2018?

20 A 14,000.

21 Q And what drove this growth in 2018?

22 A Multiple factors. Predominantly, we launched a new
23 marketing campaign in September of 2017 around Kinetic that
24 built upon our previous four-year aggressive network
25 buildout and speed -- speed enhancements to our network for

1 our customers.

2 Q If you can please refer to Page 5, the next page. What
3 does this top graph represent?

4 A That reflects the percentage of our customer base that
5 have access to 25 megabit-per-second speeds on broadband.

6 Q And what does the trend on the graph show?

7 A Consistent growth from 1Q-17 all the way through 4Q-18.

8 Q And what does the bottom on Page 5 represent?

9 A It reflects the percentage of homes within our
10 footprint with access to which available speeds. So the
11 dark colors would represent those that have access, what
12 percentage of access to 100 mg and those that have access to
13 25 mg service.

14 Q And what does the trend on the graph show?

15 A Consistent growth in the 25 mg over a period of time
16 and significant increases in the 100 mg all the way through
17 first quarter of '19.

18 Q And are you aware of any strategies to retain and grown
19 Windstream's customer and small business customer base?

20 A Yes, I am.

21 Q What are they?

22 A Within the consumer base, we have aggressive marketing
23 campaigns, as well as retention efforts to go with our
24 existing customer, and we have attractive offers to acquire
25 new customers, specifically touting the availability of

1 these high speeds in these markets, particularly where those
2 speeds did not exist before.

3 Q Are there any other significant improvements in 2018
4 for Windstream that you're aware of that we haven't already
5 discussed?

6 A For 2018? Well, we have a number of efforts around
7 customer service. We actually made significant investments
8 into a digital portal for customer experience, mobile
9 portals for customer experience to improve the overall
10 interactions with Windstream and the ease of access to doing
11 business with us.

12 Q And were any of these positive statements regarding
13 Windstream's business mentioned in Charter's advertisements?

14 A No.

15 Q Sorry, one moment. Are you aware that Charter has
16 stated in its advertising campaign against Windstream that
17 first phase is completely over?

18 A I am aware of that statement, yes.

19 Q Do you believe that to be true?

20 A Absolutely not.

21 Q And why not?

22 A Because as recent as last week, Charter enacted upon a
23 door-to-door campaign in our markets whereby they hung door
24 hangers and flyers at our customer premises, which is in my
25 supplemental affidavit, based upon my conversation with Mr.

1 Parrish, upon calling Charter's representative that was on
2 the business card, Mr. Walker.

3 We found that he stated that their customer
4 service will be disconnected within two months; that
5 Windstream service was going away; that we had supplied
6 Charter with a list of our customers to aid in the
7 transition to Charter; and that that was a common practice
8 between companies in bankruptcy situation like ourselves and
9 our competitors to give them lists of our customers so that
10 they can more easily move our customers over. That's what
11 he claimed to Mr. Parrish.

12 MR. KINGSTON: Your Honor, Charter would move to
13 strike that portion of his answer, of the witness's answer
14 that is based on the statements about an out-of-court
15 declarants for the truth of the matter asserted.

16 MS. SIMS: Your Honor, offer of proof is that
17 hearsay evidence is routinely considered and a
18 (indiscernible) emergency relief; for example, Mullins v.
19 City of New York, 626 F.3d 47 (2nd Circuit, 2010) case. I
20 have additional cites as well.

21 MR. KINGSTON: Your Honor, we're happy to -- we're
22 happy to let -- we're happy to concede the admissibility, so
23 long as the Court -- so long as the Court gives the weight -
24 - so long as we reserve the right to argue to the Court that
25 it should give the out-of-state -- out-of-court declarants

1 statements the weight that would be accorded such
2 statements. And we would like to put on a witness to
3 address the suggestions in those out-of-court declarations.

4 THE COURT: Okay. Well, you certainly could put a
5 witness on; that's fine.

6 MR. KINGSTON: Oh, very good, Your Honor. I have
7 a live witness. I didn't have a declaration. I was
8 concerned about it.

9 THE COURT: That's fine. So I'll overrule the
10 objection.

11 MR. KINGSTON: Thank you, Judge.

12 THE COURT: So you can answer that question, if
13 you remember.

14 A Can you remind me what the last question was?

15 Q Did Mr. Parrish tell you anything else with respect to
16 his conversation with the Spectrum representative?

17 A The representative from Charter indicated to Mr.
18 Parrish that the reason we were going through bankruptcy is
19 that we had invested too much money in our network, and we
20 ran out of money and, as a result, that we were going
21 bankrupt.

22 Q And if you can please refer to your supplemental
23 declaration, Exhibit #2, which is Tab 15.

24 A You're talking about the binder you handed me?

25 Q Yes.

1 A Okay.

2 Q Tab 15 in the one that I handed you.

3 A I have it.

4 Q Okay. And do you recognize this document?

5 A Yes, I do.

6 Q And what is it?

7 A It is a voicemail message from one of our customers to
8 our voicemail line for support.

9 Q And what was this voicemail in reference to?

10 A Referencing getting letters from -- actually, got
11 letters about Windstream saying that they're in bankruptcy.
12 And today, a Spectrum guy comes knocking on the door, the
13 door-to-door campaign I referenced earlier, telling me that
14 in two months, I will -- won't have any service. I'll just
15 be cut off. And they go on to describe that they don't want
16 to switch, and they don't -- and they like their service and
17 they don't want to change.

18 Q If you can please refer to Exhibit C, as Charter's
19 Exhibit C, so it's in the Charter binder and Exhibit C.

20 A Okay.

21 Q And do you recognize this as an advertisement that Mr.
22 Kingston went over with you?

23 A Yes.

24 Q Okay. And have you reviewed this before?

25 A I have.

1 Q Do you believe that with respect to this advertisement
2 specifically in Exhibit C, that Charter has complied with
3 Windstream's request to stop making false and misleading
4 statements about Windstream?

5 A No, I don't.

6 Q And why is that?

7 A They referenced the Chapter 11 bankruptcy, and they
8 also referenced the "Goodbye Windstream." The general tenor
9 and tone of this is that Windstream's going away, "Goodbye
10 Windstream", they're leaving. And it's tied towards a
11 factual point with the Chapter 11 bankruptcy, so it creates
12 an overall tenor and toner (sic) that we're getting out of
13 business.

14 Q And are you aware of any Windstream -- sir, you can set
15 that aside. Are you aware of any Windstream customers
16 contacting Windstream because of the Spectrum
17 advertisements?

18 A Yes.

19 Q Do you know the current total number of Windstream
20 customers that have contacted Windstream regarding the
21 Spectrum advertisements?

22 A As of Saturday, we're over 200. I could give you an
23 approximate; approximate number is over 200.

24 Q And when customers have called in regarding --
25 regarding Windstream's Chapter 11, have they referred to

1 Windstream's 10-K filings?

2 A No.

3 MR. KINGSTON: Objection, best evidence.

4 THE COURT: I'm sorry. I don't understand the
5 objection.

6 MR. KINGSTON: Well, Windstream purports to have
7 transcripts of the customer calls, and those would be better
8 evidence than Mr. Langston's understanding of whatever those
9 conversations to which he wasn't a party may have been.

10 THE COURT: No, I'll overrule that objection.

11 A I'm not aware of any calls related to our 10-K in
12 relation to these 200 -- over 200 calls we received so far.

13 Q And what have customers referred to?

14 A The Charter advertisements specifically.

15 Q Okay. What have Windstream customers said some
16 examples of when they've called in regarding the Spectrum
17 advertisements?

18 MR. KINGSTON: Foundation, Judge.

19 Q Mr. Langston, have you reviewed any materials with
20 respect to customer calls?

21 A I've reviewed transcripts. I've reviewed notes from
22 the calls. I've talked to some of the operational leaders
23 that head up those organizations as well.

24 THE COURT: Are you going to ask him about what's
25 already in the record or other, other calls?

1 MS. SIMS: It's his understanding based off of
2 everything that he's reviewed with respect to the calls.

3 THE COURT: Well, did you review anything that
4 isn't already in my binders that was attached to your
5 declaration?

6 MR. LANGSTON: Other than conversations I had with
7 the operational leaders, that's the only thing outside of
8 that.

9 THE COURT: Okay. Well, I don't need to go
10 through what's already in the binders.

11 MS. SIMS: All right, Your Honor.

12 Q In your view, has Windstream suffered harm as a result
13 of Charter's advertisements?

14 A Yes.

15 Q And what kind of harm?

16 A Customer goodwill, market share, brand tarnishment.
17 You know, general overall feeling around Windstream's
18 viability in the marketplace.

19 Q What does loss of market share mean?

20 A Loss of market share would be a loss of customer base
21 from that or loss of potential customer base; people that
22 might have been considering you and decided not to based
23 upon the mailer they received.

24 Q What does -- you referred to brand tarnishment; what
25 does that mean?

1 A That's the image of your company. It's -- does your
2 brand or does your company evoke feelings of confidence that
3 you're going to be around to take care of customers, that
4 they have good feelings about how you take care of them, how
5 do they feel about the quality of service that you provide,
6 those types of things. General overall feeling about the
7 positive or negative nature of a company.

8 Q And what does loss of customer goodwill mean?

9 A Do the customers trust you; do they think that you're
10 going to be here; do they think that you're going to be here
11 in six months, a year, two years; do they think that when
12 you -- when they have a problem that they can count on you
13 answering the phone and that you're going to be there.

14 Q And how is goodwill built?

15 A Goodwill is built over years. As you can see with our
16 investments, it took us years of network investments to
17 start gaining, you know, positive broadband share. It took
18 several years of investments where we were actually losing
19 customers to start getting to a positive broadband gain. We
20 saw six months to a year of our brand campaign to be out to
21 recognize that brand awareness, so it takes quite a while.

22 Q When goodwill is harmed, do you think it can be
23 rebuilt?

24 A I think it can be rebuilt over a long period of time,
25 but it takes time to dispel the thoughts that are in the

1 consumers' heads.

2 Q And are you aware of any Windstream customers switching
3 to Spectrum because of the advertisements?

4 A Yes.

5 Q And what does losing a customer mean to Windstream?

6 A You know, people could look at it and say, what's the
7 harm in losing one customer. But, quite frankly, the
8 investment that goes into just acquiring one customer,
9 whether it be from network installation, the capital that's
10 put into the ground for the network, the work that goes to
11 actually installing the customer, the effort over a period
12 of time to create that goodwill with that one customer. So
13 losing any customers is a painful experience.

14 Q So earlier, you referred to the total number of calls
15 Windstream has received being approximately 200; is that
16 right?

17 A Yes.

18 Q Do you believe that's the cap on the total number of
19 customers that have concerns about the advertisements?

20 A Absolutely not. I believe it's the tip of the iceberg.
21 You'll find that, you know, over time, that very few
22 customers actually -- will actually call with that. They'll
23 adjust the stay and they'll store that away for future
24 action. They could not renew contracts. They could switch
25 carriers or providers. There could be customers you don't

1 have out there that would no longer consider Windstream as a
2 viable competitor or potential option based upon the
3 negative perception brought upon them.

4 So given the extend of the mailings and the number
5 of pieces that went out to our markets, I would say the
6 image and the degradation would be widespread.

7 Q Is it your understanding that Charter has represented
8 approximately 800,000 mailers went out?

9 A That's my understanding.

10 Q Do you believe that that's a fair number to then
11 compare as to the 200 number of callers who called into
12 Windstream?

13 A What do you mean it's a fair number?

14 Q Do you believe that it's fair to say that of those
15 800,000 only 200 people had concerns?

16 A Absolutely not.

17 Q And why is that?

18 MR. KINGSTON: Your Honor, I'll object to the
19 opinion testimony.

20 THE COURT: Well, it's just -- this isn't really
21 redirect at this point. I think we're just going over his
22 declarations again.

23 MS. SIMS: I'll move on, Your Honor.

24 Q Has Windstream taken any action in response to
25 Spectrum's advertising campaign?

1 A Yes. We've had to introduce updated frequently asked
2 questions into our call center reps. We've had to update
3 our materials to our sales reps. We've had to put people
4 through training regarding this issue, how to go address the
5 customer's concerns who potentially do that. We've had to
6 actually provided upgrade offers to customers that we
7 probably would not have normally upgraded in the situation
8 until it was time. And then, beyond that, we also have
9 marketing campaigns we're trying to do, just to dispel the
10 incorrect nature of these mailers.

11 Q And do you know how much that counter-advertising
12 campaign has cost Windstream?

13 MR. KINGSTON: I'll object that it's beyond the
14 scope of the cross, Judge.

15 THE COURT: It is, so I'll sustain that.

16 MS. SIMS: All right, no further questions, Your
17 Honor.

18 THE COURT: Okay.

19 MR. KINGSTON: Briefly, judge?

20 THE COURT: Sure.

21 RE-CROSS EXAMINATION OF LEWIS LANGSTON

22 BY MR. KINGSTON:

23 Q. I want to direct your attention, sir, to your
24 discussion regarding March 21st and March 26th cease and
25 desist letters.

1 A. Okay.

2 Q. Did Windstream make it easier or harder, sir, for
3 Charter to understand that it was seeking Charter to cease
4 and desist saying, goodbye Windstream, by leaving the
5 phrase, goodbye Windstream out of those letters?

6 A. I think they made it easy for Charter to understand.
7 They said stop the overall indications, and we didn't
8 reserve the right, just to what was said in the letters.

9 Q. Sir, did Charter make it easier or harder for -- excuse
10 me.

11 A. Oh, you're saying Windstream or Charter?

12 Q. I'm sorry.

13 A. Okay.

14 Q. Sir, did Windstream make it easier or harder for
15 Charter to understand that it was asking Charter to cease
16 and desist saying, goodbye Windstream, by omitting the
17 phrase, goodbye Windstream, from both its March 21st and its
18 March 26th letter?

19 MS SIMS: Objection, speculation.

20 THE COURT: Is your answer on that based on any
21 certain expertise that you have, based on your position at
22 the company or otherwise?

23 MR. LANGSTON: I have no certain expertise in that
24 area.

25 THE COURT: All right, it's just something I can

1 figure out.

2 MR. KINGSTON: Okay, thank you, Judge.

3 Q. You spoke briefly about, or you spoke about the
4 disconnects. Do you recall that, sir?

5 A. Yes.

6 Q. And you testified that it was unusual, in your
7 experience, for a cable company to work over the weekend to
8 reconnect disconnects?

9 A. I said it was unusual for a carrier or a provider to
10 disconnect customers on a Friday, knowing that it's
11 difficult for an operator to restore services over a
12 weekend.

13 Q. It's difficult, in your experience, for an operator to
14 restore services over a weekend, isn't that right?

15 A. Yes.

16 Q. All right, and you also testified that the services
17 were restored on Monday, isn't that right?

18 A. Yes.

19 Q. So, based on your testimony, Charter accomplished the
20 difficult task of restoring services over a weekend when it
21 learned of the disconnects, isn't that right, sir?

22 A. No, they didn't. They didn't restore over the weekend.
23 They didn't work on it over the weekend. They didn't
24 address the disconnects until Monday.

25 Q. Your testimony was --

1 A. I said it was difficult, not impossible.

2 Q. Your testimony, sir, was that the disconnects were
3 finally restored on Monday. Isn't that right?

4 A. They were restored on Monday. There was nothing
5 accomplished over the weekend.

6 Q. Your testimony, sir, was that the disconnects were
7 restored on Monday.

8 A. Yes.

9 Q. Your prior testimony was that you couldn't identify a
10 single customer that Windstream lost because of those
11 disconnects.

12 A. That I know of, yes.

13 Q. And your testimony was that it was difficult for cable
14 companies to work over the weekend to restore disconnects.

15 A. I didn't say cable companies. I said any
16 telecommunications or provider.

17 Q. I beg your pardon. It's difficult for
18 telecommunications providers to work over the weekend to
19 restore service.

20 A. I said it was difficult. They're usually staffed
21 operationally light.

22 Q. So, something that Charter would have to do to restore
23 service over the weekend could include calling in additional
24 staff. Isn't that right?

25 A. Or repurpose the existing staff that's there.

1 Q. So Charter could call in additional staff, it could
2 repurpose existing staff in an effort to connect
3 Windstream's customers over the weekend. That's something
4 that could have happened.

5 A. That could have happened.

6 Q. And in fact, they were reconnected on Monday. Isn't
7 that right?

8 A. They were reconnected on Monday.

9 Q. Okay.

10 MR. KINGSTON: I will very briefly touch on the
11 10-K, Your Honor. My impression is that -- you understand
12 my point?

13 THE COURT: Okay.

14 Q. Mr. Langston, I read Page 22 of the 10-K.

15 A. Is this the actual 22, or is this the page number at
16 the top of the page?

17 Q. Oh, thank you, that's a useful question. It's Page 27
18 out of 214. Do you see that, sir?

19 A. I'm getting there. Okay.

20 Q. And I read the second sentence in the first paragraph
21 under the bold as follows: There can be no assurance that
22 we will be able to confirm a plan of reorganization that
23 will permit us to emerge from bankruptcy and continue
24 operations. Have I read that correctly?

25 A. Yes.

1 Q. And that's a true statement, sir, isn't it?

2 A. That is a true statement.

3 Q. It's a true statement that was certified as such by
4 your president --

5 A. Yes.

6 Q. -- by the president of your company, sir.

7 A. Yeah, I'm the president of our company, yeah.

8 Q. I direct your attention to Windstream's motion for a
9 temporary restraining order, Paragraph 42.

10 A. Where are you now?

11 Q. I think that it's Tab 2 in the pleadings binder, and
12 I'm happy to assist with the Court's permission.

13 THE COURT: I think he has it.

14 MR. KINGSTON: Very good.

15 A. Okay, which page?

16 Q. Page 26, Paragraph 42. You see a discussion as to why
17 Charter's advertisements are, in Windstream's view, false on
18 their face?

19 A. Yes.

20 Q. All right. And do you see the second sentence in
21 Paragraph 42 contains Windstream's explanation as to why
22 Charter's advertisements are false on their face?

23 A. Yes.

24 Q. And Windstream says, this is false, as there is no
25 meaningful chance that Windstream will be forced to

1 liquidate or discontinue services. Have I read that
2 correctly?

3 A. Yeah.

4 Q. Is it your view that Windstream's Form 10-K should be
5 amended to alert potential investors that there is really no
6 meaningful chance that Windstream will be forced to
7 liquidate or discontinue services?

8 A. I'm not in a position to --

9 Q. You understand that Windstream's 10-K --

10 A. I'm not a lawyer. I can't really comment upon the law
11 related around the Securities and --

12 Q. You understand that Windstream's 10-K makes certain
13 representations to people?

14 A. I think it represents potential things that could or
15 could not happen.

16 Q. And one of the things that Windstream's 10-K represents
17 could happen is that the reorganization plan could not be
18 approved, and Windstream could be forced to liquidate.
19 Isn't that right?

20 MS. SIMS: Speculation and foundation as to this
21 witness.

22 THE COURT: I'm sorry, I didn't follow that.

23 MS. SIMS: Speculation --

24 THE COURT: He just asked him what it said.

25 A. I think, based on the statement in the pleading, we're

1 saying there is no meaningful chance. That's not a Form 10-
2 K. We don't believe there to be a meaningful chance that
3 we're going to do that. We had no plans to liquidate. We
4 had no plans to discontinue services. In fact, in the 10-K
5 further than that, we indicate further investments to grow
6 our customer base and invest in more products and services.
7 It indicates a very positive future.

8 Q. Mr. Langston, if you owned Windstream stock and you
9 were considering selling it, wouldn't you want to know that
10 there is no meaningful chance that Windstream will be forced
11 to liquidate and discontinue services, given the
12 representations to the contrary in the 10-K?

13 MS. SIMS: Speculative.

14 THE COURT: I'll sustain that.

15 MR. KINGSTON: I have nothing further, Judge.

16 THE COURT: Okay.

17 MS. SIMS: No further questions, Your Honor.

18 THE COURT: Okay, you can step down, sir.

19 MR. LANGSTON: Thank you.

20 MR. ROSS: Your Honor, I understand the
21 declaration, the supplemental declaration, and all exhibits
22 attached thereto are in evidence.

23 THE COURT: Yes.

24 MR. ROSS: Therefore, we would close our direct
25 case.

1 THE COURT: Okay.

2 MR. LANGSTON: Your Honor, what do you want me to
3 do?

4 THE COURT: Leave them there for now.

5 MR. LANGSTON: Okay, (indiscernible).

6 THE COURT: Okay.

7 MR. KINGSTON: Your Honor, Charter calls Keith
8 Dardis.

9 THE COURT: Okay.

10 MR. KINGSTON: Your Honor, I'm happy to use the
11 podium or stand here, whatever the Court's preference.

12 THE COURT: That's fine.

13 MR. KINGSTON: Okay, thank you.

14 THE COURT: Would you raise your right hand,
15 please? Do you swear or affirm to tell the truth, the whole
16 truth, and nothing but the truth, so help you God?

17 MR. DARDIS: I do.

18 THE COURT: And could you spell your name for --
19 you can put your hand down. Could you spell your name for
20 the record?

21 MR. DARDIS: Sure, K-E-I-T-H, D-A-R-D-I-S.

22 THE COURT: D-I-S?

23 MR. DARDIS: D-I-S, correct.

24 THE COURT: Okay. Okay, you can go ahead.

25 DIRECT EXAMINATION OF KEITH DARDIS

1 BY MR. KINGSTON:

2 Q. Thank you, Judge. Mr. Dardis, where do you work?

3 A. I'm in Stanford, Connecticut.

4 Q. And who do you work for?

5 A. I work for Charter.

6 Q. And what is your position at Charter?

7 A. I run direct sales for both residential and SMB.

8 Q. Okay, and what are direct sales?

9 A. Direct sales are the reps that would go door-to-door,
10 knock on the door and just sell cable services, and they
11 would do the same on the SMB side of the house, which is
12 small and medium sized businesses.

13 THE COURT: I'm sorry, they would do the same for?

14 MR. DARDIS: A small to medium sized business,
15 small businesses.

16 Q. And so, does Charter have direct sale representatives,
17 then?

18 A. We do.

19 Q. How many direct sales representatives does Charter
20 have?

21 A. On the residential side, I have 3,500 direct sales
22 reps; on SMB, I have 1,500.

23 Q. Are any of those 3,500 direct sales representatives
24 responsible for setting Charter's policy with respect to
25 advertisements?

1 A. They are not.

2 Q. Are those direct sales reps paid, in part, by
3 commission?

4 A. They are.

5 Q. I want to take a step back, sir, and discuss whether or
6 not Charter's direct sales representatives coordinate with
7 other units in Charter. Can we do that, sir?

8 THE COURT: Sure.

9 Q. Do Charter's -- you're responsible for the direct sales
10 arm or unit at Charter?

11 A. Correct.

12 Q. Okay. Does the direct sales unit at Charter coordinate
13 with the mail marketing unit?

14 A. No, they do not.

15 Q. I've heard a term bounced around during the course of
16 this -- during the limited course of this litigation called
17 collateral.

18 A. Yes.

19 Q. Can you explain to the Court what collateral is?

20 A. Collateral? It's just something like a direct-mail
21 piece or a door hanger or something that you would leave
22 behind with a customer to typically depict what your
23 products are.

24 Q. All right, Mr. Dardis, one of the binders in front of
25 you I believe is labeled pleadings. Your Honor, I think I

1 can make this move faster if I can approach.

2 THE COURT: Okay.

3 Q. Mr. Dardis, I'm showing you a multipage document, or a
4 21-page document that is Exhibit 3 to Mr. Langston's
5 declaration. Do you see that, sir?

6 A. I do.

7 Q. And for the Court's convenience, I'll represent that
8 those are the direct-mailing pieces that were attached to
9 Mr. Langston's affidavit in support of the motion for a
10 temporary restraining order. Mr. Dardis, is that
11 collateral?

12 A. No, this is not -- well, it is collateral in terms of
13 Charter. It's not something my direct salespeople would
14 use.

15 Q. All right, and that was my question, sir. In the
16 ordinary course, are Charter's direct sales representatives
17 permitted to use the kind of documents that are attached as
18 Exhibit 3 to Mr. Langston's affidavit?

19 A. They are not.

20 Q. So if a direct sales representative was using the kind
21 of document that is attached as Exhibit 3 to Mr. Langston's
22 declaration, that direct sales representative would be
23 acting contrary to Charter's policy. Is that right?

24 A. That's correct.

25 Q. Does Charter's direct sales unit coordinate with the

1 collections unit?

2 A. They do not.

3 Q. Does Charter's collections unit coordinate with its
4 mail marketing unit?

5 A. Not that I'm aware of. Neither one report to me.

6 Q. Is there, in your view, any possibly of Charter's mail
7 marketing unit and its collection unit and its direct sales
8 representative unit all conspiring to create the appearance
9 of uncertainty with respect to Windstream's bankruptcy?

10 A. No.

11 Q. That's not a thing that could happen?

12 A. No, I don't believe so.

13 Q. Have any direct sales representatives been instructed
14 to distribute the documents that are attached as Exhibit 3
15 to Mr. Langston's affidavit?

16 A. Have they been directed to distribute this, direct
17 sales?

18 Q. Yes.

19 A. No.

20 Q. That's not a thing that Charter's direct sales
21 representatives have been instructed to distribute?

22 A. Absolutely not.

23 Q. Have any of Charter's direct sales representatives been
24 instructed to say that Windstream is shortly going to be
25 going out of business?

1 A. No, they have not.

2 Q. That's not a thing that Charter's direct sales
3 representatives have been instructed to say?

4 A. That is correct.

5 Q. Have Charter's direct sales representatives been given
6 any instructions with respect to representations to make
7 about Windstream, related to its bankruptcy?

8 A. Yes, I sent an email out, basically, that stated that,
9 yes, Windstream is in bankruptcy, but no, we should not be
10 saying anything in regards to them liquidating or not being
11 able to service their customers.

12 MR. KINGSTON: I pass the witness, Your Honor.

13 THE COURT: Okay.

14 CROSS-EXAMINATION OF KEITH DARDIS

15 BY MR. ROSS:

16 Q. Mr. Dardis, when did you first discuss the possibility
17 of testifying today with your counsel?

18 A. I don't know, actually. We met for the first time this
19 morning. We spoke a couple times prior to that, end of last
20 week, I think Friday.

21 Q. But no one asked you to put a declaration in
22 (indiscernible) notice to the other side as to what you were
23 testifying about. Is that right?

24 A. Correct.

25 Q. Okay. Now, when did this email that you don't have

1 with you -- you don't have it with you, do you?

2 A. I don't know if we have it in the exhibit or not, but
3 it was sent out on Thursday of last week.

4 Q. Sent out on Thursday.

5 A. That's correct.

6 Q. So after your door-to-door people were already telling
7 customers of Windstream that Windstream was going to go out
8 of business in two months.

9 A. I don't have any knowledge of my door-to-door people
10 going out and telling people that Windstream is going out of
11 business in two months.

12 Q. But you felt it necessary Thursday to send out an email
13 to that effect, right?

14 A. I received a email from one of our Counsels, basically
15 saying that there was a TRO that was being implemented
16 against Charter, and that I decided to reinforce that we
17 should not be sending anything and we should not be saying
18 anything inappropriate to our customers.

19 Q. Reinforce makes it sound as if you had previously
20 instructed them to that effect. Had you?

21 A. No, I had not.

22 Q. Okay, so it wasn't reinforcement. You had heard your
23 people were doing this door-to-door, and you were trying to
24 get them to stop. Isn't that the truth?

25 A. I had not heard our people were doing it. I received

1 an email suggesting, from Windstream, that this occurred in
2 one instance.

3 Q. Well, if one of your door-to-door people had said to a
4 Windstream customer, either on the telephone or in person,
5 that Windstream was going out of business in two months, you
6 have to transfer your service, that would be a lie. Isn't
7 that correct?

8 A. That would be something we would instruct them not to
9 do in the direct sales side.

10 Q. Because it would be a lie, isn't that right?

11 A. I don't know if it's a lie or not, to be honest, but
12 it's not what we would instruct them to do.

13 Q. Can you represent to this Court that no Charter
14 employee has ever said to a Windstream customer, on phone or
15 in person, that Windstream is going out of business in two
16 months, you've got to transfer your service? Can you make
17 that representation here?

18 A. I can't. There's 3,500 of them. I cannot do that.

19 Q. Okay. Now, you're aware that this -- you were here for
20 the entirety of the testimony --

21 A. I was.

22 Q. Yeah, thank you. You've heard this testimony about
23 this 10-K, right?

24 A. I have.

25 Q. And you know that that 10-K was filed on Friday

1 afternoon, March 15, 2019, correct?

2 A. I was not aware of that.

3 Q. Did you read it at any time?

4 A. The 10-K, Windstream's?

5 Q. Yeah. Yeah.

6 A. No.

7 Q. When was the decision made to mail out the original
8 advertisement direct-mail piece?

9 MR. KINGSTON: Objection, foundation.

10 Q. Well, you're in charge of direct marketing, aren't you?

11 A. I am not.

12 Q. Oh, I'm sorry. I thought that was the first thing you
13 said.

14 A. No, I'm direct sales. I have the responsibility for
15 the salespeople that knock on the doors to sell services. I
16 do not have responsibility for direct mail.

17 Q. Okay, so are you saying -- are you able to say that
18 there was anyone at Charter who read the Windstream 10-K
19 before they made the decision to send out those first
20 advertisements?

21 A. I would have no idea. No, I'm not aware of anything.
22 I wouldn't know, though.

23 Q. So you're unaware of any Charter employee sitting down
24 on March 15th, reading that Windstream 10-K, and going, aha,
25 we should do a direct mail piece. You're not aware of that,

1 are you?

2 A. No, it's not my responsibility.

3 Q. The fact of the matter is that this whole defense of a
4 10-K, (indiscernible) on 10-K is just a post hoc
5 rationalization by the lawyers to cover up the false
6 advertising by Charter. Isn't that right?

7 MR. KINGSTON: I'll object to the question. He's
8 a little bit argumentative, Judge.

9 THE COURT: No, you can answer it.

10 A. Again, I wouldn't be aware. I don't have
11 responsibility for that, unfortunately.

12 Q. Did you review any of the direct-mail pieces before
13 they went out?

14 A. Before they went out?

15 Q. Before they went out?

16 A. No. No.

17 Q. Have you reviewed them since they went out?

18 A. Yeah, I have a copy of them here, yes.

19 Q. Well, other than just looking at them in this incident,
20 I actually --

21 A. I've seen them before.

22 Q. Okay, I'm not going to ask you something about what you
23 just saw. Let me get you to look at what -- Your Honor,
24 I'm going to need to, with your permission, approach the
25 witness and see if he's got the same book I've got --

1 THE COURT: Okay.

2 MR. ROSS: So that we're talking apples to apples.

3 THE COURT: That's fine.

4 Q. This is it.

5 A. That's it.

6 THE COURT: Can you just identify what you've
7 pointed him to?

8 MR. ROSS: Yes, Your Honor, so in that part
9 (indiscernible).

10 THE COURT: No, no, the document that you're
11 pointing him to.

12 Q. Oh. I'd like to point you to, in the booklet you now
13 have, what is behind Tab 2, and which for the record was the
14 exhibit -- I'm sorry, behind Tab 3 -- which was Exhibit 2 to
15 the original Langston declaration. And this is the envelope
16 in which the first mailer arrived at Windstream customers'
17 doorsteps. And I want to call your attention to this color
18 scheme that was used on the envelope, which you see there on
19 the bottom. Had Spectrum ever used that color scheme, to
20 your knowledge, in any of its prior advertisements or
21 mailings?

22 A. I honestly wouldn't know.

23 Q. Okay. There's no return address on this envelope, is
24 there?

25 A. Doesn't appear to be on this.

1 Q. There's nothing that indicates it's from Spectrum on
2 the face of the envelope, is there?

3 A. Doesn't appear to be.

4 Q. Matter of fact, it says it's for Windstream customers,
5 right?

6 A. Important information enclosed for Windstream
7 customers, yes.

8 Q. So, and this was purposely designed to give the
9 impression that this was something that was coming from
10 Windstream, by using Windstream's colors and its trademark,
11 right?

12 MR. KINGSTON: Objection, foundation.

13 THE COURT: Yeah, he's testified that he doesn't
14 have anything to do with direct mailing. He just supervises
15 the guys that go -- and gals -- that go to the people's
16 houses and to the small businesses.

17 Q. All right, so you had nothing to do with any aspect of
18 this mailer or the mailer that's proposed to occur later
19 this week?

20 A. That's correct.

21 MR. ROSS: Okay, thank you, Your Honor.

22 THE COURT: Okay.

23 MR. ROSS: That's all.

24 THE COURT: So, can I just make sure I understand
25 this, Mr. Dardis? When Spectrum/Charter has an ad campaign,

1 a mailing ad campaign that goes to people, neither you nor
2 the door-to-door salesmen are aware of it?

3 MR. DARDIN: Yeah, it's a completely separate
4 division. It's our market --

5 THE COURT: So it's completely uncoordinated?

6 MR. DARDIN: Completely uncoordinated. We would
7 not know.

8 THE COURT: So, conceivably, the (indiscernible)
9 could be saying something completely different than what
10 your salesmen are saying to the --

11 MR. DARDIN: Absolutely. We try to coordinate our
12 pricing and our offer efforts so we're talking the same
13 language in terms of what we offer, but I have no idea when
14 a mailing is going out or what it says.

15 THE COURT: Okay.

16 MR. DARDIN: Nor do my direct salespeople,
17 obviously.

18 THE COURT: Okay, thanks. Any redirect?

19 MR. KINGSTON: No, Your Honor.

20 THE COURT: Okay, you can step down. Okay,
21 anything else?

22 MR. KINGSTON: I just wanted to make sure, Your
23 Honor, that I offered in Exhibits A, B, C, D, G, H, I, and
24 J.

25 THE COURT: Right. Yes, those were --

C E R T I F I C A T I O N

I, Sonya Ledanski Hyde, certified that the foregoing
transcript is a true and accurate record of the proceedings.

Sonya
Ledanski Hyde

Digitally signed by Sonya Ledanski
Hyde
DN: cn=Sonya Ledanski Hyde, o,
ou, email=digital1@veritext.com,
c=US
Date: 2019.04.17 16:54:58 -04'00'

Sonya Ledanski Hyde

Veritext Legal Solutions

330 Old Country Road

Suite 300

Mineola, NY 11501

Date: April 17, 2019

Message

From: Sheiner, Adam [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=4CF5FC198CF84813B11056195EADED94-S]
Sent: 2/25/2019 2:07:09 PM
To: McCarroll, Marybeth F [marybeth.mccarroll@charter.com]; Webster, Stephen B [stephen.webster@charter.com]; Cockerham, Tony R [anthony.cockerham@charter.com]; Stewart, Colleen M [colleen.stewart@charter.com]; Plue, Craig M [craig.plue@charter.com]; Gunzel, Rick J [rick.gunzel@charter.com]
Subject: RE: Past Due Balances - Windstream
Attachments: image001.png; image002.png; image004.png; image006.png

We're cancelling the meeting tomorrow to be rescheduled at a later date.

From: McCarroll, Marybeth F <Marybeth.McCarroll@charter.com>
Sent: Monday, February 25, 2019 1:56 PM
To: Webster, Stephen B <Stephen.Webster@charter.com>; Sheiner, Adam <Adam.Sheiner@charter.com>; Cockerham, Tony R <Anthony.Cockerham@charter.com>; Stewart, Colleen M <Colleen.Stewart@charter.com>; Plue, Craig M <Craig.Plue@charter.com>; Gunzel, Rick J <Rick.Gunzel@charter.com>
Subject: RE: Past Due Balances - Windstream

Steve –

As we know, today they filed for bankruptcy. If the meeting continues, the message is – we need them to bring their account current to avoid further actions taken (internally that means – potentially holding orders, not taking new orders – which is counterintuitive to why you are going).

If they need a contact to reach out to for billing information:

MaryAnn Marrero
704.206.5554

Or they can contact me and I can connect them appropriately to the Finance team.

Thanks,

mbm

Marybeth McCarroll, Senior Director, Client Services
720.482.4396 O | 720.560.6537 M
6399 S. Fiddler's Green Circle | Greenwood Village, CO 80111



From: Webster, Stephen B
Sent: Friday, February 22, 2019 2:26 PM
To: McCarroll, Marybeth F <Marybeth.McCarroll@charter.com>; Sheiner, Adam <Adam.Sheiner@charter.com>; Cockerham, Tony R <Anthony.Cockerham@charter.com>; Stewart, Colleen M <Colleen.Stewart@charter.com>; Plue, Craig M <Craig.Plue@charter.com>; Gunzel, Rick J <Rick.Gunzel@charter.com>
Subject: RE: Past Due Balances - Windstream

MB-

Adam Sheiner are travelling to Rochester next week to meet with Mark Jeary (SVP Access Management and Vendor Relations) and our other key contacts at Windstream. We meet with them on Wednesday morning. Is there any message you need us to carry forward regarding the aged balance?

Thanks.

Steve

From: McCarroll, Marybeth F
Sent: Friday, February 22, 2019 2:12 PM
To: Webster, Stephen B <Stephen.Webster@charter.com>; Sheiner, Adam <Adam.Sheiner@charter.com>; Cockerham, Tony R <Anthony.Cockerham@charter.com>; Stewart, Colleen M <Colleen.Stewart@charter.com>; Plue, Craig M <Craig.Plue@charter.com>; Gunzel, Rick J <Rick.Gunzel@charter.com>
Subject: FW: Past Due Balances - Windstream
Importance: High

All –

Per the below, I spoke with Wendy Hayes this morning and followed up with the aging report which she asked for. She is aware we need payment next immediately and that I will be following up with her next Tuesday if no payment or update has been received.

I will keep you posted.

Thanks,

mbm

Marybeth McCarroll, Senior Director, Client Services
720.482.4396 O | 720.560.6537 M
6399 S. Fiddler's Green Circle | Greenwood Village, CO 80111



From: McCarroll, Marybeth F
Sent: Friday, February 22, 2019 8:00 AM
To: 'Wendy.E.Hays@windstream.com' <Wendy.E.Hays@windstream.com>
Cc: Thiem, Jason T <Jason.Thiem@charter.com>; Garrison, Craig <Craig.Garrison@charter.com>
Subject: Past Due Balances - Windstream
Importance: High

Wendy –

Thank you for taking my call this morning. Attached is the aging report which we have been discussing with Jennifer Edwards and Karla Roughton. As of this morning, we show \$1,671,661.72 past due greater than 90 days. Please review and advise when we can expect to receive payment for this amount and an additional payment to bring the account current.

We will need this information by Tuesday, February 26, 2019 to prevent taking further actions.

If you have any questions, please let me know and I can bring the appropriate resources within our Billing team to a call to discuss.

Thanks,

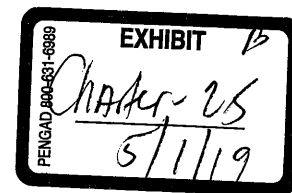
Marybeth

Marybeth McCarroll, Senior Director, Client Services
720.482.4396 O | 720.560.6537 M
6399 S. Fiddler's Green Circle | Greenwood Village, CO 80111



Message

From: Hill, Kelly [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=3520248EC22A4F40B604F3A3149B187E-H]
Sent: 3/15/2019 2:29:25 PM
To: Brauchler, Shauna S [shauna.brauchler@charter.com]
Subject: IM: Kelly
Attachments: 2019-03-15-19-29-25-837-1.xml



Archived Instant Message Conversation (Lync)

Conversation started on Fri, Mar 15, 2019 7:29 PM UTC

Brauchler, Shauna S said:
Kelly

Brauchler, Shauna S said:
URGENT: PENDING INTERRUPTION-EARTHLINK BUSINESS, LLC/112004-01-NBC

Hill, Kelly said:
{\rtf1\fbidis\ansil\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\fcharset0 Bookman Old Style;}{\f1\fnil Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 } \viewkind4\uc1 \pard\cf1\fo\fs24 hello\f1\par {*\lyncflags}}

Brauchler, Shauna S said:
Vendor Letter

Brauchler, Shauna S said:
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Brauchler, Shauna S said:
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Hill, Kelly said:
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Brauchler, Shauna S said:
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Hill, Kelly said:
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Brauchler, Shauna S said:
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Brauchler, Shauna S said:
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\pard\cf1\fo\fs20 256-749-0229\fi\par {*\lynckflags}}

Brauchler, Shauna S said:

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\pard\cf1\fo\fs20 Are you able to call her back please?\fi\par {*\lynckflags}}

Brauchler, Shauna S said:

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\pard\cf1\fo\fs20 I just spoke to towanda\fi\par {*\lynckflags}}

Brauchler, Shauna S said:

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\pard\cf1\fo\fs20 She said I should reach out to you\fi\par {*\lynckflags}}

Hill, Kelly said:

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}\viewkind4\uc1 \pard\cf1\fo\fs24 If they filed BK then the account is out of my hands \fi\par {*\lynckflags}}

Hill, Kelly said:

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Brauchler, Shauna S said:

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\pard\cf1\fo\fs20 who then would they work with? This is regarding the service interruptions for the accounts\fi\par
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}\viewkind4\uc1 \pard\cf1\fo\fs24 their accounts are disconnected?\fi\par {*\lynckflags}}

Hill, Kelly said:

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Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440
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Brauchler, Shauna S said:

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\pard\cf1\fo\fs20 there was an email that went out regarding disconnects due to nn payment\fi\par {*\lynckflags}}

Hill, Kelly said:

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Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440
}\viewkind4\uc1 \pard\cf1\fo\fs24 yes and they emailed saying they filed BK. They are responsible for 25 going forward
\fi\par {*\lynckflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\fcharset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440
}\viewkind4\uc1 \pard\cf1\fo\fs24 25th\fi\par {*\lynckflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\fcharset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440
}\viewkind4\uc1 \pard\cf1\fo\fs24 I will have to call them Tuesday\fi\par {*\lynckflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\fcharset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440

}\viewkind4\uc1 \pard\cf1\fs24 Im out of the office Monday and working on a project now\fs1\par {*\lincflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}{\f1\fnil Segoe UI;}}
{\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 }\viewkind4\uc1
\pard\cf1\fs20 these accounts are going down though, how do we stop that?\fs1\par {*\lincflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440
)\viewkind4\uc1 \pard\cf1\fs24 whats the acct number?\fs1\par {*\lincflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}{\f1\fnil Segoe UI;}}
{\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 }\viewkind4\uc1
\pard\cf1\fs20 I just forwarded you the email\fs1\par {*\lincflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440
)\viewkind4\uc1 \pard\cf1\fs24 There is no pay on this account \fs1\par {*\lincflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440
)\viewkind4\uc1 \pard\cf1\fs24 A email went out to letting them know the bal is due\fs1\par {*\lincflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}{\f1\fnil Segoe UI;}}
{\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 }\viewkind4\uc1
\pard\cf1\fs20 I understand, and they responded with teh BK letter\fs1\par {*\lincflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440
)\viewkind4\uc1 \pard\cf1\fs24 then they responded it was associated with Windstream and the BK\fs1\par {*\lincflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}{\f1\fnil Segoe UI;}}
{\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 }\viewkind4\uc1
\pard\cf1\fs20 Towanda referred me to you\fs1\par {*\lincflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440
)\viewkind4\uc1 \pard\cf1\fs24 ok I can call them Tues \fs1\par {*\lincflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}{\f1\fnil Segoe UI;}}
{\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 }\viewkind4\uc1
\pard\cf1\fs20 in the meantime will these accounts go down?\fs1\par {*\lincflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}{\f1\fnil
Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440
)\viewkind4\uc1 \pard\cf1\fs24 when I get through my emails this weekend I will respond to them as well\fs1\par
{*\lincflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}{\f1\fnil Segoe UI;}}
{\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 }\viewkind4\uc1
\pard\cf1\fs20 ok\fs1\par {*\lincflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}{\f1\fnil Segoe UI;}}
{\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mmathPr\mwrap\indent1440 }\viewkind4\uc1
\pard\cf1\fs20 I will let Kelly know.\fs1\par {*\lincflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}}{\f1\fnil Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs24 they are not scheduled to go down\par {*\lynccflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}}{\f1\fnil Segoe UI;}} {\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs20 sorry Karla\par {*\lynccflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}}{\f1\fnil Segoe UI;}} {\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs20 ok\par {*\lynccflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}}{\f1\fnil Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs24 they need to pay from the 25th going forward\par {*\lynccflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}}{\f1\fnil Segoe UI;}} {\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs20 25th of March or Feb?\par {*\lynccflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}}{\f1\fnil Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs24 Feb\par {*\lynccflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}}{\f1\fnil Segoe UI;}} {\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs20 ok\par {*\lynccflags}}

Hill, Kelly said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Bookman Old Style;}}{\f1\fnil Bookman Old Style;}} {\colortbl ;\red0\green0\blue128;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs24 when they filed Ch 11\par {*\lynccflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}}{\f1\fnil Segoe UI;}} {\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs20 I will let you discuss that, because I'm sure there will be questions\par {*\lynccflags}}

Brauchler, Shauna S said:

{\rtf1\fbidis\ansi\ansicpg1252\deff0\nouicompat\deflang1033{\fonttbl{\f0\fnil\charset0 Segoe UI;}}{\f1\fnil Segoe UI;}} {\colortbl ;\red0\green0\blue0;} {*\generator Riched20 15.0.5013}{*\mathPr\mwrap\indent1440 }\viewkind4\uc1 \pard\cf1\fs20 They have accounts going down right now for non payment. She said she can't wait until Tuesday\par {*\lynccflags}}

Conversation ended on Fri, Mar 15, 2019 7:59 PM UTC

Participate in this conversation

About Hill, Kelly

Corporate Email: Kelly.Hill@charter.com

IM Address: kelly.hill@charter.com

About Brauchler, Shauna S

Corporate Email: Shauna.Brauchler@charter.com

IM Address: shauna.brauchler@charter.com

Tag as Data Source: MSSQLSERVERLcsLog Tag as Lync Tag as Instant Message Tag as Instant Messages
Tag as IM Tag as Conversation

Message

From: Haymaker, Lauren E [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=87F563DC094B486291510CA3AF111458-M]
Sent: 3/15/2019 3:53:15 PM
To: Taylor, Cary D [cary.taylor@charter.com]
CC: Czekaj, Chris [chris.czekaj@charter.com]; Patterson, Kevin M [kevin.patterson1@charter.com]; Cantu, Matthew F [matthew.cantu@charter.com]; Goode, Clifton B [clifton.goode@charter.com]
Subject: RE: TimeWarner Cable Circuit - Non-payment - 718836AABL

Good afternoon Cary,

All Non-pays have been cancelled minus the three below due to a rights error. When going through the accounts, I did not find any to be set up incorrectly. Without being able to log into the National biller I can't speak to that piece so it would be best to have a billing contact look into that portion for an understanding as to what transpired. I have listed the National account number below for you as well. Please let us know if anything additional is needed.

National Account: 311657-01

Acct Nbr 3666367-02
GRACE LUTHERAN CHURCH
5010 SIX FORKS RD
RALEIGH, NC 27609-4428 99

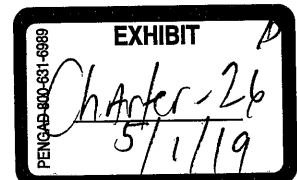
Acct Nbr 2525465-03
BROADVIEW NETWORKS
2804 S COLLEGE RD
STE 101
WILMINGTON, NC 28412-6823 68

Acct Nbr 9160243-01
SYNERGY DBA MODERN HOME 336315AA
3729 W GATE CITY BLVD
GREENSBORO, NC 27407-4627 46

Thank you,



Lauren Haymaker | Supervisor Sales Support, SMB | 407.215.8326
485 North Keller Rd. | Maitland, FL 32751



From: Haymaker, Lauren E
Sent: Friday, March 15, 2019 3:44 PM
To: Taylor, Cary D <Cary.Taylor@charter.com>
Cc: Czekaj, Chris <Chris.Czekaj@charter.com>; Patterson, Kevin M <Kevin.Patterson1@charter.com>; Cantu, Matthew F <Matthew.Cantu@charter.com>; Goode, Clifton B <Clifton.Goode@charter.com>
Subject: RE: TimeWarner Cable Circuit - Non-payment - 718836AABL

Cary,

I'll look into the below as well.

Thank you,



Lauren Haymaker | Supervisor Sales Support, SMB | 407.215.8326
485 North Keller Rd. | Maitland, FL 32751

From: Taylor, Cary D <Cary.Taylor@charter.com>
Sent: Friday, March 15, 2019 3:43 PM
To: Cantu, Matthew F <Matthew.Cantu@charter.com>; Goode, Clifton B <Clifton.Goode@charter.com>; Haymaker, Lauren E <Lauren.Haymaker@charter.com>
Cc: Czekaj, Chris <Chris.Czekaj@charter.com>; Patterson, Kevin M <Kevin.Patterson1@charter.com>
Subject: FW: TimeWarner Cable Circuit - Non-payment - 718836AABL

Matt, Clifton, and Lauren,

Windstream has returned the below list of accounts impacted by the non-pay. Would you please investigate?

Lauren, I know you're investigating Account 8150230010378929, but I believe these are TWC sites. I don't want to obligate you without your consent.

Thank you,



Cary Taylor | Sales Operations Manager – Strategic Channels | 203.428.0726
201 Tresser Blvd | Stamford, CT 06901

From: Manzano, Stacey R [<mailto:Stacey.Manzano@windstream.com>]
Sent: Friday, March 15, 2019 3:29 PM
To: Dale, Jeanne C; Patterson, Kevin M; Czekaj, Chris; Taylor, Cary D
Cc: Jeary, Mark
Subject: RE: TimeWarner Cable Circuit - Non-payment - 718836AABL

Kevin, Cary, Chris,

Here is a list of customers that are currently impacted.

Name	Address	Circuit ID	Customer BTN	ILEC
Rex Wyon Insurance	420 LEXINGTON Av New York, NY 10170	212210AAKE	212210AAKE	
BLOOMINGDALE FAMILY PROGRAM	987 Columbus Av Manhattan, NY 10025	212665AACI	212665AACI	815
New York League for Early Learning	420 95 Brooklyn, NY 11209	718238AANQ	718238AANQ	
R&G Brenner Income Tax Consultants	8509 4th Av Brooklyn, NY 11209	718836AABL	718836AABL	815
New York League for Early Learning	460 W 34 Manhattan, NY 10001	212216AEBF	212216AEBF	
New York League for Early Learning	460 W 34 St Manhattan, NY 10001	212216AEBG	212216AEBG	
Herbert G Birch Community Inc.	525 W 149 Manhattan, NY 10031	917507AAAM	917507AAAM	
The First National Bank of Long Island	559 86 BROOKLYN, NY 11209	718921AABY	718921AABY	815

WIN Ex. 52

Page 2 of 5

CONFIDENTIAL

Charter_001493

Perfect Air & Sea Service, Inc.	17511 148TH Rd Jamaica, NY 11434	347917AACG	347917AACG	
Grace Lutheran Church	5010 Six Forks Rd Raleigh, NC 27609	919420AAAA	919420AAAA	
Lutheran Social Services	521 Clinton Av Brooklyn, NY 11238	718789AAAK	718789AAAK	815
Crohn's & Colitis Foundation of America	9404 Genesee Av La Jolla, CA 92037	858202AAAA	858202AAAA	844
Lutheran Social Services	334 Bergen Brooklyn, NY 11217	718625AACR	718625AACR	815
Lutheran Social Services	510 W 145 Manhattan, NY 10031	212234AAHX	212234AAHX	815
Queens Community House	67-09 KISSENA Blvd FLUSHING, NY 11367	718591AABP	718591AABP	
AAR Funding Corp/Utopia Travel	18806 Northern Blvd Flushing, NY 11358	718358AABB	718358AABB	
ODY Accessories	29 W 36 MANHATTAN, NY 10018	212239AAPF	212239AAPF	
Queens Community House	70-34 AUSTIN FOREST HILLS, NY 11375	718997AAAL	718997AAAL	815
Queens Community House	70-34 AUSTIN FOREST HILLS, NY 11375	718997AAAL	718997AAAL	815
Lutheran Social Services	357 9 St BROOKLYN, NY 11215	718965AACP	718965AACP	815
Hawthorne Foundation	156 William St New York, NY 10038	212225AAVC	212225AAVC	
Cafeteria Group	119 7th Av New York, NY 10011	212414AADQ	212414AADQ	815
Lutheran Social Services	510 Atlantic Av Brooklyn, NY 11217	718624AADA	718624AADA	815
Queens Community House	67-09 KISSENA Blvd FLUSHING, NY 11367	718591AABP	718591AABP	
Bulthaup Corporation	101 S Robertson Blvd Los Angeles, CA 90048	310278AAAB	310278AAAB	844
On Target Staffing LLC	2804 S College Rd Wilmington, NC 28412	910791AAAA	910791AAAA	
Wallonia Trade Office	885 2 Av Manhattan, NY 10017	212205ACBJ	212205ACBJ	
West Side Federation for Senior and Supp	152 W 123 MANHATTAN, NY 10027	212749AACD	212749AACD	
The First National Bank of Long Island	559 86 BROOKLYN, NY 11209	718921AACA	718921AACA	815
Synergy DBA Modern Home - 426 Store	3729 W Gate City Blvd Greensboro, NC 27407	336315AAAA	336315AAAA	

Stacey

From: Dale, Jeanne C
Sent: Friday, March 15, 2019 12:05 PM
To: Patterson, Kevin M <Kevin.Patterson1@charter.com>; Chris.Czekaj@charter.com; Taylor, Cary D <Cary.Taylor@charter.com>
Cc: Manzano, Stacey R <Stacey.Manzano@windstream.com>; Jeary, Mark <Mark.Jeary@windstream.com>
Subject: RE: TimeWarner Cable Circuit - Non-payment - 718836AABL

+ Cary Taylor

From: Dale, Jeanne C
Sent: Friday, March 15, 2019 3:02 PM
To: Patterson, Kevin M <Kevin.Patterson1@charter.com>; Chris.Czekaj@charter.com
Cc: Manzano, Stacey R <Stacey.Manzano@windstream.com>; Jeary, Mark <Mark.Jeary@windstream.com>
Subject: FW: TimeWarner Cable Circuit - Non-payment - 718836AABL
Importance: High

Hi Kevin & Chris – here's what I called about.

Kevin – per your request for an example: TimeWarner circuit resold through hBVN/WIN identified as 718836AABL within hBVN. The TWC circuit/account is 8150230010378929

Please see what you can find out and give me a call as soon as you can.

Jeanne

Jeanne Dale

VP Vendor Relations & Voice Management | Windstream
330 Monroe Ave | Rochester, NY 14607
Jeanne.Dale@windstream.com | www.windstream.com
o: 585-530-2910 | m: 585-797-5441

From: Manzano, Stacey R

Sent: Friday, March 15, 2019 2:43 PM

To: Huber, Dan <Dan.Huber@windstream.com>; Rubino, Margaret D <Margaret.Rubino@windstream.com>; Caldwell, Scott <Scott.Caldwell@windstream.com>; Dale, Jeanne C <Jeanne.Dale@windstream.com>; Roughton, Karla <Karla.Roughton@windstream.com>

Cc: WCI DedicatedRepairMGTBVN <WCI.DedicatedRepairMGTBVN@windstream.com>

Subject: RE: TimeWarner Cable Circuit - Non-payment - 718836AABL

Thank you. We're reaching out now.

Stacey

From: Huber, Dan

Sent: Friday, March 15, 2019 11:42 AM

To: Manzano, Stacey R <Stacey.Manzano@windstream.com>; Rubino, Margaret D <Margaret.Rubino@windstream.com>; Caldwell, Scott <Scott.Caldwell@windstream.com>; Dale, Jeanne C <Jeanne.Dale@windstream.com>; Roughton, Karla <Karla.Roughton@windstream.com>

Cc: WCI DedicatedRepairMGTBVN <WCI.DedicatedRepairMGTBVN@windstream.com>

Subject: RE: TimeWarner Cable Circuit - Non-payment - 718836AABL

We're trying to get the scope of the impact now but haven't been able to get anything concrete from them yet. Will let you know if we hear anything more.

--

Dan Huber

Manager OSC Repair – OfficeSuite/BV Operations

610.755.4487 office
484.767.0559 mobile
dan.huber@windstream.com

WINDSTREAM ENTERPRISE

1018 W. 9th Ave
King of Prussia, PA 19406
windstreamenterprise.com

From: Manzano, Stacey R

Sent: Friday, March 15, 2019 2:41 PM

To: Huber, Dan <Dan.Huber@windstream.com>; Rubino, Margaret D <Margaret.Rubino@windstream.com>; Caldwell, Scott <Scott.Caldwell@windstream.com>; Dale, Jeanne C <Jeanne.Dale@windstream.com>; Roughton, Karla

<Karla.Roughton@windstream.com>

Cc: WCI DedicatedRepairMGTBVN <WCI.DedicatedRepairMGTBVN@windstream.com>

Subject: RE: TimeWarner Cable Circuit - Non-payment - 718836AABL

Dan,

We will reach out to Spectrum. Have you heard if any WIN or ELNK circuits have been impacted?

Stacey

From: Huber, Dan

Sent: Friday, March 15, 2019 11:12 AM

To: Rubino, Margaret D <Margaret.Rubino@windstream.com>; Manzano, Stacey R

<Stacey.Manzano@windstream.com>; Caldwell, Scott <Scott.Caldwell@windstream.com>

Cc: WCI DedicatedRepairMGTBVN <WCI.DedicatedRepairMGTBVN@windstream.com>

Subject: TimeWarner Cable Circuit - Non-payment - 718836AABL

Importance: High

We have a customer down as a result of a non-payment on a TimeWarner circuit resold through hBVN/WIN identified as 718836AABL within hBVN. The TWC circuit/account is 8150230010378929. It appears these are beginning to stream in for other customers too. At least one of which was told by TWC that we owe \$262K. We're gathering up our customer-reported tickets now to consolidate communication around this as I know our team is actively coming to your group for these.

--

Dan Huber

Manager OSC Repair – OfficeSuite/BV Operations

610.755.4487 office

484.767.0559 mobile

dan.huber@windstream.com

WINDSTREAM ENTERPRISE

1018 W. 9th Ave

King of Prussia, PA 19406

windstreamenterprise.com

Message

From: Bonnes-yates, Tasha [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=5328870C4D604FEEB8BFFACC9249EA5E-Y]
Sent: 4/11/2019 12:05:22 PM
To: Vidmar, Grant J [grant.vidmar@charter.com]
Subject: IM: hello
Attachments: 2019-04-11-17-05-22-323-1.xml

Archived Instant Message Conversation (Lync)

Conversation started on Thu, Apr 11, 2019 5:05 PM UTC

Bonnes-yates, Tasha said:
hello

Vidmar, Grant J said:
hi

Vidmar, Grant J said:
what can I do for you

Bonnes-yates, Tasha said:
out of the 295 accounts that we shut down on Windstream

Bonnes-yates, Tasha said:
did even of those child accounts disconnect

Bonnes-yates, Tasha said:
any

Vidmar, Grant J said:
like cancel service disconnect?

Bonnes-yates, Tasha said:
we may need to do a relook up of those that we shut down

Bonnes-yates, Tasha said:
yes cancelled service

Vidmar, Grant J said:
We can take a look at it. Is that the current claim?

Bonnes-yates, Tasha said:
Tim is wanting the information for his declaration

Bonnes-yates, Tasha said:
but i need it as quick as possible

Vidmar, Grant J said:
kk i will get matt and fitz with me on it.

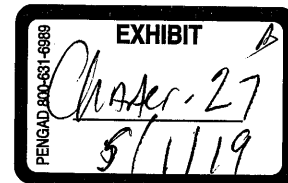
Bonnes-yates, Tasha said:
thanks

Conversation ended on Thu, Apr 11, 2019 5:20 PM UTC

Parties in this conversation

About Bonnes-yates, Tasha
Corporate Email: Tasha.Bonnes-yates@charter.com
IM Address: tasha.bonnes-yates@charter.com

About Vidmar, Grant J
Corporate Email: Grant.Vidmar@charter.com
IM Address: grant.vidmar@charter.com



Tag as Data Source: MSSQLSERVERLcsLog Tag as Lync Tag as Instant Message Tag as Instant Messages
Tag as IM Tag as Conversation

Message

From: Niles, Scott R [/O=CHARTER COMMUNICATIONS/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=FE8B6B609F624883B52D23B6E4BA55D9-N]
Sent: 4/13/2019 12:18:38 PM
To: Dardis, Keith [keith.dardis@charter.com]
Subject: FW: Windstream
Attachments: Conversation with Emmitt Walker 4-11-19.docx; image003.png; image004.jpg; image005.png; image006.png; Conversation with Emmitt Walker and Rebecca Root_4-12-19.docx; (As filed) Supplemental Declaration.pdf; (As filed) Exhibit 1.pdf; (As filed) Exhibit 2.pdf

Let me know when you're ready to discuss. Thanks

From: Auger, Brenda A
Sent: Saturday, April 13, 2019 12:54 PM
To: Niles, Scott R <Scott.Niles@charter.com>
Subject: RE: Windstream

Hi Scott,

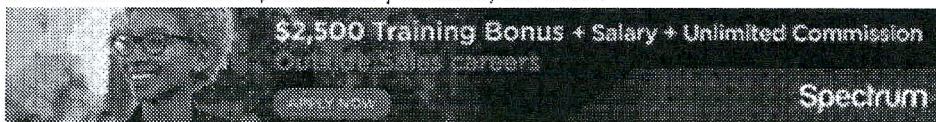
Attached are notes from the conversations with Emmitt Walker and Rebecca Root. Below is a summary:

- Scott Collins, Jerry Hawthorne and Jean Chewning were notified of a DSR (Emmitt Walker) attaching his business card to a flyer referencing Windstream
- DSR received a phone call from a customer and had a conversation where he (DSR) made statements regarding Windstream's bankruptcy
- Scott Collins, Jerry Hawthorne and Jean Chewning spoke with DSR who stated:
 - A customer gave Emmitt Walker and another DSR (Rebecca Root) a flyer that she had received in the mail from Charter
 - Feeling that the flyer was approved by Charter, Emmitt and Rebecca made some copies and gave flyers to two customers with DSR Emmitt Walker's business card attached
 - Emmitt Walker stated that he didn't know that he was doing anything wrong and since an approved flyer was being sent to potential customers in his assigned turf, thought he was allowed to use the flyer
 - The flyer altered by Emmitt Walker was a channel lineup see attached exhibit 1 pg. 4

Thank you,
Brenda

Charter
COMMUNICATIONS

Brenda Auger | Sr Dir, Regional Direct Sales | 989.387.0407
8436 Homestead Drive, Suite 220 | Zeeland, MI 49464



Spectrum is growing – see what's new! <http://bit.ly/2G0mYbF>



From: Niles, Scott R <Scott.Niles@charter.com>
Sent: Thursday, April 11, 2019 1:31 PM
To: Field, Amanda <Amanda.Field@charter.com>; Miiller, Damon W <Damon.Miiller@charter.com>; Purses, Nathaniel A <Nathaniel.Purses@charter.com>; Gardner, Douglas <Douglas.Gardner@charter.com>; Filardo, Tom A

<Tom.Filardo@charter.com>; Auger, Brenda A <Brenda.Auger@charter.com>; Kratz, Sharon
<Sharon.Kratz@charter.com>

Cc: Ruwe, Suzanne C <Suzanne.Ruwe@charter.com>; Kick, Kevin W <Kevin.Kick@charter.com>; Montanez, Daymion M
<Daymion.Montanez@charter.com>

Subject: Windstream

All,

It has been brought to my attention that we may have reps making inappropriate, inaccurate and/or disparaging claims about Windstream. As you may already be aware, Windstream has filed suit against Charter accusing us of telling their customers that they will likely lost their service as a result of their recent Chapter 11 filing. This is a sensitive topic and should be handled carefully.

Simply put: yes – they are in Chapter 11 bankruptcy, no – we cannot tell prospects they are going to lose service.

Please make sure your teams are aware ASAP.

LMK if you have questions.

Thanks,
SN

Spectrum

Scott Niles | GVP, Residential Direct Sales | 203.428.0712
400 Atlantic Street | Stamford, CT 06901
Jobs.spectrum.com



Conversation with Rebecca Root
Rebecca Root, Jerry Hawthorne, Jean Chewning
4/12/19

Jean: Have you seen this flyer before?

Rebecca: Sandra Ley (349 Ashford Dr, Elyria) gave it to me. I sold her on Friday. She called me on Monday and said she had gold for me. I asked her what it was. She said she had a flyer that Windstream sent out and she would give it to me. I told her I was off but would stop by the next day to pick it up. Emmitt and I went there and I saw the flyer and sent an email to Jay. I saw that it was a Spectrum mailer. It's my understanding that nothing is sent out unless it's pre-approved. I thought it was ok so we made some copies and told Jay. We only gave out 2 flyers. Emmitt wouldn't have had this if it wasn't for me. We haven't given any out for a week. I saw a list with different company names on it.

Jean: What was that list?

Rebecca: I just thought it was a list of companies who would take Windstream's customers.

Jean: Do you have that list?

Rebecca: No and I just thought they had probably built their network and was having trouble paying for it.

Jean: You didn't get that information here; from us?

Rebecca: No.

Jean: Jerry?

Jerry: You know that you aren't to give out any literature and not to give out anything that we haven't told you is appropriate to leave behind. You are only to talk to customers about Spectrum.



John Kingston (*pro hac*)
 Brian Hockett (*pro hac*)
THOMPSON COBURN LLP
 One US Bank Plaza
 St. Louis, MO 63101
 Telephone: (314) 552-6000
 Facsimile: (314) 552-7000

*Counsel for Defendants Charter Communications, Inc. and
 Charter Communications Operating, LLC*

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
WINDSTREAM HOLDINGS, INC., et al.,	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)
WINDSTREAM HOLDINGS, INC., et al.,)	
Plaintiffs,	)	Adv. Pro. No. 19-08246
vs.)	
CHARTER COMMUNICATIONS, INC. and)	
CHARTER COMMUNICATIONS OPERATING, LLC,)	
Defendants.)	

**DEFENDANTS' RESPONSES AND OBJECTIONS TO
 DEBTORS' INTERROGATORIES TO DEFENDANTS**

Pursuant to Rules 26 and 33 of the Federal Rules of Civil Procedure and Rules 7026, 7033, and 9014 of the Federal Rules of Bankruptcy Procedure, Defendants Charter Communications, Inc. and Charter Communications Operating, LLC (Charter) hereby submit the following objections and responses to Debtors' Interrogatories.

PRELIMINARY STATEMENT

Charter bases its responses only on such information and documentation that is presently available to Charter and discloses only the information and contentions presently known to Charter. Charter reserves the right to amend these responses, and to offer related evidence, as Charter ascertains additional facts and contentions.

OBJECTIONS TO DEFINITIONS AND INSTRUCTIONS

Charter objects to each instruction, definition, and Interrogatory to the extent that it purports to impose any requirement or discovery obligation beyond or different than those imposed under the Federal Rules of Civil Procedure and Bankruptcy Procedure, the Local Rules of this Court, or other applicable law.

RESPONSES AND OBJECTIONS TO INTERROGATORIES

1. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 1 of Defendants' Affirmative Defenses, that "Windstream has failed to state a claim under any of the Counts, because Windstream failed to allege, which, if any, of the 205 affiliated debtors were damaged and how each of the affiliated debtors were damaged by Charter's alleged actions."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is

overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in

response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter directs Debtors to Debtors' allegations in this action, which fail to allege which, if any, of the 205 affiliated debtors were damaged and how each of the affiliated debtors were damaged by Charter's alleged actions.

2. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 2 of Defendants' Affirmative Defenses, that "Windstream cannot prevail on its claims against Charter in that Charter acted in good faith and in conformity with and in reliance upon all applicable laws, rules, and regulations and was privileged in its actions." In particular, but without limiting the foregoing, identify "all applicable laws, rules, and regulations" and/or "privileges" that Charter relies upon in asserting this Affirmative Defense.

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This

Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter states that all alleged statements made by Charter related to Windstream are not actionable under the Lanham Act (15 U.S.C. § 1125) or any of the state unfair competition claims asserted by Windstream (O.C.G.A. § 10-1-370, *et. seq.*; N.C. Gen. Stat. § 75-1.1, *et. seq.*; and Neb. Rev. Stat. § 87-302, *et. seq.*). Moreover, Charter did not authorize any alleged statements made by Charter's employees, agents, or representatives related to Windstream's bankruptcy, beyond Charter's March 2019 direct mailer. Individuals likely to have information in support include, but are not necessarily limited to, Kelly Atkinson, Alison Novasel, Matt Bury, Peter Maguire, Keith Dardis, Jennifer Smith, Chris Czekaj, Latisha Truong, Emmitt Walker, and Andrew Sites. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

3. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 3 of Defendants' Affirmative Defenses, that "Windstream cannot prevail on its claims against Charter because Charter did not act with negligence, malice, actual malice, or willful intent to injure in communications with any other person or entity."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is

overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in

response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter's alleged actions constitute lawful competition and any harm suffered by Windstream, if any, was a natural result of such lawful competition. Charter's practices were consistent with industry standard. Charter believed in the truth of all statements in the challenged advertising. Charter took good faith steps to prevent its employees from making misstatements related to Windstream. *See also* Charter's disclosures of witness and documents pursuant to Fed. R. Civ. Pro. 26(a), all exhibits to Charter's Corporate Representative Depositions, and ONE TOUCH INTELLIGENCE, *Windstream sends up white flag, files Chapter 11 bankruptcy*, Charter_000836-38; ONE TOUCH INTELLIGENCE, *COMPETITIVE ALERT: Embattled Windstream declares Chapter 11 bankruptcy*, Charter_009422. Individuals likely to have information in support include, but are not necessarily limited to, Kelly Atkinson, Alison Novasel, Matt Bury, Peter Maguire, Keith Dardis, Jennifer Smith, Chris Czekaj, Latisha Truong, Emmitt Walker, and Andrew Sites. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

4. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 4 of Defendants' Affirmative Defenses, that "Charter's alleged statements and actions did not harm Windstream's goodwill or reputation or mislead consumers because Windstream sent letters to its customers disclosing its bankruptcy, and the bankruptcy was otherwise a matter of public record."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe "all facts" that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter's right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream's discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert

opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter states that the judgment rendered in favor of Aurelius Capital Management LP on February 15, 2019 and Windstream's own decision to declare bankruptcy on February 25, 2019 harmed Windstream's goodwill. By February 25, 2019, Windstream's uncertainty was a matter of public record and numerous third-party reports. For example, on February 15, 2019, Bloomberg reported that "[t]he fate of Windstream Holdings Inc. was cast into doubt after a court ruled that the rural phone company defaulted on its bonds in 2015 by spinning off Uniti Group Inc. Windstream shares fell as much as 43 percent in extended trading." See BLOOMBERG NEWS, *Windstream in Peril After Losing Default Ruling to Aurelius*, available at <https://www.bloomberg.com/news/articles/2019-02-15/windstream-services-loses-default-ruling-in-victory-for-aurelius> (last viewed September 23, 2019). Upon filing for bankruptcy on February 25, 2019, Windstream immediately released a press release and sent letters notifying its customers, vendors, channel partners, and employees of its bankruptcy. See WIN2727-2746. Beginning the week of March 15, 2019, Windstream

sent a cover letter and Official Form 309F notices of bankruptcy to its customers. *See* WIN002064-2071. In its Form 10-K filed on March 15, 2019, and certified as true by Tony Thomas, Windstream’s President and Chief Executive Officer, Windstream volunteered that its bankruptcy created “uncertainty,” and that its Chapter 11 filing could ultimately “have a material adverse effect on [Windstream’s] ability to meet customer expectations.” Form 10-K at 19. Indeed, Windstream represented to the bankruptcy court: “The Debtors commenced these cases amidst a great deal of uncertainty caused by the adverse decision in the Uniti spin-off litigation—and with barely any time to take steps to ensure retention of key employees.” *Debtors’ Reply in support of Debtor’s Motion for Entry of an Order Approving the Debtors’ Key Employee Incentive Program and Debtors’ Motion for Entry of an Order Approving the Debtors’ Key Employee Retention Program*, No. 19-22312-rdd, ECF 512 at 3, ¶ 6 (Bankr. S.D.N.Y. May 13, 2019). To the extent Charter’s non-actionable statements could be deemed to have harmed Windstream’s goodwill, those statements did not harm Windstream’s goodwill. Any alleged harm to Windstream’s goodwill occurred because of the uncertainty surrounding Windstream’s bankruptcy and the knowledge publicly available to Windstream’s employees, customers, vendors, channel partners, and the public regarding that ongoing uncertainty. Individuals likely to have information in support include, but are not necessarily limited to, Kelly Atkinson, Alison Novasel, Matt Bury, Peter Maguire, Keith Dardis, Jennifer Smith, Chris Czekaj, Latisha Truong, Emmitt Walker, and Andrew Sites. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter’s corporate representative depositions in May and September of 2019.

5. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 5 of Defendants’ Affirmative

Defenses, that “Any alleged harm to Windstream is the result of a superseding and/or intervening cause, including but not limited to the bankruptcy filing of Windstream and/or the letters that Windstream sent to its customers disclosing its bankruptcy.”

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties’ relative access to relevant information, the parties’ resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has

produced over 50,000 pages of documents in response to Windstream's discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter incorporates its answer to Interrogatory No. 4 as though set forth fully herein. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

6. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 6 of Defendant's Affirmative Defenses, that "Windstream's claims, in whole or part, are barred in that any statements allegedly made by Charter regarding Windstream were true or substantially true."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the

amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe "all facts" that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter's right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream's discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as

premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter states that any statements allegedly made by Charter regarding Windstream were true, substantially true, or an opinion/prediction about future events. *See e.g.*, WIN000006–WIN000027. On February 25, 2019, Windstream filed for Chapter 11 bankruptcy protection. *See Debtors' statements and filings in the bankruptcy case and in related adversary proceedings, statements of Debtors' agents and employees in hearings and depositions; ONE TOUCH INTELLIGENCE, Windstream sends up white flag, files Chapter 11 bankruptcy*, Charter_000836-38. Bankruptcy is uncertain. *Id.*; *see also ONE TOUCH INTELLIGENCE, COMPETITIVE ALERT: Embattled Windstream declares Chapter 11 bankruptcy*, Charter_009422 ("It's likely the uncertainty surrounding its bankruptcy will make business customers think twice about inking or renewing a service contract with Windstream."); *Debtors' Reply in support of Debtor's Motion for Entry of an Order Approving the Debtors' Key Employee Incentive Program and Debtors' Motion for Entry of an Order Approving the Debtors' Key Employee Retention Program*, No. 19-22312-rdd, ECF 512 at 3, ¶ 6 (Bankr. S.D.N.Y. May 13, 2019) ("The Debtors commenced these cases amidst a great deal of uncertainty caused by the adverse decision in the Uniti spin-off litigation—and with

barely any time to take steps to ensure retention of key employees.”); Form 10-K at 19 (filed March 15, 2019) (Windstream’s bankruptcy created “uncertainty,” and Chapter 11 filing could “have a material adverse effect on [Windstream’s] ability to meet customer expectations.”). The uncertainty created by bankruptcy may lead to service disruptions. ONE TOUCH INTELLIGENCE, *Windstream sends up white flag, files Chapter 11 bankruptcy*, Charter_000836 (“[U]ncertainty about the service impacts will make some residential and business customers uneasy. They may start looking elsewhere for voice, video and data services – and competitors including cable operators will be more than happy to help them jump ship.”). Individuals likely to have information in support include, but are not necessarily limited to, Kelly Atkinson, Alison Novasel, Matt Bury, Peter Maguire, Keith Dardis, Jennifer Smith, Chris Czekaj, Latisha Truong, Emmitt Walker, and Andrew Sites. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter’s corporate representative depositions in May and September of 2019.

7. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 7 of Defendants’ Affirmative Defenses, that “Charter’s alleged statements are non-actionable statements of opinion.”

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties’ relative access to relevant information, the parties’ resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is

overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in

response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter states that any statements allegedly made by Charter regarding Windstream are non-actionable statements of opinion regarding the uncertainty surrounding Windstream following the February 15, 2019 ruling against Windstream and Windstream's subsequent decision to declare bankruptcy. Charter further incorporates its answer to Interrogatory Nos. 4-6 as though set forth fully herein. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

8. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 8 of Defendants' Affirmative Defenses, that "Charter's alleged statements are not false, misleading, nor likely to mislead, and constitute truthful commercial speech that is protected by the First Amendment of the U.S. Constitution and state equivalents."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks

to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the

extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter incorporates its response to Interrogatory Nos. 4-7 as though fully set forth herein. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

9. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 9 of Defendants' Affirmative Defenses, that "Charter's alleged statements are not material to customer purchasing decisions." **RESPONSE:** Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe

“all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter incorporates its response to Interrogatory Nos. 4-7 as though fully set forth herein. Answering further, Charter’s March 2019 direct mailer was less successful than subsequent advertising that did not include references to Windstream’s bankruptcy and Windstream’s records and sworn testimony of its

corporate representative confirm that fewer than 15 people potentially switched services in response to the challenged advertising. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

10. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 11 of Defendants' Affirmative Defenses, that "Charter use of Windstream's name and trademark is allowable as nominative fair use."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe "all facts" that supported various allegations). To the extent Charter provides a response, it is not

meant to be exhaustive and shall not preclude Charter's right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream's discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter states that its envelope truthfully informed recipients that the contents contained important information for Windstream customers. *See e.g.*, WIN 000006 – WIN 000027. On the front of the envelope, Charter used only the word "Windstream," in standard text, to refer to Windstream. Individuals likely to have information in support include, but are not necessarily limited to, Kelly Atkinson, Alison

Novasel, Matt Bury, Peter Maguire, and Jennifer Smith. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

11. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 12 of Defendants' Affirmative Defenses, that "Charter has the right to use colors similar or identical to Windstream's alleged 'signature color pattern' because Windstream has not registered or otherwise protectable trademark or trade dress in those colors."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe "all facts" that supported various allegations). To the extent Charter provides a response, it is not

meant to be exhaustive and shall not preclude Charter's right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream's discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter states that Windstream has no registration for the purple/pink color scheme alleged in this litigation. *See* Windstream's Objections and Responses to Charter's Second Set of Requests for Admissions at 10-11, ¶ 24 ("Admit the alleged Signature Color Pattern is not registered on the U.S. Patent & Trademark Office's Principal Register. ...Windstream admits."); ¶ 25 ("Admit the alleged Signature Color

Pattern is not registered on the U.S. Patent & Trademark Office's Supplemental Register. ...Windstream admits." Charter further states Windstream's colors are green and black and Kinetic services have limited availability. See <https://www.windstream.com/support/kinetic-tv/Is-Kinetic-TV-available-in-my-area>. Individuals that may have information in support include, but are not necessarily limited to, Jeffrey Auman and Lewis Langston. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

12. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 13 of Defendants' Affirmative Defenses, that "Charter's alleged statements and actions are justified under the circumstances and/or protected by the competition privilege because Charter did not use wrongful means to advance a legitimate interest in competing in the free market, and other absolute and/or qualified privileges." In particular, but without limiting the foregoing, identify all "privileges" that Charter relies upon in asserting this affirmative defense.

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. See *Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or

required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the

extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter incorporates its responses to Interrogatory Nos. 2-11 as if fully set forth herein. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

13. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 14 of Defendants' Affirmative Defenses, that "Charter acted in good faith. Charter did not act in bad faith or with willful intent in its alleged statements and actions."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have

been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter incorporates its responses to Interrogatory Nos. 2-12 as if fully set forth herein. Answering further, Charter

refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

14. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 15 of Defendants' Affirmative Defenses, that "Charter acted in good faith and with commercially reasonable speed to: (a) discontinue and remove the alleged statements from the marketplace in response to Windstream's March 21 and March 26, 2019 letters, and (b) restore the service of disconnected Windstream customers." In particular, but without limiting the foregoing, identify what constitutes "commercially reasonable speed" and the basis upon which You contend commercial reasonableness is established.

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have

been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter’s corporate representative depositions in May and September of 2019.

15. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 16 of Defendants' Affirmative Defenses, that "The statements of which Windstream complains were made upon a proper occasion, for a proper motive, in a proper manner, and were based upon reasonable and proper cause." In particular, but without limiting the foregoing, identify the basis upon which You contend a "proper occasion," a "proper motive," a "proper manner," and a "reasonable and proper cause" are each established.

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe "all facts" that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter's right to rely on additional facts,

information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream's discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter incorporates its responses to Interrogatory Nos. 2-14 as if fully set forth herein. Answering further, Charter refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

16. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 17 of Defendants'

Affirmative Defenses, that “Windstream’s claims for equitable relief are barred because Windstream has an adequate remedy at law.”

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties’ relative access to relevant information, the parties’ resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this

litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter states that monetary damages, if any, are an available remedy and, therefore, equitable relief is not required. Moreover, equitable relief is unnecessary because Charter has ceased distribution of the allegedly false and/or misleading March 2019 direct mailer referencing Windstream's bankruptcy.

17. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 18 of Defendants' Affirmative Defenses, that "Windstream's claims for equitable relief are barred by the doctrine of unclean hands."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the

amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe "all facts" that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter's right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream's discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as

premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter's pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter's possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Windstream's false testimony regarding, e.g., the volume of customer inquiries in response to its notice of bankruptcy and its method for obtaining recordings of customers using, e.g., the word "Charter" preclude Windstream from invoking equitable relief.

18. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 19 of Defendants' Affirmative Defenses, that "Windstream's claims, in whole or part, are barred in that Charter's allegedly wrongful conduct was not the proximate cause of Windstream's alleged losses or injuries."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every

piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery, and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s

possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Charter incorporates its responses to Interrogatory Nos. 2-17 as if fully set forth herein. Answering further, documents produced by Windstream and the testimony of its corporate representatives indicate that Windstream customers became concerned about Windstream's future and considered leaving Windstream because of, *inter alia*, news articles related to Windstream's bankruptcy, Windstream's own bankruptcy announcement to each of its customers, and bankruptcy related advertisements run by other Windstream competitors. Windstream customers also left Windstream for reasons unrelated to Windstream's bankruptcy, such as price, quality, and reliability of service. Charter further refers Windstream to the deposition testimony and exhibits referenced in Charter's corporate representative depositions in May and September of 2019.

19. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 20 of Defendants' Affirmative Defenses, that "Windstream has failed to mitigate its alleged damages, if any."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every

piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s

possession, custody, or control due to Windstream's refusal to provide necessary information in response to Charter's discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Windstream has not yet produced a damage computation. Windstream has produced no evidence suggesting it took any steps to mitigate its, as-yet unidentified, damages.

20. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 21 of Defendants' Affirmative Defenses, that "Each cause of action in the Complaint and/or any recovery claimed by Windstream is barred by the doctrines of recoupment and/or setoff."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011

WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

Subject to and without waiving the foregoing objections, Debtors owe Charter at least \$13,672,143.83 for pre-petition obligations. Charter has filed proofs of claim for those pre-

petition obligations. In addition, Debtors owe Charter several million dollars for post-petition services provided to Windstream Services, LLC and its affiliates. Debtors' post-petition obligations continue to accrue in the ordinary course and to be paid. To the extent of any damages awarded to Debtors in this adversary proceeding, Charter is entitled to set off and/or recoup the amounts owed to Charter.

21. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 24 of Defendants' Affirmative Defenses, that "Count VII of the Complaint is barred because it is not ripe for adjudication and impermissibly seeks an advisory opinion in as much as none of Charter or Charter's subsidiaries or affiliates had an allowed claim as of the filing of the Complaint."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This Interrogatory improperly demands that Charter state/identify "all" supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have

been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law. By raising this defense, Charter does not assume any burdens.

Subject to and without waiving the foregoing objections, at the time of filing, Debtors’ Complaint was deficient in stating a cause of action under Count VII because Debtors had not

filed their schedules and Charter and/or its affiliates had not filed a claim. At the time of filing, Charter had no allowed claim as required for equitable subordination. Following filing of Debtors' Complaint and Charter's answer in the adversary proceeding, Charter filed its proofs of claim. Because no objection to those claims has been filed to date, Charter currently has allowed claims.

22. State all facts, including but not limited to, the identity of all Persons and Documents, that You contend support Your averment in Paragraph 25 of Defendants' Affirmative Defenses, that "Windstream has failed to state a cause of action in Count VII of the Complaint in as much as Windstream failed to identify any *allowed* claim of Charter of Charter's subsidiaries and affiliates as required for an action under 11 U.S.C. § 510(c), failed to allege any inequitable conduct by Charter or any of Charter's subsidiaries and affiliates, and subordination of Charter or Charter's subsidiaries and affiliates claims would be inconsistent with the provisions of the Bankruptcy Code."

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, and not proportional to the needs of the case, considering the importance of the issues at stake, the amount in controversy, the parties' relative access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and whether the burden or expense of the proposed discovery outweighs its likely benefit. *See Ritchie Risk-Linked Strategies Trading (Ireland), Ltd. v. Coventry First LLC*, 273 F.R.D. 367 (S.D.N.Y. 2010) (seeking every fact, every piece of evidence, every witness, and every application of law to fact through an interrogatory is overly broad and unduly burdensome). Charter objects to this Interrogatory to the extent it seeks to impose duties, obligations, or responsibilities on Charter in excess of those permitted or required under the Federal Rules of Civil Procedure, local rules, and any Court Order. This

Interrogatory improperly demands that Charter state/identify “all” supporting facts, persons, and documents and thus calls for an improper narrative response. *See Pasternak v. Dow Kim*, 2011 WL 4552389 (S.D.N.Y. Sept. 28, 2011) (acknowledging that contention interrogatories have been stricken when they seek to elicit a detailed narrative by requiring the other party to describe “all facts” that supported various allegations). To the extent Charter provides a response, it is not meant to be exhaustive and shall not preclude Charter’s right to rely on additional facts, information, persons, or documents in support in the future. Charter expressly reserves its right to supplement this Interrogatory under the Federal Rules of Civil Procedure. Charter objects to this Interrogatory to the extent that the burden of deriving specific information regarding individual documents is substantially the same for Windstream as it is for Charter. Charter has produced over 50,000 pages of documents in response to Windstream’s discovery in this litigation, while Windstream has produced less than 3,000. Charter further objects to this Interrogatory as seeking a legal conclusion and/or information that is the subject of expert opinion. Charter shall disclose all expert opinions in accordance with the expert disclosure deadlines set by the Court in this litigation. Charter also objects to this Interrogatory as premature because it requires Charter to specifically identify and state all supporting facts, persons, and documents prior to the close of expert discovery and long before the deadline for dispositive motions and Charter’s pre-trial obligations (e.g., the exchange of witness and exhibit lists). Charter also objects to this Interrogatory as seeking information that is not in Charter’s possession, custody, or control due to Windstream’s refusal to provide necessary information in response to Charter’s discovery in this litigation. Charter objects to this interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product

doctrine, or any other applicable privilege or doctrine under the law. By raising this as an affirmative defense, Charter does not assume any burdens.

Subject to and without waiving the foregoing objections, at the time of filing, Debtors' Complaint was deficient in stating a cause of action under Count VII because Debtors had not filed their schedules and Charter and/or its affiliates had not filed a claim as is required for equitable subordination. Following filing of the Complaint and Charter's answer in the adversary proceeding, Charter filed its proofs of claim. Because no objection to those claims has been filed to date, Charter currently has allowed claims. Charter is not aware of any inequitable conduct by Charter, its affiliates, or anyone on Charter's behalf with respect to Windstream, its affiliates, or its bankruptcy case. If Windstream Services, LLC and its affiliated debtors bound by Charter's contracts with Windstream Services, LLC, assume the contracts with Charter, Debtors will cure all defaults. Unless Debtors intend on rejecting Charter's contracts with Windstream and disconnecting Windstream's customers, the relief requested in Count VII would be inconsistent with other provisions of the Bankruptcy Code. Windstream has refused to inform Charter whether it will be assuming or rejecting Charter's contracts.

23. Identify all employees, agents, contractors and representatives of Charter, as well as any persons acting or purporting to act on behalf of Charter, that distributed the Advertisements to customers or potential customers in any manner other than through the United States mail, including but not limited to email, hand delivery or facsimile transmission, and/or otherwise informed customers or potential customers that Windstream was going out of business.

RESPONSE: Charter objects to this Interrogatory as vague and ambiguous regarding the term "distributed." Charter also objects to this Interrogatory as overly broad, unduly burdensome, not proportional to the needs of the case and irrelevant to any claim or defense asserted in this

litigation, particularly to the extent that it seeks information related to unauthorized actions taken by employees, agents, contractors or representatives of Charter. Charter further objects to this Interrogatory to the extent it claims Charter, or any of its employees, agents, contractors, or representatives, ever said that Windstream was going out of business.

Subject to and without waiving the foregoing objections, Charter states as follows: Not one person acting on behalf of Charter distributed the advertisements at issue in any manner other than through the United States mail. No person acting on behalf of Charter has otherwise informed customers or potential customers that Windstream was going out of business.

Without Charter's permission and contrary to established Charter policy and training, Emmitt Walker and Rebecca Root made copies of a direct mail advertisement and left copies with fewer than 15 people. They were not acting on behalf of Charter. Charter disciplined Mr. Walker and Ms. Root and placed them on a one-year "one-strike" probation, whereby they are each subject to immediate termination for any further infraction.

Without Charter's permission and contrary to established Charter policy and training, Andrew Sites sent fewer than 10 emails to people suggesting Windstream was going out of business. Mr. Sites sent a follow up email disclaiming his prior message. He was not acting on behalf of Charter. Charter disciplined Mr. Sites and placed him on a one-year "one-strike" probation, whereby he is subject to immediate termination for any further infraction.

24. Identify all Windstream customers (including consumers, businesses or other categories of customers) that switched services to Charter from March 15, 2019 to present.

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, not proportional to the needs of the case, and irrelevant to any claim or defense asserted in this litigation, as the interrogatory is not limited to Windstream customers (if any) that switched

services to Charter as a result of the advertisements at issue in this litigation. Charter further objects to the extent this Interrogatory calls for the production of information protected from disclosure pursuant to Section 12(f) of the Protective Order.

Subject to and without waiving the foregoing objections, Charter responds as follows: Windstream promised to provide a list of customers to Charter so that Charter could identify customers that may have switched in response to the advertisement at issue. Windstream has since withdrawn its agreement to provide a customer list. Charter is unaware of a single customer that (a) was on the mailing list for the advertising at issue and (b) was a Windstream customer before switching to Charter.

25. State whether the Advertisements were reviewed by legal counsel prior to distribution and identify any legal counsel that reviewed the Advertisements prior to distribution.

RESPONSE: Charter objects to this Interrogatory as overly broad, unduly burdensome, not proportional to the needs of the case, and irrelevant to any claim or defense asserted in this litigation. Charter further objects to this Interrogatory to the extent it seeks information protected by the attorney-client privilege, attorney work-product doctrine, or any other applicable privilege or doctrine under the law.

VERIFICATION

I have reviewed Defendants' Responses and Objections to Debtors' Interrogatories to Defendants. These responses were prepared with assistance from counsel and the information provided is not fully within my personal knowledge. I reserve the right to make changes or additions to these responses if it appears at any time that errors or omissions have been made or if more accurate or complete information becomes available. To the extent these responses are within my personal knowledge, I certify them to be true. To the extent that these responses are not within my personal knowledge, I have no reason to believe they are not true. Signed under oath under the penalties of perjury.

Date: 12/1/19



Rick Gunzel
Vice President – Spectrum Enterprise

Dated: September 23, 2019

/s/ John Kingston

John Kingston (*pro hac*)

Brian Hockett (*pro hac*)

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St. Louis, MO 63101

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Counsel for Defendants Charter

Communications, Inc. and Charter

Communications Operating, LLC

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of September 2019, the undersigned served a true and correct copy of the ***Defendants' Responses and Objections to Debtors' Interrogatories to Defendants*** via email on all counsel of record in the adversary proceeding.

Dated: September 23, 2019

/s/ John Kingston

CONSUMER BROADBAND

	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16
ALL EXCHANGES										
ADDS	19,988	20,014	21,955	18,030	17,761	20,005	17,682	23,546	21,818	18,757
DISCS	21,433	22,319	21,380	20,778	23,660	26,855	24,408	28,374	23,856	22,270
NET	(1,445)	(2,305)	575	(2,748)	(5,899)	(6,850)	(6,726)	(4,828)	(2,038)	(3,513)
SUBS	1,094,455	1,092,150	1,092,725	1,089,977	1,084,078	1,077,228	1,070,502	1,065,674	1,063,636	1,060,123
CHURN		2.0%	2.0%	1.9%	2.2%	2.5%	2.3%	2.7%	2.2%	2.1%
AVG CHURN TENURE		49	51	53	46	40	44	38	45	48
CHARTER EXCHANGES										
ADDS	7,202	7,160	8,058	6,701	6,762	7,617	6,538	8,836	8,257	7,063
DISCS	8,985	9,444	9,080	8,818	9,847	10,975	9,964	11,626	9,714	8,906
NET	(1,783)	(2,284)	(1,022)	(2,117)	(3,085)	(3,358)	(3,426)	(2,790)	(1,457)	(1,843)
SUBS	411,782	409,498	408,476	406,359	403,274	399,916	396,490	393,700	392,243	390,400
CHURN		2.3%	2.2%	2.2%	2.4%	2.7%	2.5%	2.9%	2.5%	2.3%
AVG CHURN TENURE		44	45	46	41	37	40	34	41	44

Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17
17,407	17,621	22,340	19,706	21,469	15,813	17,333	19,014	19,666	26,762	19,983
22,524	20,784	21,465	21,781	23,797	20,919	26,021	27,001	24,641	27,611	22,776
(5,117)	(3,163)	875	(2,075)	(2,328)	(5,106)	(8,688)	(7,987)	(4,975)	(849)	(2,793)
1,055,006	1,051,843	1,052,718	1,050,643	1,048,315	1,043,209	1,034,521	1,026,534	1,021,559	1,020,710	1,017,917
2.1%	2.0%	2.0%	2.1%	2.3%	2.0%	2.5%	2.6%	2.4%	2.7%	2.2%
47	51	49	48	44	50	40	38	42	37	45
6,380	6,325	8,197	7,451	8,190	5,817	6,408	7,090	7,591	10,448	8,143
9,129	8,677	9,147	9,427	10,144	9,272	11,002	11,623	10,228	11,322	9,583
(2,749)	(2,352)	(950)	(1,976)	(1,954)	(3,455)	(4,594)	(4,533)	(2,637)	(874)	(1,440)
387,651	385,299	384,349	382,373	380,419	376,964	372,370	367,837	365,200	364,326	362,886
2.3%	2.2%	2.4%	2.5%	2.7%	2.4%	2.9%	3.1%	2.8%	3.1%	2.6%
43	45	42	41	38	41	34	32	36	32	38

Oct-17	Nov-17	Dec-17	Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18
19,649	16,874	16,582	18,943	17,021	22,213	19,743	21,019	22,606	23,170	28,944
22,965	21,431	19,501	21,207	19,775	19,499	18,770	20,920	21,549	21,366	24,842
(3,316)	(4,557)	(2,919)	(2,264)	(2,754)	2,714	973	99	1,057	1,804	4,102
1,014,601	1,010,044	1,007,125	1,004,861	1,002,107	1,004,821	1,005,794	1,005,893	1,006,950	1,008,754	1,012,856
2.3%	2.1%	1.9%	2.1%	2.0%	1.9%	1.9%	2.1%	2.1%	2.1%	2.5%
44	47	52	47	51	51	54	48	47	47	41
7,749	6,711	6,252	7,020	6,321	8,224	7,419	7,875	8,222	8,664	10,511
9,351	8,562	7,745	8,262	8,221	7,887	7,691	8,147	8,500	8,319	9,525
(1,602)	(1,851)	(1,493)	(1,242)	(1,900)	337	(272)	(272)	(278)	345	986
361,284	359,433	357,940	356,698	354,798	355,135	354,863	354,591	354,313	354,658	355,644
2.6%	2.4%	2.2%	2.3%	2.3%	2.2%	2.2%	2.3%	2.4%	2.3%	2.7%
39	42	46	43	43	45	46	44	42	43	37

Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19
22,570	24,572	21,914	20,352	24,663	20,974	23,340	21,490	22,215	22,022	26,085
20,042	21,749	20,119	19,293	20,264	19,068	18,224	19,975	21,840	21,929	25,085
2,528	2,823	1,795	1,059	4,399	1,906	5,116	1,515	375	93	1,000
1,015,384	1,018,207	1,020,002	1,021,061	1,025,460	1,027,366	1,032,482	1,033,997	1,034,372	1,034,465	1,035,465
2.0%	2.1%	2.0%	1.9%	2.0%	1.9%	1.8%	1.9%	2.1%	2.1%	2.4%
51	47	51	53	50	54	56	52	47	47	41
8,469	9,579	8,416	7,518	9,037	7,796	8,410	8,181	8,255	8,152	9,824
7,729	8,487	7,663	7,354	7,989	7,574	7,208	8,229	8,622	8,673	9,939
740	1,092	753	164	1,048	222	1,202	(48)	(367)	(521)	(115)
356,384	357,476	358,229	358,393	359,441	359,663	360,865	360,817	360,450	359,929	359,814
2.2%	2.4%	2.1%	2.1%	2.2%	2.1%	2.0%	2.3%	2.4%	2.4%	2.8%
46	42	47	49	45	47	50	44	42	42	36

Aug-19

27,816
26,171
1,645
1,037,110
2.5%
40

10,317
9,933
384
360,198
2.8%
36

CONFIDENTIAL ATTORNEYS EYES ONLY

WIN Ex. 60

CHARTER EXCHANGES CONSUMER BROADBAND

State	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16
ADDS	7,202	7,160	8,058	6,701	6,762	7,617	6,538	8,836	8,257	7,063	6,380
AL	202	164	196	190	184	194	160	231	231	191	187
AR	0	0	0	0	0	0	0	0	0	0	0
FL	0	0	0	0	0	0	0	0	0	0	0
GA	836	725	855	646	708	721	685	921	944	768	720
IA	0	0	0	0	0	0	0	0	0	0	0
KY	2,148	2,361	2,703	2,196	2,106	2,370	1,974	2,691	2,511	2,315	1,990
MN	47	41	51	56	49	52	37	59	39	39	30
MO	3	4	1	4	3	3	7	5	3	7	3
MS	0	0	0	0	0	0	0	0	0	0	0
NC	1,591	1,778	1,702	1,465	1,443	1,831	1,512	2,031	1,934	1,598	1,433
NE	802	664	778	716	819	883	780	1,174	807	679	722
NM	0	0	0	0	0	0	0	0	0	0	0
NY	239	252	294	277	250	257	201	249	267	272	176
OH	838	728	924	710	807	786	702	827	957	738	754
OK	0	0	0	0	0	0	0	0	0	0	0
PA	16	10	21	16	11	22	14	21	16	8	15
SC	289	269	305	261	231	301	274	397	321	275	202
TX	191	164	228	164	151	197	192	230	227	173	148
DISCS	8,985	9,444	9,080	8,818	9,847	10,975	9,964	11,626	9,714	8,906	9,129
AL	245	319	248	234	290	293	263	348	267	241	295
AR	0	0	0	0	0	0	0	0	0	0	0
FL	0	0	0	0	0	0	0	0	0	0	0
GA	843	926	887	815	965	1,011	913	1,113	940	916	884
IA	0	0	0	0	0	0	0	0	0	0	0
KY	2,373	2,621	2,445	2,447	2,758	3,039	2,792	3,245	2,698	2,501	2,552
MN	48	53	46	52	53	88	50	47	74	59	74
MO	3	5	4	5	5	3	7	7	5	7	6
MS	0	0	0	0	0	0	0	0	0	0	0
NC	2,348	2,445	2,272	2,212	2,331	2,676	2,408	2,925	2,380	2,143	2,228
NE	939	851	948	924	1,213	1,260	1,074	1,251	930	827	889
NM	0	0	0	0	0	0	0	0	0	0	0
NY	353	393	370	381	351	377	336	390	441	393	406
OH	1,198	1,194	1,176	1,150	1,231	1,482	1,453	1,531	1,312	1,168	1,173
OK	0	0	0	0	0	0	0	0	0	0	0
PA	17	20	26	20	16	26	28	26	20	29	26
SC	396	374	390	375	419	458	380	452	403	392	363
TX	222	243	268	203	215	262	260	291	244	230	233

Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17
6,325	8,197	7,451	8,190	5,817	6,408	7,090	7,591	10,448	8,143	7,749	6,711	6,252
165	233	183	208	142	191	165	208	253	163	163	158	172
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
673	903	699	862	581	674	689	660	962	761	754	605	570
0	0	0	0	0	0	0	0	0	0	0	0	0
1,899	2,534	2,413	2,568	1,803	1,922	2,075	2,496	3,514	2,654	2,583	2,131	2,077
35	48	33	37	48	69	63	51	53	46	50	40	26
2	9	4	4	3	1	6	1	6	2	5	5	6
0	0	0	0	0	0	0	0	0	0	0	0	0
1,523	1,981	1,909	2,248	1,529	1,608	1,711	1,699	2,382	2,049	1,952	1,776	1,678
670	730	605	627	526	633	1,001	1,133	1,406	915	829	858	580
0	0	0	0	0	0	0	0	0	0	0	0	0
195	301	278	247	201	241	254	229	302	238	200	135	174
712	877	839	844	667	672	721	705	1,047	866	797	669	605
0	0	0	0	0	0	0	0	0	0	0	0	0
15	9	24	24	17	15	15	13	14	33	13	12	11
247	353	311	318	173	209	249	230	321	267	244	190	227
189	219	153	203	127	173	141	166	188	149	159	132	126
8,677	9,147	9,427	10,144	9,272	11,002	11,623	10,228	11,322	9,583	9,351	8,562	7,745
199	189	229	252	234	251	257	229	252	216	217	188	161
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
831	890	923	988	808	960	1,097	895	962	908	833	832	729
0	0	0	0	0	0	0	0	0	0	0	0	0
2,452	2,538	2,771	2,816	2,474	2,950	3,139	2,768	3,138	2,677	2,450	2,376	2,105
47	59	35	42	35	48	58	49	44	44	70	47	35
2	6	6	3	2	2	6	7	4	1	5	5	3
0	0	0	0	0	0	0	0	0	0	0	0	0
2,030	2,199	1,995	2,266	2,214	2,676	2,961	2,596	2,853	2,374	2,232	2,042	1,944
1,159	1,102	1,064	1,132	1,019	1,332	1,299	1,266	1,425	1,055	1,294	1,009	896
0	0	0	0	0	0	0	0	0	0	0	0	0
354	348	314	358	381	404	430	381	382	342	375	346	301
1,011	1,216	1,475	1,565	1,392	1,513	1,495	1,268	1,484	1,278	1,207	1,148	1,024
0	0	0	0	0	0	0	0	0	0	0	0	0
28	23	27	25	24	28	23	21	36	29	23	16	18
342	320	353	418	446	554	584	503	483	408	417	337	334
222	257	235	279	243	284	274	245	259	251	228	216	195

Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19
7,020	6,321	8,224	7,419	7,875	8,222	8,664	10,511	8,469	9,579	8,416	7,518	9,037
185	173	212	207	226	299	253	293	217	228	226	205	230
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
791	756	919	803	899	899	911	1,048	904	937	882	853	1,079
0	0	0	0	0	0	0	0	0	0	0	0	0
2,342	1,935	2,533	2,289	2,265	2,371	2,812	3,338	2,717	3,364	2,832	2,684	2,975
28	28	36	36	79	51	54	42	49	53	35	31	31
3	2	5	1	6	4	4	1	5	3	6	3	5
0	0	0	0	0	0	0	0	0	0	0	0	0
1,730	1,656	2,145	1,823	1,916	1,953	1,901	2,184	1,693	2,235	1,869	1,667	2,205
654	576	773	755	879	1,000	1,077	1,553	1,152	1,084	1,005	708	886
0	0	0	0	0	0	0	0	0	0	0	0	0
239	185	258	238	276	250	237	303	274	259	261	227	294
648	631	822	826	830	871	858	1,123	986	905	800	723	855
0	0	0	0	0	0	0	0	0	0	0	0	0
11	11	10	16	16	22	21	18	14	19	16	16	24
237	230	314	284	336	343	349	380	296	316	305	238	303
152	138	197	141	147	159	187	228	162	176	179	163	150
8,262	8,221	7,887	7,691	8,147	8,500	8,319	9,525	7,729	8,487	7,663	7,354	7,989
191	186	183	187	214	226	185	256	192	190	175	157	154
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
768	773	775	714	811	803	793	1,009	800	852	804	764	835
0	0	0	0	0	0	0	0	0	0	0	0	0
2,300	2,450	2,232	2,228	2,302	2,478	2,462	2,878	2,463	2,535	2,487	2,295	2,543
37	31	24	33	39	52	35	59	43	66	38	27	29
5	9	2	4	4	2	7	5	3	9	1	2	4
0	0	0	0	0	0	0	0	0	0	0	0	0
2,162	2,178	2,018	1,963	1,982	2,132	2,132	2,241	1,753	2,133	1,810	1,745	2,009
877	791	866	869	1,015	994	958	1,119	844	952	811	864	825
0	0	0	0	0	0	0	0	0	0	0	0	0
293	249	321	247	281	283	316	349	277	304	262	259	257
999	966	935	941	943	977	886	981	906	923	802	820	868
0	0	0	0	0	0	0	0	0	0	0	0	0
20	16	9	18	21	13	24	15	10	18	14	14	11
365	344	360	298	356	339	339	396	278	327	285	236	277
245	228	162	189	179	201	182	217	160	178	174	171	177

Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19
7,796	8,410	8,181	8,255	8,152	9,824	10,317
187	266	228	247	233	305	351
0	0	0	0	0	0	0
0	0	0	0	0	0	0
851	993	894	894	859	1,042	1,058
0	0	0	0	0	0	0
2,578	2,828	2,759	2,727	2,532	3,217	3,258
21	34	41	77	40	52	50
2	4	2	2	5	6	5
0	0	0	0	0	0	0
1,921	1,989	1,856	1,881	1,986	2,314	2,340
775	737	817	861	921	1,097	1,395
0	0	0	0	0	0	0
242	234	249	251	240	285	269
807	828	888	874	844	952	1,012
0	0	0	0	0	0	0
9	22	14	20	18	24	15
245	294	270	264	292	345	362
158	181	163	157	182	185	202
7,574	7,208	8,229	8,622	8,673	9,939	9,933
165	170	186	223	201	243	231
0	0	0	0	0	0	0
0	0	0	0	0	0	0
793	806	825	852	872	916	942
0	0	0	0	0	0	0
2,404	2,205	2,453	2,635	2,552	3,184	3,201
32	14	34	40	44	31	48
4	8	3	2	3	8	4
0	0	0	0	0	0	0
1,919	1,783	2,010	2,046	2,102	2,266	2,286
720	777	963	1,164	1,235	1,283	1,139
0	0	0	0	0	0	0
237	248	308	265	289	346	323
870	767	943	939	884	1,091	1,160
0	0	0	0	0	0	0
15	14	24	14	18	25	24
257	256	309	277	278	357	375
158	160	171	165	195	189	200

CHARTER EXCHANGES CONSUMER BROADBAND

State	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16
NET	(1,783)	(2,284)	(1,022)	(2,117)	(3,085)	(3,358)	(3,426)	(2,790)	(1,457)	(1,843)	(2,749)
AL	(43)	(155)	(52)	(44)	(106)	(99)	(103)	(117)	(36)	(50)	(108)
AR	0	0	0	0	0	0	0	0	0	0	0
FL	0	0	0	0	0	0	0	0	0	0	0
GA	(7)	(201)	(32)	(169)	(257)	(290)	(228)	(192)	4	(148)	(164)
IA	0	0	0	0	0	0	0	0	0	0	0
KY	(225)	(260)	258	(251)	(652)	(669)	(818)	(554)	(187)	(186)	(562)
MN	(1)	(12)	5	4	(4)	(36)	(13)	12	(35)	(20)	(44)
MO	0	(1)	(3)	(1)	(2)	0	0	(2)	(2)	0	(3)
MS	0	0	0	0	0	0	0	0	0	0	0
NC	(757)	(667)	(570)	(747)	(888)	(845)	(896)	(894)	(446)	(545)	(795)
NE	(137)	(187)	(170)	(208)	(394)	(377)	(294)	(77)	(123)	(148)	(167)
NM	0	0	0	0	0	0	0	0	0	0	0
NY	(114)	(141)	(76)	(104)	(101)	(120)	(135)	(141)	(174)	(121)	(230)
OH	(360)	(466)	(252)	(440)	(424)	(696)	(751)	(704)	(355)	(430)	(419)
OK	0	0	0	0	0	0	0	0	0	0	0
PA	(1)	(10)	(5)	(4)	(5)	(4)	(14)	(5)	(4)	(21)	(11)
SC	(107)	(105)	(85)	(114)	(188)	(157)	(106)	(55)	(82)	(117)	(161)
TX	(31)	(79)	(40)	(39)	(64)	(65)	(68)	(61)	(17)	(57)	(85)
SUBS	411,782	409,498	408,476	406,359	403,274	399,916	396,490	393,700	392,243	390,400	387,651
AL	12,600	12,445	12,393	12,349	12,243	12,144	12,041	11,924	11,888	11,838	11,730
AR	0	0	0	0	0	0	0	0	0	0	0
FL	0	0	0	0	0	0	0	0	0	0	0
GA	40,527	40,326	40,294	40,125	39,868	39,578	39,350	39,158	39,162	39,014	38,850
IA	0	0	0	0	0	0	0	0	0	0	0
KY	112,336	112,076	112,334	112,083	111,431	110,762	109,944	109,390	109,203	109,017	108,455
MN	4,374	4,362	4,367	4,371	4,367	4,331	4,318	4,330	4,295	4,275	4,231
MO	288	287	284	283	281	281	281	279	277	277	274
MS	0	0	0	0	0	0	0	0	0	0	0
NC	96,994	96,327	95,757	95,010	94,122	93,277	92,381	91,487	91,041	90,496	89,701
NE	38,709	38,522	38,352	38,144	37,750	37,373	37,079	37,002	36,879	36,731	36,564
NM	0	0	0	0	0	0	0	0	0	0	0
NY	16,410	16,269	16,193	16,089	15,988	15,868	15,733	15,592	15,418	15,297	15,067
OH	59,427	58,961	58,709	58,269	57,845	57,149	56,398	55,694	55,339	54,909	54,490
OK	0	0	0	0	0	0	0	0	0	0	0
PA	1,593	1,583	1,578	1,574	1,569	1,565	1,551	1,546	1,542	1,521	1,510
SC	17,234	17,129	17,044	16,930	16,742	16,585	16,479	16,424	16,342	16,225	16,064
TX	11,290	11,211	11,171	11,132	11,068	11,003	10,935	10,874	10,857	10,800	10,715

Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17
(2,352)	(950)	(1,976)	(1,954)	(3,455)	(4,594)	(4,533)	(2,637)	(874)	(1,440)	(1,602)	(1,851)	(1,493)
(34)	44	(46)	(44)	(92)	(60)	(92)	(21)	1	(53)	(54)	(30)	11
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
(158)	13	(224)	(126)	(227)	(286)	(408)	(235)	0	(147)	(79)	(227)	(159)
0	0	0	0	0	0	0	0	0	0	0	0	0
(553)	(4)	(358)	(248)	(671)	(1,028)	(1,064)	(272)	376	(23)	133	(245)	(28)
(12)	(11)	(2)	(5)	13	21	5	2	9	2	(20)	(7)	(9)
0	3	(2)	1	1	(1)	0	(6)	2	1	0	0	3
0	0	0	0	0	0	0	0	0	0	0	0	0
(507)	(218)	(86)	(18)	(685)	(1,068)	(1,250)	(897)	(471)	(325)	(280)	(266)	(266)
(489)	(372)	(459)	(505)	(493)	(699)	(298)	(133)	(19)	(140)	(465)	(151)	(316)
0	0	0	0	0	0	0	0	0	0	0	0	0
(159)	(47)	(36)	(111)	(180)	(163)	(176)	(152)	(80)	(104)	(175)	(211)	(127)
(299)	(339)	(636)	(721)	(725)	(841)	(774)	(563)	(437)	(412)	(410)	(479)	(419)
0	0	0	0	0	0	0	0	0	0	0	0	0
(13)	(14)	(3)	(1)	(7)	(13)	(8)	(8)	(22)	4	(10)	(4)	(7)
(95)	33	(42)	(100)	(273)	(345)	(335)	(273)	(162)	(141)	(173)	(147)	(107)
(33)	(38)	(82)	(76)	(116)	(111)	(133)	(79)	(71)	(102)	(69)	(84)	(69)
385,299	384,349	382,373	380,419	376,964	372,370	367,837	365,200	364,326	362,886	361,284	359,433	357,940
11,696	11,740	11,694	11,650	11,558	11,498	11,406	11,385	11,386	11,333	11,279	11,249	11,260
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
38,692	38,705	38,481	38,355	38,128	37,842	37,434	37,199	37,199	37,052	36,973	36,746	36,587
0	0	0	0	0	0	0	0	0	0	0	0	0
107,902	107,898	107,540	107,292	106,621	105,593	104,529	104,257	104,633	104,610	104,743	104,498	104,470
4,219	4,208	4,206	4,201	4,214	4,235	4,240	4,242	4,251	4,253	4,233	4,226	4,217
274	277	275	276	277	276	276	270	272	273	273	273	276
0	0	0	0	0	0	0	0	0	0	0	0	0
89,194	88,976	88,890	88,872	88,187	87,119	85,869	84,972	84,501	84,176	83,896	83,630	83,364
36,075	35,703	35,244	34,739	34,246	33,547	33,249	33,116	33,097	32,957	32,492	32,341	32,025
0	0	0	0	0	0	0	0	0	0	0	0	0
14,908	14,861	14,825	14,714	14,534	14,371	14,195	14,043	13,963	13,859	13,684	13,473	13,346
54,191	53,852	53,216	52,495	51,770	50,929	50,155	49,592	49,155	48,743	48,333	47,854	47,435
0	0	0	0	0	0	0	0	0	0	0	0	0
1,497	1,483	1,480	1,479	1,472	1,459	1,451	1,443	1,421	1,425	1,415	1,411	1,404
15,969	16,002	15,960	15,860	15,587	15,242	14,907	14,634	14,472	14,331	14,158	14,011	13,904
10,682	10,644	10,562	10,486	10,370	10,259	10,126	10,047	9,976	9,874	9,805	9,721	9,652

Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19
(1,242)	(1,900)	337	(272)	(272)	(278)	345	986	740	1,092	753	164	1,048
(6)	(13)	29	20	12	73	68	37	25	38	51	48	76
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
23	(17)	144	89	88	96	118	39	104	85	78	89	244
0	0	0	0	0	0	0	0	0	0	0	0	0
42	(515)	301	61	(37)	(107)	350	460	254	829	345	389	432
(9)	(3)	12	3	40	(1)	19	(17)	6	(13)	(3)	4	2
(2)	(7)	3	(3)	2	2	(3)	(4)	2	(6)	5	1	1
0	0	0	0	0	0	0	0	0	0	0	0	0
(432)	(522)	127	(140)	(66)	(179)	(231)	(57)	(60)	102	59	(78)	196
(223)	(215)	(93)	(114)	(136)	6	119	434	308	132	194	(156)	61
0	0	0	0	0	0	0	0	0	0	0	0	0
(54)	(64)	(63)	(9)	(5)	(33)	(79)	(46)	(3)	(45)	(1)	(32)	37
(351)	(335)	(113)	(115)	(113)	(106)	(28)	142	80	(18)	(2)	(97)	(13)
0	0	0	0	0	0	0	0	0	0	0	0	0
(9)	(5)	1	(2)	(5)	9	(3)	3	4	1	2	2	13
(128)	(114)	(46)	(14)	(20)	4	10	(16)	18	(11)	20	2	26
(93)	(90)	35	(48)	(32)	(42)	5	11	2	(2)	5	(8)	(27)
356,698	354,798	355,135	354,863	354,591	354,313	354,658	355,644	356,384	357,476	358,229	358,393	359,441
11,254	11,241	11,270	11,290	11,302	11,375	11,443	11,480	11,505	11,543	11,594	11,642	11,718
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
36,610	36,593	36,737	36,826	36,914	37,010	37,128	37,167	37,271	37,356	37,434	37,523	37,767
0	0	0	0	0	0	0	0	0	0	0	0	0
104,512	103,997	104,298	104,359	104,322	104,215	104,565	105,025	105,279	106,108	106,453	106,842	107,274
4,208	4,205	4,217	4,220	4,260	4,259	4,278	4,261	4,267	4,254	4,251	4,255	4,257
274	267	270	267	269	271	268	264	266	260	265	266	267
0	0	0	0	0	0	0	0	0	0	0	0	0
82,932	82,410	82,537	82,397	82,331	82,152	81,921	81,864	81,804	81,906	81,965	81,887	82,083
31,802	31,587	31,494	31,380	31,244	31,250	31,369	31,803	32,111	32,243	32,437	32,281	32,342
0	0	0	0	0	0	0	0	0	0	0	0	0
13,292	13,228	13,165	13,156	13,151	13,118	13,039	12,993	12,990	12,945	12,944	12,912	12,949
47,084	46,749	46,636	46,521	46,408	46,302	46,274	46,416	46,496	46,478	46,476	46,379	46,366
0	0	0	0	0	0	0	0	0	0	0	0	0
1,395	1,390	1,391	1,389	1,384	1,393	1,390	1,393	1,397	1,398	1,400	1,402	1,415
13,776	13,662	13,616	13,602	13,582	13,586	13,596	13,580	13,598	13,587	13,607	13,609	13,635
9,559	9,469	9,504	9,456	9,424	9,382	9,387	9,398	9,400	9,398	9,403	9,395	9,368

Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19	
222	1,202	(48)	(367)	(521)	(115)	384	
22	96	42	24	32	62	120	
0	0	0	0	0	0	0	
0	0	0	0	0	0	0	
58	187	69	42	(13)	126	116	
0	0	0	0	0	0	0	
174	623	306	92	(20)	33	57	
(11)	20	7	37	(4)	21	2	
(2)	(4)	(1)	0	2	(2)	1	
0	0	0	0	0	0	0	
2	206	(154)	(165)	(116)	48	54	
55	(40)	(146)	(303)	(314)	(186)	256	
0	0	0	0	0	0	0	
5	(14)	(59)	(14)	(49)	(61)	(54)	
(63)	61	(55)	(65)	(40)	(139)	(148)	
0	0	0	0	0	0	0	
(6)	8	(10)	6	0	(1)	(9)	
(12)	38	(39)	(13)	14	(12)	(13)	
0	21	(8)	(8)	(13)	(4)	2	
							AVG BASE TENURE IN
359,663	360,865	360,817	360,450	359,929	359,814	360,198	59
11,740	11,836	11,878	11,902	11,935	11,997	12,117	60
0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0
37,825	38,012	38,081	38,123	38,106	38,232	38,348	62
0	0	0	0	0	0	0	0
107,448	108,071	108,377	108,469	108,428	108,461	108,515	53
4,246	4,266	4,273	4,310	4,306	4,327	4,329	18
265	261	260	260	262	260	261	195
0	0	0	0	0	0	0	0
82,085	82,291	82,137	81,972	81,873	81,921	81,977	47
32,397	32,357	32,211	31,908	31,593	31,407	31,663	59
0	0	0	0	0	0	0	0
12,954	12,940	12,881	12,867	12,818	12,757	12,703	127
46,303	46,364	46,309	46,244	46,207	46,068	45,921	78
0	0	0	0	0	0	0	0
1,409	1,417	1,407	1,413	1,413	1,412	1,403	126
13,623	13,661	13,622	13,609	13,625	13,613	13,600	45
9,368	9,389	9,381	9,373	9,363	9,359	9,361	62

CHARTER EXCHANGES CONSUMER BROADBAND

State	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16
CHURN	2.3%	2.2%	2.2%	2.4%	2.7%	2.5%	2.9%	2.5%	2.3%	2.3%	
AL	2.5%	2.0%	1.9%	2.3%	2.4%	2.2%	2.9%	2.2%	2.0%	2.5%	
AR	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
FL	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
GA	2.3%	2.2%	2.0%	2.4%	2.5%	2.3%	2.8%	2.4%	2.3%	2.3%	
IA	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
KY	2.3%	2.2%	2.2%	2.5%	2.7%	2.5%	3.0%	2.5%	2.3%	2.3%	
MN	1.2%	1.1%	1.2%	1.2%	2.0%	1.2%	1.1%	1.7%	1.4%	1.7%	
MO	1.7%	1.4%	1.8%	1.8%	1.1%	2.5%	2.5%	1.8%	2.5%	2.2%	
MS	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
NC	2.5%	2.4%	2.3%	2.5%	2.8%	2.6%	3.2%	2.6%	2.4%	2.5%	
NE	2.2%	2.5%	2.4%	3.2%	3.3%	2.9%	3.4%	2.5%	2.2%	2.4%	
NM	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
NY	2.4%	2.3%	2.4%	2.2%	2.4%	2.1%	2.5%	2.8%	2.5%	2.7%	
OH	2.0%	2.0%	2.0%	2.1%	2.6%	2.5%	2.7%	2.4%	2.1%	2.1%	
OK	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
PA	1.3%	1.6%	1.3%	1.0%	1.7%	1.8%	1.7%	1.3%	1.9%	1.7%	
SC	2.2%	2.3%	2.2%	2.5%	2.7%	2.3%	2.7%	2.5%	2.4%	2.2%	
TX	2.2%	2.4%	1.8%	1.9%	2.4%	2.4%	2.7%	2.2%	2.1%	2.2%	

AVG CHURN TENURE	44	45	46	41	37	40	34	41	44	43	
AL	39	50	53	43	42	46	35	45	49	40	
AR	0	0	0	0	0	0	0	0	0	0	
FL	0	0	0	0	0	0	0	0	0	0	
GA	44	45	49	42	39	43	35	42	43	44	
IA	0	0	0	0	0	0	0	0	0	0	
KY	43	46	46	41	37	40	34	41	44	43	
MN	83	95	84	82	50	87	92	59	73	58	
MO	58	72	57	57	94	40	40	56	40	46	
MS	0	0	0	0	0	0	0	0	0	0	
NC	40	42	43	41	35	39	32	38	42	41	
NE	45	41	42	31	30	35	30	40	45	41	
NM	0	0	0	0	0	0	0	0	0	0	
NY	42	44	43	46	42	47	40	35	39	38	
OH	50	50	51	47	39	39	37	42	47	47	
OK	0	0	0	0	0	0	0	0	0	0	
PA	80	61	79	98	60	56	60	77	53	59	
SC	46	44	45	40	37	44	36	41	42	45	
TX	46	42	55	52	42	42	38	45	47	46	

Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	Jul-17	Aug-17	Sep-17	Oct-17	Nov-17	Dec-17
2.2%	2.4%	2.5%	2.7%	2.4%	2.9%	3.1%	2.8%	3.1%	2.6%	2.6%	2.4%	2.2%
1.7%	1.6%	2.0%	2.2%	2.0%	2.2%	2.2%	2.0%	2.2%	1.9%	1.9%	1.7%	1.4%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.1%	2.3%	2.4%	2.6%	2.1%	2.5%	2.9%	2.4%	2.6%	2.4%	2.2%	2.3%	2.0%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.3%	2.4%	2.6%	2.6%	2.3%	2.8%	3.0%	2.6%	3.0%	2.6%	2.3%	2.3%	2.0%
1.1%	1.4%	0.8%	1.0%	0.8%	1.1%	1.4%	1.2%	1.0%	1.0%	1.6%	1.1%	0.8%
0.7%	2.2%	2.2%	1.1%	0.7%	0.7%	2.2%	2.5%	1.5%	0.4%	1.8%	1.8%	1.1%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.3%	2.5%	2.2%	2.5%	2.5%	3.0%	3.4%	3.0%	3.4%	2.8%	2.7%	2.4%	2.3%
3.2%	3.1%	3.0%	3.2%	2.9%	3.9%	3.9%	3.8%	4.3%	3.2%	3.9%	3.1%	2.8%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.3%	2.3%	2.1%	2.4%	2.6%	2.8%	3.0%	2.7%	2.7%	2.4%	2.7%	2.5%	2.2%
1.9%	2.2%	2.7%	2.9%	2.7%	2.9%	2.9%	2.5%	3.0%	2.6%	2.5%	2.4%	2.1%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
1.9%	1.5%	1.8%	1.7%	1.6%	1.9%	1.6%	1.4%	2.5%	2.0%	1.6%	1.1%	1.3%
2.1%	2.0%	2.2%	2.6%	2.8%	3.6%	3.8%	3.4%	3.3%	2.8%	2.9%	2.4%	2.4%
2.1%	2.4%	2.2%	2.6%	2.3%	2.7%	2.7%	2.4%	2.6%	2.5%	2.3%	2.2%	2.0%
45	42	41	38	41	34	32	36	32	38	39	42	46
59	62	51	46	50	46	45	50	45	53	52	60	70
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
47	43	42	39	47	40	34	42	39	41	44	44	50
0	0	0	0	0	0	0	0	0	0	0	0	0
44	43	39	38	43	36	34	38	33	39	43	44	50
90	72	120	100	120	88	73	87	96	97	61	90	121
137	46	46	92	138	139	46	39	68	272	55	55	91
0	0	0	0	0	0	0	0	0	0	0	0	0
44	41	45	39	40	33	29	33	30	36	38	41	43
32	33	34	31	34	26	26	26	23	31	25	32	36
0	0	0	0	0	0	0	0	0	0	0	0	0
43	43	47	41	39	36	33	37	37	41	37	40	45
54	45	37	34	38	34	34	40	33	38	40	42	47
0	0	0	0	0	0	0	0	0	0	0	0	0
54	65	55	59	62	53	63	69	40	49	62	88	78
47	50	45	38	36	28	26	30	30	35	34	42	42
48	42	45	38	43	37	37	41	39	40	43	45	50

Jan-18	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19
2.3%	2.3%	2.2%	2.2%	2.3%	2.4%	2.3%	2.7%	2.2%	2.4%	2.1%	2.1%	2.2%
1.7%	1.7%	1.6%	1.7%	1.9%	2.0%	1.6%	2.2%	1.7%	1.7%	1.5%	1.4%	1.3%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.1%	2.1%	2.1%	1.9%	2.2%	2.2%	2.1%	2.7%	2.2%	2.3%	2.2%	2.0%	2.2%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.2%	2.3%	2.1%	2.1%	2.2%	2.4%	2.4%	2.8%	2.3%	2.4%	2.3%	2.2%	2.4%
0.9%	0.7%	0.6%	0.8%	0.9%	1.2%	0.8%	1.4%	1.0%	1.5%	0.9%	0.6%	0.7%
1.8%	3.3%	0.7%	1.5%	1.5%	0.7%	2.6%	1.9%	1.1%	3.4%	0.4%	0.8%	1.5%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.6%	2.6%	2.4%	2.4%	2.4%	2.6%	2.6%	2.7%	2.1%	2.6%	2.2%	2.1%	2.5%
2.7%	2.5%	2.7%	2.8%	3.2%	3.2%	3.1%	3.6%	2.7%	3.0%	2.5%	2.7%	2.6%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.2%	1.9%	2.4%	1.9%	2.1%	2.2%	2.4%	2.7%	2.1%	2.3%	2.0%	2.0%	2.0%
2.1%	2.1%	2.0%	2.0%	2.0%	2.1%	1.9%	2.1%	2.0%	2.0%	1.7%	1.8%	1.9%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
1.4%	1.1%	0.6%	1.3%	1.5%	0.9%	1.7%	1.1%	0.7%	1.3%	1.0%	1.0%	0.8%
2.6%	2.5%	2.6%	2.2%	2.6%	2.5%	2.5%	2.9%	2.0%	2.4%	2.1%	1.7%	2.0%
2.5%	2.4%	1.7%	2.0%	1.9%	2.1%	1.9%	2.3%	1.7%	1.9%	1.9%	1.8%	1.9%
43	43	45	46	44	42	43	37	46	42	47	49	45
59	61	61	60	53	50	61	45	60	61	66	74	76
0	0	0	0	0	0	0	0	0	0	0	0	0
0	0	0	0	0	0	0	0	0	0	0	0	0
48	47	47	51	45	46	47	37	46	44	46	49	45
0	0	0	0	0	0	0	0	0	0	0	0	0
45	43	47	47	45	42	42	36	43	42	43	46	42
114	136	175	128	108	82	122	73	99	65	112	157	147
55	30	134	68	67	135	39	54	88	30	260	133	67
0	0	0	0	0	0	0	0	0	0	0	0	0
39	38	41	42	42	39	39	37	47	38	45	47	41
37	40	36	36	31	31	33	28	38	34	40	38	39
0	0	0	0	0	0	0	0	0	0	0	0	0
46	53	41	53	47	46	42	37	47	43	49	50	50
47	49	50	50	49	48	52	47	51	50	58	57	53
0	0	0	0	0	0	0	0	0	0	0	0	0
70	87	154	77	66	106	58	93	139	78	100	100	127
38	40	38	46	38	40	40	34	49	42	48	58	49
39	42	58	50	53	47	52	43	59	53	54	55	53

Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19
2.1%	2.0%	2.3%	2.4%	2.4%	2.8%	2.8%
1.4%	1.4%	1.6%	1.9%	1.7%	2.0%	1.9%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.1%	2.1%	2.2%	2.2%	2.3%	2.4%	2.5%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.2%	2.1%	2.3%	2.4%	2.4%	2.9%	3.0%
0.8%	0.3%	0.8%	0.9%	1.0%	0.7%	1.1%
1.5%	3.0%	1.1%	0.8%	1.2%	3.1%	1.5%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
2.3%	2.2%	2.4%	2.5%	2.6%	2.8%	2.8%
2.2%	2.4%	3.0%	3.6%	3.9%	4.1%	3.6%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
1.8%	1.9%	2.4%	2.1%	2.2%	2.7%	2.5%
1.9%	1.7%	2.0%	2.0%	1.9%	2.4%	2.5%
0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
1.1%	1.0%	1.7%	1.0%	1.3%	1.8%	1.7%
1.9%	1.9%	2.3%	2.0%	2.0%	2.6%	2.8%
1.7%	1.7%	1.8%	1.8%	2.1%	2.0%	2.1%
47	50	44	42	42	36	36
71	69	64	53	59	49	52
0	0	0	0	0	0	0
0	0	0	0	0	0	0
48	47	46	45	44	42	41
0	0	0	0	0	0	0
45	49	44	41	43	34	34
133	303	125	107	98	139	90
67	33	87	130	87	33	65
0	0	0	0	0	0	0
43	46	41	40	39	36	36
45	42	34	28	26	25	28
0	0	0	0	0	0	0
55	52	42	49	45	37	39
53	60	49	49	52	42	40
0	0	0	0	0	0	0
94	101	59	101	79	57	59
53	53	44	49	49	38	36
59	59	55	57	48	50	47

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TOTAL	1,428			
AL068AHVL	ASHVILLE	AL	Spectrum	Spectrum
AL068CMPH	CAMP HILL	AL	Everstream	Spectrum
AL068ECLC	ECLECTIC	AL	Everstream	Spectrum
AL068KWLK	KOWALIGA	AL	Everstream	Spectrum
AL068LEDS	LEEDS	AL	Spectrum	Spectrum
AL068MODY	MOODY	AL	Spectrum	Spectrum
AL068ODVL	ODENVILLE	AL	Spectrum	Spectrum
AL068SPVL	SPRINGVILLE	AL	Spectrum	Spectrum
AR202AMTY	AMITY	AR	None	No Cable
AR202BRDN	BEARDEN	AR	None	No Cable
AR202BEVL	BERRYVILLE	AR	Cox	Cox
AR202BGLW	BIGELOW	AR	The Computer Works	No Cable
AR202CRTH	CARTHAGE	AR	None	No Cable
AR202COVE	COVE	AR	Vyve	Vyve
AR202CRST	CROSSETT	AR	CableSouth Media3	CableSouth Media3
AR202DASY	DAISY	AR	None	No Cable
AR202DLRK	DALARK	AR	None	No Cable
AR202DMSC	DAMASCUS	AR	The Computer Works	No Cable
AR202DLGH	DELIGHT	AR	None	No Cable
AR202DEQN	DEQUEEN	AR	Vyve	Vyve
AR202DRKS	DIERKS	AR	None	No Cable
AR202DRCK	DRAKES CREEK	AR	None	No Cable
AR202ELAN	ELAINE	AR	None	No Cable
AR202EKNS	ELKINS	AR	Cox	Cox
AR202ENOL	ENOLA	AR	The Computer Works	No Cable
AR202FRDY	FORDYCE	AR	CableSouth Media3	CableSouth Media3
AR202GLHM	GILLHAM	AR	Vyve	Vyve
AR202GLWD	GLENWOOD	AR	None	No Cable
AR202GRFR	GREEN FOREST	AR	Cox	Cox
AR202GNBR	GREENBRIER	AR	The Computer Works	No Cable
AR202HRSN	HARRISON	AR	Cox	Cox
AR202HTFD	HATFIELD	AR	Vyve	Vyve
AR202HORT	HORATIO	AR	Vyve	Vyve
AR202LEOL	LEOLA	AR	None	No Cable
AR202LESL	LESLIE	AR	The Computer Works	No Cable
AR202LCBG	LOCKESBURG	AR	Selenas	No Cable
AR202MRSH	MARSHALL	AR	The Computer Works	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
AR202MMLL	MAUMELLE	AR	The Computer Works	No Cable
AR202MGTN	MORGANTOWN	AR	None	No Cable
AR202MTID	MOUNT IDA	AR	Suddenlink	Suddenlink
AR202MLBY	MULBERRY	AR	Cox	Cox
AR202MRBO	MURFREESBORO	AR	Vyve	Vyve
AR202NMRD	NIMROD	AR	The Computer Works	No Cable
AR202NRMN	NORMAN	AR	None	No Cable
AR202OKGV	OAK GROVE	AR	HBE Internet	No Cable
AR202ODEN	ODEN	AR	None	No Cable
AR202OKLN	OKOLONA	AR	None	No Cable
AR202PNGB	PANGBURN	AR	Horton TV	Horton TV
AR202PRRY	PERRY	AR	The Computer Works	No Cable
AR202PRVL	PERRYVILLE	AR	The Computer Works	No Cable
AR202PRVI	PRATTSVILLE	AR	None	No Cable
AR202QTMN	QUITMAN	AR	The Computer Works	No Cable
AR202RSBD	ROSE BUD	AR	The Computer Works	No Cable
AR202RUDD	RUDD	AR	HBE Internet	No Cable
AR202SHRD	SHERIDEN	AR	Suddenlink	Suddenlink
AR202SFRC	SOUTH FOURCHE	AR	None	No Cable
AR202SPRK	SPARKMAN	AR	None	No Cable
AR202STPL	ST PAUL	AR	None	No Cable
AR202SWTN	SWIFTON	AR	Ritter Communications	No Cable
AR202TCMN	TUCKERMAN	AR	Suddenlink	Suddenlink
AR202UMPR	UMPIRE	AR	None	No Cable
AR202VILN	VILONIA	AR	The Computer Works	No Cable
AR202WFRK	WEST FORK	AR	Cox	Cox
AR202WCKS	WICKES	AR	Vyve	Vyve
AR202WLMT	WILMOT	AR	None	No Cable
AR202WTSP	WITT SPRINGS	AR	None	No Cable
AR202LTIT	WYE	AR	None	No Cable
FL047ALAC	ALACHUA	FL	Cox	Cox
FL047BORA	BOYS RANCH	FL	None	No Cable
FL047BRFR	BRANFORD	FL	None	No Cable
FL047BRKR	BROOKER	FL	None	No Cable
FL047CLHN	CALLAHAN	FL	Comcast	Comcast
FL047CITR	CITRA	FL	Cox	Cox
FL047CRCY	CRESCENT CITY	FL	None	No Cable
FL047DWPK	DOWLING PARK	FL	None	No Cable
FL047FLRH	FLORAHOME	FL	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
FL047FTWH	FORT WHITE	FL	None	No Cable
FL047HSNG	HASTINGS	FL	None	No Cable
FL047HGSP	HIGH SPRINGS	FL	Gainesville Regional Utilities (GRU)	No Cable
FL047HLRD	HILLIARD	FL	Comcast	Comcast
FL047INTR	INTERLACHEN	FL	Comcast	Comcast
FL047JSPR	JASPER	FL	None	No Cable
FL047JNGS	JENNINGS	FL	None	No Cable
FL047LKBT	LAKE BUTLER	FL	None	No Cable
FL047LVOK	LIVE OAK	FL	Comcast	Comcast
FL047LRVL	LURAVILLE	FL	None	No Cable
FL047MAYO	MAYO	FL	Comcast	Comcast
FL047MCIN	MCINTOSH	FL	Cox	Cox
FL047MLRS	MELROSE	FL	Comcast	Comcast
FL047ORSP	ORANGE SPRINGS	FL	None	No Cable
FL047RAFR	RAIFORD	FL	None	No Cable
FL047WALD	WALDO	FL	Comcast	Comcast
FL047WLBR	WELLBORN	FL	None	No Cable
FL047WHSP	WHITE SPRINGS	FL	None	No Cable
GA042ABVL	ABBEVILLE	GA	None	No Cable
GA042ADEL	ADEL	GA	Mediacom	Mediacom
GA043ALAM	ALAMO	GA	Comcast	Comcast
GA042ALPH	ALAPAHA	GA	Mediacom	Mediacom
GA040ALTO	ALTO	GA	None	No Cable
GA040ARCD	ARCADE	GA	None	No Cable
GA042ASBN	ASHBURN	GA	Mediacom	Mediacom
GA041ATHN	ATHENS	GA	None	No Cable
GA040BLDN	BALDWIN	GA	None	No Cable
GA042BAWK	BARWICK	GA	CNS - Community Network Services	Mediacom
GA040BTVL	BATESVILLE	GA	Habersham Electric Membership Cooperative	No Cable
GA042BRLN	BERLIN	GA	CNS - Community Network Services	Mediacom
GA040BGCN	BIG CANOE	GA	ETC Communications / Ellijay Telephone Company	No Cable
GA040BLVI	BLAIRSVILLE	GA	Blue Ridge Mountain EMC	No Cable
GA049BLKL	BLAKELY	GA	Mediacom	Mediacom
GA042BFTN	BLUFFTON	GA	None	No Cable
GA042BSTN	BOSTON	GA	None	No Cable
GA041BATN	BRASELTON	GA	Comcast	Comcast
GA042BRXT	BROXTON	GA	Vyve	Vyve
GA042BNVS	BUENA VISTA	GA	Public Service Communications	Flint Cable Co.
GA042BYVL	BYROMVILLE	GA	ComSouth	ComSouth

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
GA041BYRN	BYRON	GA	Cox	Cox
GA041CAIR	CAIRO	GA	CNS - Community Network Services	Mediacom
GA041CLRN	CALVARY-RENO	GA	CNS - Community Network Services	Mediacom
GA042CNTN	CANTON	GA	Comcast	Comcast
GA041CRTO	CARLTON	GA	None	No Cable
GA042CRNV	CARNESVILLE	GA	AT&T	No Cable
GA049CDSP	CEDAR SPRINGS	GA	None	No Cable
GA041CNVL	CENTERVILLE	GA	Cox	Cox
GA042CHWO	CHATSWORTH	GA	Spectrum	Spectrum
GA040CHMT	CHIMNEY MTN	GA	None	No Cable
GA040CLVL	CLARKESVILLE	GA	Habersham Electric Membership Cooperative	No Cable
GA043CYTN	CLAYTON	GA	TruVista	No Cable
GA040CLEV	CLEVELAND	GA	Habersham Electric Membership Cooperative	No Cable
GA042CHTT	COHUTTA	GA	Spectrum	Spectrum
GA041CLBR	COLBERT	GA	Spectrum	Spectrum
GA043CLNS	COLLINS	GA	None	No Cable
GA041COMR	COMER	GA	Spectrum	Spectrum
GA041CMRC	COMMERCE	GA	City of Commerce	No Cable
GA042CLDG	COOLIDGE	GA	CNS - Community Network Services	Mediacom
GA040CRNL	CORNELIA	GA	Habersham Electric Membership Cooperative	No Cable
GA042CTHB	CUTHBERT	GA	Mediacom	Mediacom
GA040DHLN	DAHLONEGA	GA	Habersham Electric Membership Cooperative	No Cable
GA042DLTN	DALTON	GA	Dalton Utilities OptiLink	Spectrum
GA041DEVL	DANIELSVILLE	GA	Spectrum	Spectrum
GA043DAVL	DANVILLE	GA	None	No Cable
GA042DWSN	DAWSON	GA	Mediacom	Mediacom
GA040DWVL	DAWSONVILLE	GA	Habersham Electric Membership Cooperative	No Cable
GA040DRST	DEMOREST	GA	None	No Cable
GA043DLRD	DILLARD	GA	TruVista	No Cable
GA042DORN	DOERUN	GA	CNS - Community Network Services	No Cable
GA043DNVL	DONALSONVILLE	GA	Mediacom	Mediacom
GA042DGLS	DOUGLAS	GA	ATC Broadband	Vyve
GA042ENLL	EASTANOLLEE	GA	TruVista	Hart Telephone
GA042EDSN	EDISON	GA	Mediacom	Mediacom
GA042ELVL	ELLAVILLE	GA	Mediacom	Mediacom
GA042ENGM	ENIGMA	GA	Mediacom	Mediacom
GA043FARG	FARGO	GA	None	No Cable
GA042FTZG	FITZGERALD	GA	Mediacom	Mediacom
GA043FLTN	FOLKSTON	GA	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
GA042FTGN	FORT GAINES	GA	Mediacom	Mediacom
GA042FNTN	FUNSTON	GA	CNS - Community Network Services	No Cable
GA040GCBL	GA CABLE	GA	None	No Cable
GA040CLEC	GA CLEC	GA	#N/A	#N/A
GA043GLNV	GLENNVILLE	GA	Comcast	Comcast
GA044GRDN	GORDON	GA	None	No Cable
GA043GRAY	GRAY	GA	Spectrum	Spectrum
GA040HBML	HABERSHAM MILLS	GA	None	No Cable
GA043HDDC	HADDOCK	GA	Spectrum	Spectrum
GA042HAHR	HAHIRA	GA	Mediacom	Mediacom
GA040HELN	HELEN	GA	Habersham Electric Membership Cooperative	No Cable
GA040HWSS	HIAWASSEE	GA	Blue Ridge Mountain EMC	No Cable
GA041HOMR	HOMER	GA	None	No Cable
GA043HMLV	HOMERVILLE	GA	Comcast	Comcast
GA042IDEL	IDEAL	GA	Public Service Communications	Public Service Communications
GA041ILA-	ILA	GA	None	No Cable
GA043IRCY	IRON CITY	GA	None	No Cable
GA044IRTN	IRWINTON	GA	None	No Cable
GA042IRVL	IRWINVILLE	GA	Mediacom	Mediacom
GA044IVEY	IVEY	GA	None	No Cable
GA042JCVL	JACKSONVILLE	GA	None	No Cable
GA043JAKN	JAKIN	GA	None	No Cable
GA042JSPR	JASPER	GA	ETC Communications / Ellijay Telephone Company	No Cable
GA041JFSN	JEFFERSON	GA	Comcast	Comcast
GA043JFVL	JEFFERSONVILLE	GA	None	No Cable
GA043KETN	KENSINGTON	GA	Comcast	Comcast
GA043LFYT	LAFAYETTE	GA	Comcast	Comcast
GA043LKSN	LAKE SINCLAIR	GA	Spectrum	Spectrum
GA042LKLD	LAKELAND	GA	Mediacom	Mediacom
GA042LAVN	LAVONIA	GA	TruVista	Hart Telephone
GA041LXTN	LEXINGTON	GA	Spectrum	Spectrum
GA043LDWC	LUDOWICI	GA	Comcast	Comcast
GA042LYRL	LYERLY	GA	Spectrum	Spectrum
GA042MNCH	MANCHESTER	GA	Spectrum	Spectrum
GA042MRVL	MARSHALLVILLE	GA	ComSouth	ComSouth
GA041MXYS	MAXEYS	GA	None	No Cable
GA041MAYS	MAYSVILLE	GA	Comcast	Comcast
GA042MCRA	MCRAE	GA	Mediacom	Mediacom
GA042MEGS	MEIGS	GA	CNS - Community Network Services	Mediacom

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
GA042MENL	MENLO	GA	Spectrum	Spectrum
GA043MILN	MILAN	GA	None	No Cable
GA042MDVL	MILLEDGEVILLE	GA	Spectrum	Spectrum
GA042MONR	MONROE	GA	Monroe Utilities	Spectrum
GA042MTZM	MONTEZUMA	GA	Comcast	Comcast
GA043MTRS	MONTROSE	GA	None	No Cable
GA042MRGN	MORGAN	GA	Mediacom	Mediacom
GA042MRVN	MORVEN	GA	None	No Cable
GA042MLTR	MOULTRIE	GA	CNS - Community Network Services	Mediacom
GA040MTAY	MOUNT AIRY	GA	None	No Cable
GA042MTVR	MT VERNON	GA	Comcast	Comcast
GA042NSVL	NASHVILLE	GA	Mediacom	Mediacom
GA041NICH	NICHOLSON	GA	None	No Cable
GA043NOBL	NOBLE	GA	Comcast	Comcast
GA042NRPK	NORMAN PARK	GA	None	No Cable
GA049OCHL	OCHOLOCKNEE	GA	CNS - Community Network Services	No Cable
GA042OCLL	OCILLA	GA	Mediacom	Mediacom
GA043ODUM	ODUM	GA	Comcast	Comcast
GA042PRRT	PARROTT	GA	Mediacom	Mediacom
GA042PAVO	PAVO	GA	CNS - Community Network Services	No Cable
GA041PNDR	PENDERGRASS	GA	Comcast	Comcast
GA042PRRY	PERRY	GA	Cox	Cox
GA043PNVW	PINEVIEW	GA	None	No Cable
GA043PITS	PITTS	GA	None	No Cable
GA042PSTN	PRESTON	GA	Mediacom	Mediacom
GA042QTMN	QUITMAN	GA	Paket	Comcast
GA042RYCY	RAY CITY	GA	Mediacom	Mediacom
GA043RBCC	REBECCA	GA	None	No Cable
GA043RDVL	REIDSVILLE	GA	Hargray	No Cable
GA043RYVL	REYNOLDSVILLE	GA	None	No Cable
GA043RHIN	RHINE	GA	None	No Cable
GA043RNCN	RINCON	GA	Comcast	Comcast
GA043RCHE	ROCHELLE	GA	None	No Cable
GA042SSSR	SASSER	GA	Mediacom	Mediacom
GA040STEE	SAUTEE NACOOCHEE	GA	None	No Cable
GA043SCRV	SCREVEN	GA	Comcast	Comcast
GA042SHMN	SHELLMAN	GA	Mediacom	Mediacom
GA043SPFD	SPRINGFIELD	GA	Comcast	Comcast
GA043STGR	ST GEORGE N	GA	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
GA040SCHS	SUCHES	GA	Blue Ridge Mountain EMC	No Cable
GA042SUVL	SUMMERVILLE	GA	Spectrum	Spectrum
GA043SYVN	SYLVANIA	GA	Planters	Comcast
GA043THTN	THOMASTON	GA	Spectrum	Spectrum
GA042TOCC	TOCCOA	GA	TruVista	Hart Telephone
GA044TMBO	TOOMSBORO	GA	None	No Cable
GA042TRIN	TRION	GA	Spectrum	Spectrum
GA042TNHL	TUNNEL HILL	GA	Spectrum	Spectrum
GA042UNAD	UNADILLA	GA	ComSouth	ComSouth
GA041UNPT	UNION POINT	GA	Spectrum	Spectrum
GA043UVALD	UVALDA	GA	None	No Cable
GA040VIEW	VIEW	GA	None	No Cable
GA043VLNW	VILLANOW	GA	Comcast	Comcast
GA042WRSP	WARM SPRINGS	GA	Spectrum	Spectrum
GA049WHGH	WHIGHAM	GA	None	No Cable
GA041WHPT	WHITE PLAINS	GA	Plantation Cable	Plantation Cable
GA042WNRD	WINDER	GA	Comcast	Comcast
GA041WNVL	WINTERVILLE	GA	Spectrum	Spectrum
GA042WDLD	WOODLAND	GA	Spectrum	Spectrum
GA043YTVL	YATESVILLE	GA	Public Service Communications	Public Service Communications
GA040YNHR	YOUNG HARRIS	GA	Blue Ridge Mountain EMC	No Cable
IA134ADAR	ADAIR	IA	Cumberland Telephone	No Cable
IA132AFTN	AFTON	IA	None	No Cable
IA132AGNC	AGENCY	IA	Mediacom	Mediacom
IA132ANWO	AINSWORTH	IA	None	No Cable
IA132ALCY	ALBERT CITY	IA	None	No Cable
IA134ALBI	ALBIA	IA	Mediacom	Mediacom
IA132ALDN	ALDEN	IA	None	No Cable
IA132ALPH	ALPHA	IA	None	No Cable
IA133ALTV	ALTA VISTA	IA	None	No Cable
IA134APT	APLINGTON	IA	Mediacom	Mediacom
IA132ARGY	ARGYLE	IA	None	No Cable
IA132ARIS	ARISPE	IA	None	No Cable
IA133ARTN	ARLINGTON	IA	None	No Cable
IA133ARMS	ARMSTRONG	IA	Ringtel	No Cable
IA134ATLS	ATALISSA	IA	Cloudburst9	No Cable
IA132ATTC	ATTICA	IA	None	No Cable
IA132AUBN	AUBURN	IA	Breda Telephone	No Cable
IA134ADBN	AUDUBON	IA	Mediacom	Mediacom

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
IA134AVOC	AVOCA	IA	Mediacom	Mediacom
IA132BGLY	BAGLEY	IA	None	No Cable
IA134BYRD	BAYARD	IA	None	No Cable
IA133BLLP	BELLE PLAINE	IA	Coon Creek Telephone Company (CCTC)	No Cable
IA134BLLV	BELLEVUE	IA	None	No Cable
IA134BNNT	BENNETT	IA	F&B Communications	No Cable
IA132BNTN	BENTON	IA	None	No Cable
IA132BLBG	BLADENSBURG	IA	Farmers Telephone Co. Batavia, IA	No Cable
IA132BKBG	BLAKESBURG	IA	None	No Cable
IA133BLEN	BLENCOE	IA	Long Lines	Long Lines
IA134BOTN	BOUTON	IA	None	No Cable
IA133BRVL	BRADDYVILLE	IA	None	No Cable
IA132BRND	BRANDON	IA	None	No Cable
IA134BRWR	BRIDGEWATER	IA	Cumberland Telephone	No Cable
IA132BITN	BRIGHTON	IA	Natel	No Cable
IA132BCKY	BUCKEYE	IA	None	No Cable
IA132BSSY	BUSSEY	IA	Mediacom	Mediacom
IA133CMBR	CAMBRIDGE	IA	Huxley Tel Co	No Cable
IA132CNVL	CENTERVILLE	IA	Mediacom	Mediacom
IA133CNCY	CENTRAL CITY	IA	None	No Cable
IA132CHRT	CHARITON	IA	Mediacom	Mediacom
IA134CHRL	CHARLOTTE	IA	None	No Cable
IA133CHLS	CHELSEA	IA	Coon Creek Telephone Company (CCTC)	No Cable
IA132CHLC	CHILLICOTHE	IA	None	No Cable
IA132CNCN	CINCINNATI	IA	None	No Cable
IA133CLRD	CLARINDA	IA	Mediacom	Mediacom
IA132CLFD	CLEARFIELD	IA	None	No Cable
IA133CLBG	COLESBURG	IA	None	No Cable
IA133CLSP	COLLEGE SPRINGS	IA	None	No Cable
IA133CLNS	COLLINS	IA	None	No Cable
IA132CLJT	COLUMBUS JUNCTION	IA	Mediacom	Mediacom
IA132CNSV	CONESVILLE	IA	Louisa Communications	No Cable
IA133CNRY	CONROY	IA	None	No Cable
IA132CNRP	COON RAPIDS	IA	Coon Rapids Utilities	No Cable
IA132CFVL	CRAWFORDSVILLE	IA	FarmTel Communications	No Cable
IA133CRES	CRESCO	IA	Mediacom	Mediacom
IA133CETN	CRESTON	IA	Mediacom	Mediacom
IA133CYLN	CYLINDER	IA	Northwest Communications	No Cable
IA133DEST	DE SOTO	IA	Mediacom	Mediacom

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
IA134DWTT	DE WITT	IA	Grand Mound Communications	No Cable
IA132DDHM	DEDHAM	IA	None	No Cable
IA121DPRV	DEEP RIVER	IA	Iowa Network Services (INS)	No Cable
IA133DELH	DELHI	IA	ComElec Internet Services	No Cable
IA134DLMR	DELMAR	IA	F&B Communications	No Cable
IA133DELT	DELTA	IA	Mediacom	Mediacom
IA132DNMK	DENMARK	IA	None	No Cable
IA133DXTR	DEXTER	IA	Mediacom	Mediacom
IA132DGNL	DIAGONAL	IA	None	No Cable
IA133DLVR	DOLLIVER	IA	Starnet	No Cable
IA132DNSN	DONNELSON	IA	None	No Cable
IA132DODS	DOUDS	IA	None	No Cable
IA132DOWS	DOWS	IA	None	No Cable
IA133DNLP	DUNLAP	IA	Long Lines	Long Lines
IA134DRNT	DURANT	IA	None	No Cable
IA133DYVL	DYERSVILLE	IA	ComElec Internet Services	No Cable
IA133ERVL	EARLVILLE	IA	None	No Cable
IA134EDVL	EDDYVILLE	IA	Mediacom	Mediacom
IA133EDWD	EDGEWOOD	IA	ComElec Internet Services	No Cable
IA132ELDN	ELDON	IA	Mediacom	Mediacom
IA133EKHT	ELKHART	IA	Mediacom	Mediacom
IA133ELMA	ELMA	IA	None	No Cable
IA133EMBG	EMMETSBURG	IA	Mediacom	Mediacom
IA133EPWO	EPWORTH	IA	ComElec Internet Services	No Cable
IA134EXIR	EXIRA	IA	Marnie/Elkhorn Phone Company	No Cable
IA133FRBN	FAIRBANK	IA	None	No Cable
IA134FRFD	FAIRFIELD	IA	Lisco	No Cable
IA133FRLY	FARLEY	IA	ComElec Internet Services	No Cable
IA132FRTN	FARMINGTON	IA	None	No Cable
IA132FASN	FARSON	IA	Farmers Telephone Co. Batavia, IA	No Cable
IA132FYTT	FAYETTE	IA	None	No Cable
IA132FOND	FONDA	IA	None	No Cable
IA134FNTL	FONTANELLE	IA	Cumberland Telephone	No Cable
IA133FRCY	FOREST CITY	IA	Winnebago Cooperative Telecom Association (WCTA)	No Cable
IA134FRBG	FREDERICKSBURG	IA	None	No Cable
IA134FRMT	FREMONT	IA	Mahaska Communications Group	Mediacom
IA133GRWN	GARWIN	IA	None	No Cable
IA133GLBK	GLADBROOK	IA	None	No Cable
IA133GLDN	GLIDDEN	IA	Mediacom	Mediacom

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
IA133GDJT	GRAND JUNCTION	IA	None	No Cable
IA132GDVW	GRANDVIEW	IA	Louisa Communications	No Cable
IA132GRVT	GRAVITY	IA	None	No Cable
IA133GREL	GREELEY	IA	None	No Cable
IA134GRNE	GREENE	IA	Omni Tel	Omni Tel
IA134GNFD	GREENFIELD	IA	Mediacom	Mediacom
IA133GRNL	GRINNELL	IA	Mediacom	Mediacom
IA134GNCT	GRUNDY CENTER	IA	Grundy Center Municipal Utilities	No Cable
IA134GTCT	GUTHRIE CENTER	IA	Guthrie Communications	No Cable
IA134HLBR	HALBUR	IA	None	No Cable
IA134HRLN	HARLAN	IA	Farmers Mutual Cooperative Telephone Company	Mediacom
IA133HRPR	HARPER	IA	Mediacom	Mediacom
IA133HRRS	HARRIS	IA	Mediacom	Mediacom
IA133HRTL	HARTLEY	IA	TCA Wireless	No Cable
IA133HZTN	HAZLETON	IA	None	No Cable
IA132HDRC	HEDRICK	IA	Star Communications	No Cable
IA132HLBO	HILLSBORO	IA	None	No Cable
IA133HLCR	HOLY CROSS	IA	ComElec Internet Services	No Cable
IA133HPTN	HOPKINTON	IA	ComElec Internet Services	No Cable
IA132HGTN	HOUGHTON	IA	None	No Cable
IA132HSTN	HUMESTON	IA	None	No Cable
IA132JAMC	JAMAICA	IA	None	No Cable
IA134JNVL	JANESVILLE	IA	Cedar Falls Utilities	No Cable
IA132KLTN	KELLERTON	IA	Mediacom	Mediacom
IA133KENT	KENT	IA	None	No Cable
IA133KEOT	KEOTA	IA	Lisco	No Cable
IA132KNVL	KNOXVILLE	IA	Mediacom	Mediacom
IA132LACN	LACONA	IA	None	No Cable
IA133LKCY	LAKE CITY	IA	Mediacom	Mediacom
IA132LKVW	LAKE VIEW	IA	Corn Belt Telephone	No Cable
IA133LAMT	LAMONT	IA	ComElec Internet Services	No Cable
IA132LNBO	LANESBORO	IA	None	No Cable
IA132LWLR	LAWLER	IA	None	No Cable
IA134LCLR	LECLAIRE	IA	None	No Cable
IA133LDYR	LEDYARD	IA	Starnet	No Cable
IA133LGRD	LEGRAND	IA	Mediacom	Mediacom
IA132LGTN	LEIGHTON	IA	None	No Cable
IA132LTTS	LETTS	IA	Louisa Communications	No Cable
IA132LBCT	LIBERTY CENTER	IA	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
IA132LBVL	LIBERTYVILLE	IA	Lisco	No Cable
IA132LMSP	LIME SPRINGS	IA	Omni Tel	Omni Tel
IA133LNDN	LINDEN	IA	None	No Cable
IA132LNGV	LINN GROVE	IA	None	No Cable
IA134LSBN	LISBON	IA	None	No Cable
IA133LTSX	LITTLE SIOUX	IA	Logan Net	No Cable
IA132LCRG	LOCKRIDGE	IA	Natel	No Cable
IA133LOGN	LOGAN	IA	Long Lines	Long Lines
IA133LHVL	LOHRVILLE	IA	Northwest Communications	No Cable
IA132LNTR	LONE TREE	IA	Mediacom	Mediacom
IA132LOVL	LOVILIA	IA	Mediacom	Mediacom
IA134LWMR	LOW MOOR	IA	None	No Cable
IA134LWDN	LOWDEN	IA	F&B Communications	No Cable
IA132LUCS	LUCAS	IA	Mediacom	Mediacom
IA133LXBG	LUXEMBURG	IA	None	No Cable
IA132LYTN	LYTTON	IA	Northwest Communications	No Cable
IA132MKBG	MACKSBURG	IA	None	No Cable
IA134MDRD	MADRID	IA	None	No Cable
IA133MGNL	MAGNOLIA	IA	Long Lines	Long Lines
IA133MLCM	MALCOM	IA	Mediacom	Mediacom
IA133MLRD	MALLARD	IA	None	No Cable
IA133MNCH	MANCHESTER	IA	ComElec Internet Services	No Cable
IA134MNNG	MANNING	IA	MMCTSU	No Cable
IA133MNSN	MANSON	IA	Mediacom	Mediacom
IA132MRTH	MARATHON	IA	None	No Cable
IA134MRRK	MARBLE ROCK	IA	Omni Tel	Omni Tel
IA133MRNG	MARENGO	IA	Coon Creek Telephone Company (CCTC)	No Cable
IA132MRDL	MARTENSDALE	IA	None	No Cable
IA132MRBG	MARTINSBURG	IA	None	No Cable
IA133MXWL	MAXWELL	IA	None	No Cable
IA133MYCY	MAY CITY	IA	None	No Cable
IA132MYNR	MAYNARD	IA	None	No Cable
IA133MCBG	MCCALLSBURG	IA	None	No Cable
IA132MLCH	MELCHER	IA	Mediacom	Mediacom
IA134MLRS	MELROSE	IA	None	No Cable
IA133MLVN	MELVIN	IA	Premier	Premier
IA132MILO	MILO	IA	None	No Cable
IA132MLTN	MILTON	IA	None	No Cable
IA134MIND	MINDEN	IA	Walnut Telephone Company	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
IA134MING	MINGO	IA	Mediacom	Mediacom
IA133MODL	MODALE	IA	Logan Net	No Cable
IA133MNDM	MONDAMIN	IA	Logan Net	No Cable
IA132MONR	MONROE	IA	Mediacom	Mediacom
IA121MTZM	MONTEZUMA	IA	Iowa Network Services (INS)	No Cable
IA133MNTR	MONTOUR	IA	None	No Cable
IA132MTRS	MONTROSE	IA	Mediacom	Mediacom
IA132MORV	MORAVIA	IA	None	No Cable
IA134MSCW	MOSCOW	IA	None	No Cable
IA132MTAY	MOUNT AYR	IA	Mediacom	Mediacom
IA132MNPL	MOUNT PLEASANT	IA	Lisco	No Cable
IA132MTUN	MOUNT UNION	IA	None	No Cable
IA132MYST	MYSTIC	IA	None	No Cable
IA133NEVD	NEVADA CITY	IA	Mid Iowa Net	Mediacom
IA134NHTN	NEW HAMPTON	IA	Mediacom	Mediacom
IA132NWLN	NEW LONDON	IA	Mediacom	Mediacom
IA134NWSH	NEW SHARON	IA	Mediacom	Mediacom
IA133NWVN	NEW VIENNA	IA	None	No Cable
IA132NWVR	NEW VIRGINIA	IA	None	No Cable
IA132NWLL	NEWELL	IA	Northwest Communications	No Cable
IA134NWTN	NEWTON	IA	Mediacom	Mediacom
IA132NCHL	NICHOLS	IA	None	No Cable
IA132OKVL	OAKVILLE	IA	Louisa Communications	No Cable
IA133OCHY	OCHEYEDAN	IA	None	No Cable
IA132OLDS	OLDS	IA	FarmTel Communications	No Cable
IA132OLLI	OLLIE	IA	None	No Cable
IA133ORNT	ORIENT	IA	None	No Cable
IA133OSCL	OSCEOLA	IA	Mediacom	Mediacom
IA132OTLY	OTLEY	IA	None	No Cable
IA133OXFR	OXFORD	IA	South Slope	Mediacom
IA132PCWD	PACKWOOD	IA	Lisco	No Cable
IA133PANM	PANAMA	IA	Walnut Telephone Company	No Cable
IA132PLLN	PAULLINA	IA	TCA Wireless	No Cable
IA132PELL	PELLA	IA	Mediacom	Mediacom
IA132PEOR	PEORIA	IA	None	No Cable
IA133PRCV	PERCIVAL	IA	Spiral Communications	No Cable
IA133PERS	PERSIA	IA	Walnut Telephone Company	No Cable
IA132PERU	PERU	IA	None	No Cable
IA132PTSN	PETERSON	IA	TCA Wireless	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
IA133PSGH	PISGAH	IA	Logan Net	No Cable
IA132PLAN	PLANO	IA	None	No Cable
IA132PSVL	PLEASANTVILLE	IA	Mediacom	Mediacom
IA133PMRY	POMEROY	IA	Northwest Communications	No Cable
IA133PTMO	PORTSMOUTH	IA	Walnut Telephone Company	No Cable
IA133PRSC	PRESCOTT	IA	None	No Cable
IA133PRMG	PRIMGHAR	IA	TCA Wireless	No Cable
IA132PRMR	PRIMROSE	IA	None	No Cable
IA132PMCY	PROMISE CITY	IA	None	No Cable
IA133PRTV	PROTIVIN	IA	None	No Cable
IA133RLTN	RALSTON	IA	None	No Cable
IA132RNDA	RANDALIA	IA	None	No Cable
IA133RNDL	RANDALL	IA	Mediacom	Mediacom
IA133RNDH	RANDOLPH	IA	Spiral Communications	No Cable
IA132RDNG	REDDING	IA	None	No Cable
IA133RDFD	REDFIELD	IA	Mediacom	Mediacom
IA133RNBC	REINBECK	IA	Reinbeck Telecommunications Utility	No Cable
IA132RMBR	REMBRANDT	IA	None	No Cable
IA132RCLD	RICHLAND	IA	FarmTel Communications	No Cable
IA132RCKT	RICKETTS	IA	None	No Cable
IA133RPPY	RIPPEY	IA	None	No Cable
IA132RVSD	RIVERSIDE	IA	Mediacom	Mediacom
IA133RVTN	RIVERTON	IA	None	No Cable
IA134ROCH	ROCHESTER	IA	None	No Cable
IA133RCCY	ROCKWELL CITY	IA	Mediacom	Mediacom
IA133ROLD	ROLAND	IA	None	No Cable
IA133ROLF	ROLFE	IA	Havelock Telephone Company	No Cable
IA132RWLY	ROWLEY	IA	None	No Cable
IA132RSSL	RUSSELL	IA	None	No Cable
IA133RYAN	RYAN	IA	ComElec Internet Services	No Cable
IA134SABL	SABULA	IA	None	No Cable
IA132SALM	SALEM	IA	None	No Cable
IA132SCHS	SCHLESWIG	IA	None	No Cable
IA132SYMR	SEYMOUR	IA	None	No Cable
IA132SHCY	SHANNON CITY	IA	None	No Cable
IA134SHLB	SHELBY	IA	Walnut Telephone Company	No Cable
IA133SDNY	SIDNEY	IA	Spiral Communications	No Cable
IA133SGRN	SIGOURNEY	IA	Mediacom	Mediacom
IA133SLTR	SLATER	IA	Huxley Tel Co	Mediacom

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
IA132SOLN	SOLO	IA	Mediacom	Mediacom
IA133STAN	ST. ANSGAR	IA	Omni Tel	Omni Tel
IA132STLC	ST. LUCAS	IA	None	No Cable
IA133STVL	STACYVILLE	IA	Omni Tel	Omni Tel
IA134STWD	STANWOOD	IA	None	No Cable
IA133STCY	STORY CITY	IA	None	No Cable
IA133STPN	STRAWBERRY POINT	IA	NE Iowa Telephone	No Cable
IA134SMNR	SUMNER	IA	None	No Cable
IA133SWCY	SWEA CITY	IA	Mediacom	Mediacom
IA133TABR	TABOR	IA	Spiral Communications	No Cable
IA133THRM	THURMAN	IA	Spiral Communications	No Cable
IA133TFFN	TIFFIN	IA	South Slope	Mediacom
IA132TNGL	TINGLEY	IA	None	No Cable
IA134TPTN	TIPTON	IA	Clarence Telephone	No Cable
IA133TOLD	TOLEDO	IA	Mediacom	Mediacom
IA132TRAC	TRACY	IA	None	No Cable
IA133TRAR	TRAER	IA	Mediacom	Mediacom
IA133TRML	TROY MILLS	IA	None	No Cable
IA132UNVL	UNIONVILLE	IA	None	No Cable
IA132UTEX	UTE	IA	Long Lines	Long Lines
IA132VAIL	VAIL	IA	None	No Cable
IA133VOLG	VOLGA	IA	None	No Cable
IA133WADN	WADENA	IA	None	No Cable
IA133WLKR	WALKER	IA	None	No Cable
IA132WPLL	WAPELLO	IA	Louisa Communications	No Cable
IA133WASH	WASHINGTON CITY	IA	Kalona (KCTC)	No Cable
IA132WACM	WAUCOMA	IA	None	No Cable
IA134WSBG	WELLSBURG	IA	None	No Cable
IA133WCHS	WEST CHESTER	IA	None	No Cable
IA132WSPN	WEST POINT	IA	Mediacom	Mediacom
IA133WHCH	WHAT CHEER	IA	Mediacom	Mediacom
IA133WLBG	WILLIAMSBURG	IA	None	No Cable
IA132WMSN	WILLIAMSON	IA	None	No Cable
IA132WNFD	WINFIELD	IA	Louisa Communications	No Cable
IA133WDBI	WOODBINE	IA	Long Lines	Long Lines
IA133WOTN	WORTHINGTON	IA	ComElec Internet Services	No Cable
KY219ALBY	ALBANY	KY	Mediacom	Mediacom
KY220ARTN	ARLINGTON	KY	None	No Cable
KY219ASLD	ASHLAND	KY	Spectrum	Spectrum

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
KY220AGST	AUGUSTA	KY	Spectrum	Spectrum
KY220BBVL	BARBOURVILLE	KY	Spectrum	Spectrum
KY220BRWL	BARDWELL	KY	Zito Media	Zito Media
KY220BESP	BEE SPRING	KY	South Central Rural Telephone Cooperative (SCRTC)	No Cable
KY219BERE	BEREA	KY	Spectrum	Spectrum
KY219BRVL	BRADSFORDVILLE	KY	Spectrum	Spectrum
KY220BRHD	BRODHEAD	KY	Spectrum	Spectrum
KY220BKVL	BROOKSVILLE	KY	Spectrum	Spectrum
KY220BWVL	BROWNSVILLE	KY	Mediacom	Mediacom
KY219BTVL	BRYANTSVILLE	KY	Spectrum	Spectrum
KY219BSVL	BURKESVILLE	KY	Mediacom	Mediacom
KY219BRSD	BURNSIDE	KY	Spectrum	Spectrum
KY220CLCT	CALVERT CITY	KY	Spectrum	Spectrum
KY219CMVL	CAMPBELLSVILLE	KY	Comcast	Comcast
KY220CYVL	CANEYVILLE	KY	Mediacom	Mediacom
KY219CTBG	CATLETTSBURG	KY	Spectrum	Spectrum
KY219CECL	CECILIA	KY	Comcast	Comcast
KY220CKSN	CLARKSON	KY	Comcast	Comcast
KY219CLMA	COLUMBIA	KY	Duo County Telecom	No Cable
KY220CLMB	COLUMBUS	KY	Zito Media	Zito Media
KY220CMLD	CUMBERLAND	KY	Access Cable Television	Access Cable Television
KY220DOVR	DOVER	KY	Spectrum	Spectrum
KY220EBRN	EAST BERNSTADT	KY	Spectrum	Spectrum
KY219EZTW	ELIZABETH TOWN	KY	Brandenburg Telephone	Comcast
KY220EBNK	EUBANK	KY	Spectrum	Spectrum
KY220EVRS	EVARTS	KY	Harlan Community Cable	Harlan Community Cable
KY219EWNG	EWING	KY	Spectrum	Spectrum
KY220FBSH	FAUBUSH	KY	Spectrum	Spectrum
KY220FRNL	FERNLEAF	KY	Spectrum	Spectrum
KY220FLLC	FLAT LICK	KY	Spectrum	Spectrum
KY219FMBG	FLEMINGSBURG	KY	Spectrum	Spectrum
KY219GRSN	GARRISON	KY	Spectrum	Spectrum
KY220GMTW	GERMANTOWN	KY	Spectrum	Spectrum
KY219GLSG	GLASGOW	KY	South Central Rural Telephone Cooperative (SCRTC)	Mediacom
KY219GYSN	GRAYSON	KY	Spectrum	Spectrum
KY219GNBG	GREENSBURG	KY	South Central Rural Telephone Cooperative (SCRTC)	Access Cable Television
KY219GNUP	GREENUP	KY	Armstrong Cable	Armstrong Cable
KY219HZRD	HAZARD	KY	TVS Cable	Spectrum
KY219HLBO	HILLSBORO	KY	Spectrum	Spectrum

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
KY219HGV	HODGENVILLE	KY	Comcast	Comcast
KY219HTV	HUSTONVILLE	KY	Spectrum	Spectrum
KY220IRVN	IRVINE	KY	Irvine Online	Irvine Online
KY220JNKN	JENKINS	KY	Intermountain Cable	Intermountain Cable
KY220JHVL	JOHNSVILLE	KY	Spectrum	Spectrum
KY219LNCS	LANCASTER	KY	Spectrum	Spectrum
KY219LTWD	LEATHERWOOD	KY	TVS Cable	TVS Cable
KY219LBNN	LEBANON	KY	Spectrum	Spectrum
KY219LTFD	LEITCHFIELD	KY	Comcast	Comcast
KY220LWGM	LEWISBURG	KY	None	No Cable
KY219LXTN	LEXINGTON	KY	Spectrum	Spectrum
KY219LBRT	LIBERTY	KY	Spectrum	Spectrum
KY220LVTN	LIVINGSTON	KY	Spectrum	Spectrum
KY220LOND	LONDON	KY	Spectrum	Spectrum
KY219LRTT	LORETTO	KY	Spectrum	Spectrum
KY220MMCV	MAMOTH CAVE	KY	None	No Cable
KY220MNCH	MANCHESTER	KY	Spectrum	Spectrum
KY220MYLC	MAYS LICK	KY	None	No Cable
KY219MEDS	MEADS	KY	Spectrum	Spectrum
KY219MDWY	MIDWAY	KY	Spectrum	Spectrum
KY220MLBN	MILBURN	KY	None	No Cable
KY219MNTI	MONTICELLO	KY	Community Telcom Service	Community Telcom Service
KY219MRHD	MOREHEAD	KY	Spectrum	Spectrum
KY220MTOL	MT OLIVE	KY	Spectrum	Spectrum
KY220MTVR	MT VERNON	KY	Spectrum	Spectrum
KY221MTWS	MT WASHINGTON	KY	Spectrum	Spectrum
KY219NANC	NANCY	KY	Spectrum	Spectrum
KY219NCVL	NICHOLASVILLE	KY	Spectrum	Spectrum
KY219OLHL	OLIVE HILL	KY	Spectrum	Spectrum
KY220ONED	ONEIDA	KY	Spectrum	Spectrum
KY219OWVL	OWINGSVILLE	KY	Spectrum	Spectrum
KY219PNLC	PAINT LICK	KY	None	No Cable
KY220PRCY	PARK CITY	KY	South Central Rural Telephone Cooperative (SCRTC)	Spectrum
KY219RSSL	RUSSELL	KY	Spectrum	Spectrum
KY219SLLC	SALT LICK	KY	Spectrum	Spectrum
KY220SCHL	SCIENCE HILL	KY	Spectrum	Spectrum
KY219SCVL	SCOTTSVILLE	KY	North Central Telephone Cooperative (NCTC)	No Cable
KY219SHBG	SHARPSBURG	KY	Spectrum	Spectrum
KY221SHPV	SHEPHERDSVILLE	KY	Spectrum	Spectrum

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
KY220SOVL	SHOPVILLE	KY	Spectrum	Spectrum
KY220SMLD	SMITHLAND	KY	Mediacom	Mediacom
KY220SMGV	SMITHS GROVE	KY	South Central Rural Telephone Cooperative (SCRTC)	Spectrum
KY219SMRT	SOMERSET	KY	Spectrum	Spectrum
KY219SHDN	SOUTH HARDIN	KY	Comcast	Comcast
KY219SSHR	SOUTH SHORE	KY	Spectrum	Spectrum
KY219TLBO	TOLLESBORO	KY	Spectrum	Spectrum
KY219TMVL	TOMPKINSVILLE	KY	South Central Rural Telephone Cooperative (SCRTC)	Mediacom
KY220UNTW	UNIONTOWN	KY	Spectrum	Spectrum
KY219VNBG	VANCEBURG	KY	Spectrum	Spectrum
KY219VRSL	VERSAILLES	KY	Spectrum	Spectrum
KY219VICC	VICCO	KY	TVS Cable	TVS Cable
KY220WASH	WASHINGTON	KY	Spectrum	Spectrum
KY220WHLL	WHITE LILY	KY	Spectrum	Spectrum
KY219WLMR	WILMORE	KY	Spectrum	Spectrum
KY221ZNTN	ZONETON	KY	Spectrum	Spectrum
MN123ANDL	ANNANDALE	MN	Midco	Midco
MN135BCKR	BECKER	MN	Midco	Midco
MN135BGLK	BIG LAKE	MN	Spectrum	Spectrum
MN425CMBR	CAMBRIDGE	MN	None	No Cable
MN135GLND	GLENDORADO	MN	Palmer Wireless	No Cable
MN123MPLK	MAPLE LAKE	MN	Spectrum	Spectrum
MN123MTRS	MONTROSE	MN	Comcast	Comcast
MN425NBRN	NORTH BRANCH	MN	None	No Cable
MN123PYVL	PAYNESVILLE	MN	Mediacom	Mediacom
MN425PRTN	PRINCETON	MN	None	No Cable
MN123SOHN	SOUTHHAVEN	MN	CitEscape Wireless	No Cable
MN123WVRL	WAVERLY	MN	Comcast	Comcast
MN426WLMR	WILLMAR	MN	None	No Cable
MN135ZMMN	ZIMMERMAN	MN	Midco	Midco
MO207ALBY	ALBANY	MO	Mediacom	Mediacom
MO207ALDR	ALDRICH	MO	None	No Cable
MO207ALDL	ALLENDAL	MO	None	No Cable
MO207BLFL	BELLFLOWER	MO	None	No Cable
MO207BLVR	BOLIVAR	MO	U-link	No Cable
MO207CLUB	CLUBB	MO	None	No Cable
MO207CFFY	COFFEY	MO	None	No Cable
MO207CRCR	CROCKER	MO	Cable America	Cable America
MO207DIXN	DIXON	MO	Cable America	Cable America

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
MO207DNPH	DONIPHAN	MO	BOYCOM Cablevision	BOYCOM Cablevision
MO207EOLI	EOLIA	MO	None	No Cable
MO207FRPL	FAIR PLAY	MO	None	No Cable
MO207FRDL	FAIRDEALING	MO	None	No Cable
MO207FRVW	FAIRVIEW	MO	None	No Cable
MO207FLRN	FLORENCE	MO	Co-Mo Electric Cooperative	No Cable
MO207GALL	GALLATIN	MO	None	No Cable
MO207GDIN	GRANDIN	MO	None	No Cable
MO207GTCY	GRANT CITY	MO	None	No Cable
MO207GNVL	GREENVILLE	MO	None	No Cable
MO207HLWY	HALFWAY	MO	None	No Cable
MO207HLDY	HOLLIDAY	MO	MCM Systems	No Cable
MO207IBER	IBERIA	MO	Cable America	Cable America
MO207JMSN	JAMESON	MO	None	No Cable
MO207LCLD	LACLEDE	MO	MCM Systems	No Cable
MO207LBRL	LIBERAL	MO	Mediacom	Mediacom
MO207MDSN	MADISON	MO	Spectrum	Spectrum
MO207MRBG	MARTINSBURG	MO	Spectrum	Spectrum
MO207MNDN	MENDON	MO	MCM Systems	No Cable
MO207MDTW	MIDDLETOWN	MO	None	No Cable
MO207MILN	MILAN	MO	BlueBird Network	No Cable
MO207MDNM	MINDENMINES	MO	None	No Cable
MO207MRVL	MORRISVILLE	MO	Total High Speed	No Cable
MO207MYRT	MYRTLE	MO	None	No Cable
MO207NYLR	NAYLOR	MO	None	No Cable
MO207NLVL	NEELYVILLE	MO	None	No Cable
MO207NHFR	NEW HARTFORD	MO	None	No Cable
MO207OLNY	OLNEY	MO	None	No Cable
MO207OXLY	OXLY	MO	None	No Cable
MO207PASN	PATTERSON	MO	BOYCOM Cablevision	BOYCOM Cablevision
MO207PTBG	PATTONSBURG	MO	None	No Cable
MO207PDMT	PIEDMONT	MO	BOYCOM Cablevision	BOYCOM Cablevision
MO207PLHP	PLEASANT HOPE	MO	None	No Cable
MO207POLK	POLK	MO	None	No Cable
MO207PNDR	PONDER	MO	None	No Cable
MO207PRDY	PURDY	MO	Mediacom	Mediacom
MO207RTVL	ROTHVILLE	MO	MCM Systems	No Cable
MO207SILX	SILEX	MO	None	No Cable
MO207STEZ	ST ELIZABETH	MO	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
MO207STCY	STARK CITY	MO	Mediacom	Mediacom
MO207SKTN	STOCKTON	MO	None	No Cable
MO207SOCY	STOTTS CITY	MO	None	No Cable
MO207STVR	STOVER	MO	Co-Mo Electric Cooperative	No Cable
MO207SMNR	SUMNER	MO	MCM Systems	No Cable
MO207UNST	UNION STAR	MO	None	No Cable
MO207VAND	VANDALIA	MO	Ralls county Elec	No Cable
MO207VRNA	VERONA	MO	Suddenlink	Suddenlink
MO207WPPL	WAPPAPELLO PARK	MO	BOYCOM Cablevision	BOYCOM Cablevision
MO207WHTN	WHEATON	MO	Mediacom	Mediacom
MO207WSVL	WILLIAMSVILLE	MO	None	No Cable
MO207WNTN	WINSTON	MO	None	No Cable
MS037BSFD	BASSFIELD	MS	None	No Cable
MS037FLRN	FLORENCE	MS	Comcast	Comcast
MS037PRNT	PRENTISS	MS	None	No Cable
NC017ABDN	ABERDEEN	NC	Spectrum	Spectrum
NC018ALBM	ALBEMARLE	NC	Spectrum	Spectrum
NC017ASVL	ANSONVILLE	NC	Spectrum	Spectrum
NC018BADN	BADIN	NC	Spectrum	Spectrum
NC017BRWY	BROADWAY	NC	Spectrum	Spectrum
NC018CHGV	CHINA GROVE-LANDIS	NC	Spectrum	Spectrum
NC061CHLD	CHURCHLAND	NC	None	No Cable
NC017CLBS	COLUMBUS	NC	None	No Cable
NC018CNCR	CONCORD	NC	Spectrum	Spectrum
NC017DENT	DENTON	NC	Spectrum	Spectrum
NC017GRQY	GRANITE QUARRY	NC	Spectrum	Spectrum
NC017GRCK	GREEN CREEK	NC	None	No Cable
NC018HRBG	HARRISBURG	NC	Spectrum	Spectrum
NC061HYVL	HAYESVILLE	NC	None	No Cable
NC017HMBR	HEMBY BRIDGE	NC	Spectrum	Spectrum
NC061HIPT	HIGH POINT	NC	#N/A	#N/A
NC017INTR	INDIAN TRAIL	NC	Spectrum	Spectrum
NC018KNPL	KANNAPOLIS	NC	Spectrum	Spectrum
NC017KING	KING	NC	Spectrum	Spectrum
NC017LRHL	LAUREL HILL	NC	Spectrum	Spectrum
NC017LWVL	LEWISVILLE	NC	Spectrum	Spectrum
NC061LXNG	LEXINGTON	NC	Spectrum	Spectrum
NC017LLVL	LILESVILLE	NC	Spectrum	Spectrum
NC061LNWD	LINWOOD	NC	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NC017MAVL	MARSHVILLE	NC	Spectrum	Spectrum
NC017MTHW	MATTHEWS	NC	Spectrum	Spectrum
NC017MRVL	MOORESVILLE	NC	Spectrum	Spectrum
NC017MRVN	MORVEN	NC	None	No Cable
NC018MNPL	MT PLEASANT	NC	Spectrum	Spectrum
NC017CLEC	NC CABLE	NC	#N/A	#N/A
NC018NWLN	NEW LONDON	NC	Spectrum	Spectrum
NC017NWSL	NEW SALEM	NC	Spectrum	Spectrum
NC017NRWD	NORWOOD	NC	Spectrum	Spectrum
NC018OKBO	OAKBORO	NC	Spectrum	Spectrum
NC017OLTW	OLD TOWN	NC	Spectrum	Spectrum
NC017OLIV	OLIVIA	NC	Spectrum	Spectrum
NC017PCLD	PEACHLND-POLKTON	NC	Spectrum	Spectrum
NC017PBLF	PINEBLUFF	NC	Spectrum	Spectrum
NC061REED	REEDS	NC	None	No Cable
NC017RRHL	RURAL HALL	NC	Spectrum	Spectrum
NC017SNFR	SANFORD	NC	Spectrum	Spectrum
NC061STHM	SOUTHMONT	NC	Spectrum	Spectrum
NC017SLVL	STANLEYVILLE	NC	Spectrum	Spectrum
NC061THVL	THOMASVILLE	NC	None	No Cable
NC017TRYN	TRYON	NC	None	No Cable
NC017WDBO	WADESBORO	NC	Spectrum	Spectrum
NC017WGRM	WAGRAM	NC	Spectrum	Spectrum
NC017WXHW	WAXHAW	NC	Spectrum	Spectrum
NC061WLCM	WELCOME	NC	Spectrum	Spectrum
NC017WNGT	WINGATE	NC	Spectrum	Spectrum
NC332CHRL	CHARLOTTE	NC	None	No Cable
NC332DVSN	DAVIDSON	NC	None	No Cable
NC332HSVL	HUNTERSVILLE	NC	None	No Cable
NC332LCST	LOCUST	NC	None	No Cable
NC476MONR	MONROE	NC	None	No Cable
NE150ADMS	ADAMS	NE	Diode Communications	No Cable
NE150ALXN	ALEXANDRIA	NE	None	No Cable
NE150ASLD	ASHLAND	NE	Spectrum	Spectrum
NE150AUBN	AUBURN	NE	Spectrum	Spectrum
NE150AVOC	AVOCA	NE	None	No Cable
NE150BRTN	BARNESTON	NE	Diode Communications	No Cable
NE150BTRC	BEATRICE	NE	Spectrum	Spectrum
NE150BVRC	BEAVER CROSSING	NE	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NE150BLWD	BELLWOOD	NE	None	No Cable
NE150BNDC	BENEDICT	NE	None	No Cable
NE150BNNT	BENNET	NE	Diode Communications	No Cable
NE150BRDS	BRADSHAW	NE	None	No Cable
NE150BRNR	BRAINARD	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150BOCK	BROCK	NE	Jag Wireless	No Cable
NE150BWVL	BROWNVILLE	NE	Jag Wireless	No Cable
NE150BRNG	BRUNING	NE	Diode Communications	Zito Media
NE150BRUN	BRUNO	NE	None	No Cable
NE150BRCH	BURCHARD	NE	Jag Wireless	No Cable
NE150BURR	BURR	NE	Jag Wireless	No Cable
NE150CATN	CARLETON	NE	None	No Cable
NE150CDBL	CEDAR BLUFFS	NE	Spectrum	Spectrum
NE150CRSC	CERESCO	NE	Spectrum	Spectrum
NE150CLAT	CLATONIA	NE	Diode Communications	Zito Media
NE150CLCT	CLAY CENTER	NE	Zito Media	Zito Media
NE150COLN	COLON	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150COOK	COOK	NE	Jag Wireless	No Cable
NE150CRDV	CORDOVA	NE	Diode Communications	No Cable
NE150CRLD	CORTLAND	NE	Diode Communications	No Cable
NE150CRBO	CRAB ORCHARD	NE	Jag Wireless	No Cable
NE150CRET	CRETE	NE	Spectrum	Spectrum
NE150DVPT	DAVENPORT	NE	Zito Media	Zito Media
NE150DAVY	DAVEY	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150DVCY	DAVID CITY	NE	None	No Cable
NE150DWSN	DAWSON	NE	Spectrum	Spectrum
NE150DYKN	DAYKIN	NE	Diode Communications	No Cable
NE150DNTN	DENTON	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150DEWS	DEWEESE	NE	None	No Cable
NE150DWTT	DEWITT	NE	Diode Communications	Zito Media
NE150DRCH	DORCHESTER	NE	Zito Media	Zito Media
NE150DGLS	DOUGLAS	NE	Jag Wireless	No Cable
NE150DUBS	DUBOIS	NE	Jag Wireless	No Cable
NE150DUNB	DUNBAR	NE	Jag Wireless	No Cable
NE150DWGH	DWIGHT	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150EAGL	EAGLE	NE	Zito Media	Zito Media
NE150EDGR	EDGAR	NE	Zito Media	Zito Media
NE150EKCK	ELK CREEK	NE	Spectrum	Spectrum
NE150EMWD	ELMWOOD	NE	Spectrum	Spectrum

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NE150EXTR	EXETER	NE	Zito Media	Zito Media
NE150FRBR	FAIRBURY	NE	Spectrum	Spectrum
NE150FRFD	FAIRFIELD	NE	Glenwood	Zito Media
NE150FAMT	FAIRMONT	NE	Zito Media	Zito Media
NE150FLLY	FILLEY	NE	Diode Communications	No Cable
NE150FRTH	FIRTH	NE	Diode Communications	No Cable
NE150FRND	FRIEND	NE	Zito Media	Zito Media
NE150GRLD	GARLAND	NE	None	No Cable
NE150GENV	GENEVA	NE	Zito Media	Zito Media
NE150GLNV	GLENNVILLE	NE	None	No Cable
NE150GFTN	GRAFTON	NE	None	No Cable
NE150GNWD	GREENWOOD	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150GRHM	GRESHAM	NE	None	No Cable
NE150GDRK	GUIDE ROCK	NE	Glenwood	No Cable
NE150HLLM	HALLAM	NE	Diode Communications	Zito Media
NE150HANS	HANSON	NE	Glenwood	No Cable
NE150HRDY	HARDY	NE	None	No Cable
NE150HRVR	HARVARD	NE	Zito Media	Zito Media
NE150HSNG	HASTINGS	NE	Spectrum	Spectrum
NE150HBRN	HEBRON	NE	Diode Communications	No Cable
NE150HCMN	HICKMAN	NE	Zito Media	Zito Media
NE150HMBL	HUMBOLDT	NE	Spectrum	Spectrum
NE150ITHC	ITHACA	NE	None	No Cable
NE150JNSN	JANSEN	NE	Diode Communications	No Cable
NE150JHSN	JOHNSON	NE	Spectrum	Spectrum
NE150JULN	JULIAN	NE	Jag Wireless	No Cable
NE150JUNT	JUNIATA	NE	Glenwood	No Cable
NE150KNSW	KENESAW	NE	Glenwood	No Cable
NE150LBRT	LIBERTY	NE	Diode Communications	No Cable
NE150LNCL	LINCOLN	NE	Spectrum	Spectrum
NE150LSVL	LOUISVILLE	NE	Spectrum	Spectrum
NE150MLCL	MALCOLM	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150MRTL	MARTELL	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150MCJT	MCCOOL JUNCTION	NE	Zito Media	Zito Media
NE150MEAD	MEAD	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150MLFR	MILFORD	NE	Zito Media	Zito Media
NE150MLGN	MILLIGAN	NE	Zito Media	Zito Media
NE150MRDC	MURDOCK	NE	Spectrum	Spectrum
NE150MRRY	MURRAY	NE	Spiral Communications	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NE150NBCY	NEBRASKA CITY	NE	Spectrum	Spectrum
NE150NHWK	NEHAWKA	NE	Jag Wireless	No Cable
NE150NLSN	NELSON	NE	Glenwood	Zito Media
NE150NEMH	NEMAHA	NE	Jag Wireless	No Cable
NE150OCTV	OCTAVIA	NE	None	No Cable
NE150OHIW	OHIOWA	NE	None	No Cable
NE150ONGX	ONG	NE	None	No Cable
NE150OSCL	OSCEOLA	NE	Eagle Communications	Eagle Communications
NE150OTOE	OTOE	NE	Jag Wireless	No Cable
NE150PLMY	PALMYRA	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150PANM	PANAMA	NE	Diode Communications	No Cable
NE150PWCY	PAWNEE CITY	NE	Spectrum	Spectrum
NE150PERU	PERU	NE	Spectrum	Spectrum
NE150PCKR	PICKRELL	NE	Diode Communications	No Cable
NE150PLTS	PLATTSMOUTH	NE	Spectrum	Spectrum
NE150PLDL	PLEASANT DALE	NE	Zito Media	Zito Media
NE150PLMO	PLYMOUTH	NE	Diode Communications	Zito Media
NE150POLK	POLK	NE	Eagle Communications	Eagle Communications
NE150RYMN	RAYMOND	NE	Affordable Internet Solutions - AIS Wireless	No Cable
NE150RSCY	RISING CITY	NE	Eagle Communications	Eagle Communications
NE150RSKN	RUSKIN	NE	None	No Cable
NE150SWRD	SEWARD	NE	Spectrum	Spectrum
NE150SHLB	SHELBY	NE	Eagle Communications	Eagle Communications
NE150SHCK	SHICKLEY	NE	Zito Media	Zito Media
NE150STCY	STEELE CITY	NE	Diode Communications	No Cable
NE150STNR	STEINAUER	NE	Jag Wireless	No Cable
NE150STNG	STERLING	NE	Spectrum	Spectrum
NE150STBG	STROMSBURG	NE	Eagle Communications	Eagle Communications
NE150SPRR	SUPERIOR	NE	Glenwood	Spectrum
NE150SRPS	SURPRISE	NE	None	No Cable
NE150STTN	SUTTON	NE	Zito Media	Zito Media
NE150SWTN	SWANTON	NE	Diode Communications	No Cable
NE150SYRC	SYRACUSE	NE	Zito Media	Zito Media
NE150TBRK	TABLE ROCK	NE	Spectrum	Spectrum
NE150TLMG	TALMAGE	NE	Jag Wireless	No Cable
NE150TAMR	TAMORA	NE	None	No Cable
NE150TCMS	TECUMSEH	NE	Spectrum	Spectrum
NE150TOBS	TOBIAS	NE	Diode Communications	No Cable
NE150UNAD	UNADILLA	NE	Jag Wireless	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NE150UNIN	UNION	NE	Jag Wireless	No Cable
NE150UTIC	UTICA	NE	Zito Media	Zito Media
NE150VLPR	VALPARAISO	NE	Affordable Internet Solutions - AIS Wireless	Zito Media
NE150WACO	WACO	NE	Zito Media	Zito Media
NE150WAHO	WAHOO	NE	Spectrum	Spectrum
NE150WVRL	WAVERLY	NE	Spectrum	Spectrum
NE150WPWR	WEeping WATER	NE	Zito Media	Zito Media
NE150WSTR	WESTERN	NE	Diode Communications	No Cable
NE150WLBR	WILBUR	NE	Zito Media	Zito Media
NE150WYMR	WYMORE	NE	Zito Media	Zito Media
NE150YORK	YORK	NE	Spectrum	Spectrum
NE150YUTN	YUTAN	NE	None	No Cable
NM300ABIQ	ABIQUE	NM	None	No Cable
NM300ALTO	ALTO	NM	TDS	TDS
NM300CNJL	CANJILON	NM	None	No Cable
NM300CAPT	CAPITAN	NM	TDS	TDS
NM300CRLB	CARLSBAD	NM	TDS	TDS
NM300CBCV	CARLSBAD CAVERNS	NM	Century Link	No Cable
NM300CHAM	CHAMA	NM	None	No Cable
NM300CHMY	CHIMAYO	NM	None	No Cable
NM300CUBA	CUBA	NM	None	No Cable
NM300DIXN	DIXON	NM	None	No Cable
NM300DULC	DULCE	NM	None	No Cable
NM300ELRT	EL RITO	NM	None	No Cable
NM300ESPN	ESPANOLA	NM	Cyber Mesa	No Cable
NM300EUNC	EUNICE	NM	TDS	TDS
NM300GLLN	GALLINA	NM	None	No Cable
NM300HLBO	HILLSBORO	NM	TDS	TDS
NM300HBBS	HOBBS	NM	TDS	TDS
NM300JALX	JAL	NM	TDS	TDS
NM300JMSP	JEMEZ SPRINGS	NM	None	No Cable
NM300LNDR	LINDRITH	NM	None	No Cable
NM300LVNG	LOVING	NM	TDS	TDS
NM300LGTN	LOVINGTON	NM	TDS	TDS
NM300LYBK	LYBROOK	NM	None	No Cable
NM300MSCL	MESCALERO	NM	TDS	TDS
NM300OJCL	OJO CALLIENTE	NM	None	No Cable
NM300RUDS	RUIDOSO	NM	TDS	TDS
NM300RDDW	RUIDOSO DOWNS	NM	TDS	TDS

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NM300SNYS	SAN YSIDRO	NM	None	No Cable
NM300TRAM	TIERRA AMARILLA	NM	None	No Cable
NM300TRCH	TRUCHAS	NM	Cyber Mesa	No Cable
NM300TRCN	TRUTH OR CONSEQUENCE	NM	TDS	TDS
NM300VLCT	VALLECITOS	NM	None	No Cable
NM300VLRD	VELARDE	NM	None	No Cable
NY087BMPN	BEMUS POINT	NY	DFT	Spectrum
NY087CZNV	CAZENOVIA	NY	Spectrum	Spectrum
NY087CNSQ	CENTRAL SQUARE	NY	Spectrum	Spectrum
NY087CHTQ	CHAUTAUQUA	NY	DFT	Spectrum
NY087CLYM	CLYMER	NY	DFT	Spectrum
NY087ELTN	ELLINGTON	NY	DFT	Spectrum
NY087FWBG	FREWSBURG	NY	DFT	Spectrum
NY087FLTN	FULTON	NY	Spectrum	Spectrum
NY087GRRY	GERRY	NY	DFT	Spectrum
NY087JMTW	JAMESTOWN	NY	DFT	Spectrum
NY087KNDY	KENNEDY	NY	DFT	Spectrum
NY087LKWD	LAKEWOOD	NY	DFT	Spectrum
NY087MNLS	MANLIUS	NY	Spectrum	Spectrum
NY087MRCL	MARCELLUS	NY	Spectrum	Spectrum
NY087MUNV	MUNNSVILLE	NY	Spectrum	Spectrum
NY087PANM	PANAMA	NY	DFT	Spectrum
NY087PHNX	PHOENIX	NY	Spectrum	Spectrum
NY087RNDH	RANDOLPH	NY	DFT	Spectrum
NY087SHRV	SHORTSVILLE	NY	Spectrum	Spectrum
NY087SNCV	SINCLAIRVILLE	NY	DFT	Spectrum
NY087STBG	STEAMBURG	NY	DFT	Spectrum
NY087STMN	STEDMAN	NY	DFT	Spectrum
NY087WWFD	WEST WINFIELD	NY	Spectrum	Spectrum
OH080ASHT	ASHTABULA	OH	Spectrum	Spectrum
OH080AURR	AURORA	OH	Spectrum	Spectrum
OH080ASBG	AUSTINBURG	OH	Spectrum	Spectrum
OH080BNBG	BAINBRIDGE	OH	Spectrum	Spectrum
OH080BLDL	BLOOMINGDALE	OH	Jefferson County Cable	Jefferson County Cable
OH080CNTB	CENTERVILLE	OH	None	No Cable
OH080CNRD	CHARDON	OH	Spectrum	Spectrum
OH080CHES	CHESTER	OH	Spectrum	Spectrum
OH158MRNC	CHESTERFIELD	OH	bright.net North	No Cable
OH158CLST	COLUMBIA STATION	OH	Spectrum	Spectrum

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
OH080COOL	COOLVILLE	OH	Spectrum	Spectrum
OH158CVTN	COVINGTON	OH	Spectrum	Spectrum
OH080CMLD	CUMBERLAND	OH	Suddenlink	Suddenlink
OH158DELT	DELTA	OH	Spectrum	Spectrum
OH080DORS	DORSET	OH	Zito Media	Zito Media
OH080ECLR	EAST CLARIDON	OH	Zito Media	Zito Media
OH158ELYR	ELYRIA	OH	Spectrum	Spectrum
OH080FRVW	FAIRVIEW	OH	Suddenlink	Suddenlink
OH080GENV	GENEVA	OH	Spectrum	Spectrum
OH158GRVI	GRANVILLE	OH	Spectrum	Spectrum
OH158GRTT	GRATIOT	OH	Spectrum	Spectrum
OH158HNVR	HANOVER	OH	Spectrum	Spectrum
OH080HNCK	HINCKLEY	OH	Spectrum	Spectrum
OH080HIRM	HIRAM	OH	Spectrum	Spectrum
OH080HPDL	HOPEDALE	OH	Spectrum	Spectrum
OH080HDSN	HUDSON	OH	Spectrum	Spectrum
OH080HTBG	HUNTSBURG	OH	Zito Media	Zito Media
OH158KNTN	KENTON	OH	Spectrum	Spectrum
OH080KINV	KINGSVILLE	OH	Spectrum	Spectrum
OH080LTHC	LITTLE HOCKING	OH	Spectrum	Spectrum
OH080MDSN	MADISON	OH	Spectrum	Spectrum
OH080MSPT	MESOPOTAMIA	OH	None	No Cable
OH080MLFD	MIDDLEFIELD	OH	Spectrum	Spectrum
OH080MTVL	MONTVILLE	OH	Zito Media	Zito Media
OH080MRTW	MORRISTOWN	OH	None	No Cable
OH158NPLS	NEAPOLIS	OH	Spectrum	Spectrum
OH158NWRK	NEWARK	OH	Spectrum	Spectrum
OH080NEBY	NEWBURY	OH	Spectrum	Spectrum
OH080NRFD	NORTHFIELD	OH	Spectrum	Spectrum
OH080OLWS	OLD WASHINGTON	OH	Suddenlink	Suddenlink
OH080PRMN	PARKMAN	OH	Suddenlink	Suddenlink
OH158PLNG	PAULDING	OH	Spectrum	Spectrum
OH080PNSL	PENINSULA	OH	Spectrum	Spectrum
OH080PRRY	PERRY	OH	Spectrum	Spectrum
OH080PIRP	PIERPOINT	OH	Zito Media	Zito Media
OH158PLHL	PLEASANT HILL	OH	Spectrum	Spectrum
OH080PWPVN	POWHATAN POINT	OH	Spectrum	Spectrum
OH080QKCY	QUAKER CITY	OH	Suddenlink	Suddenlink
OH080RCFD	RICHFIELD	OH	Spectrum	Spectrum

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
OH080RCKK	ROCK CREEK	OH	Zito Media	Zito Media
OH080RSSL	RUSSELL	OH	Spectrum	Spectrum
OH158STLS	SAINT LOUISVILLE	OH	Spectrum	Spectrum
OH158STPR	SAINT PARIS	OH	Spectrum	Spectrum
OH080THSN	THOMPSON	OH	Spectrum	Spectrum
OH080TML	TRUMBULL	OH	Zito Media	Zito Media
OH080TWBG	TWINSBURG	OH	Spectrum	Spectrum
OK100ASHR	ASHER	OK	None	No Cable
OK206ASLD	ASHLAND	OK	None	No Cable
OK100AVNT	AVANT	OK	Community Cablevision	Community Cablevision
OK100BRNS	BARNSDALL	OK	Community Cablevision	Community Cablevision
OK208BARN	BARON	OK	None	No Cable
OK206BTST	BATTIEST	OK	None	No Cable
OK100BYTN	BOYNTON	OK	None	No Cable
OK100BRAR	BROKEN ARROW	OK	Cox	Cox
OK206BRFL	BURNS FLAT	OK	Dobson	No Cable
OK206BTLR	BUTLER	OK	Dobson	No Cable
OK208CMRN	CAMERON	OK	None	No Cable
OK206CANT	CANUTE	OK	Dobson	No Cable
OK100CHTH	CHECOTAH	OK	Cross Communication	Vyve
OK206CLRT	CLARITA	OK	None	No Cable
OK206CNVL	CONNERVILLE	OK	360 Communications	No Cable
OK206CORN	CORN	OK	Flash Link	No Cable
OK100COWT	COWETA	OK	Cox	Cox
OK206DLCY	DILL CITY	OK	Dobson	No Cable
OK206ELCY	ELMORE CITY	OK	Rise Broadband	No Cable
OK206ELWT	ELMORE WEST	OK	None	No Cable
OK100FRFX	FAIRFAX	OK	None	No Cable
OK206FOSS	FOSS	OK	Dobson	No Cable
OK206GRTY	GERTY	OK	360 Communications	No Cable
OK206GOTB	GOTEBO	OK	Flash Link	No Cable
OK206HMMN	HAMMONS	OK	None	No Cable
OK100HSL	HASKELL	OK	BTC Broadband	No Cable
OK208HVN	HEAVENER	OK	None	No Cable
OK100HMNY	HOMINY	OK	Community Cablevision	Community Cablevision
OK100KWCY	KAW CITY	OK	Community Cablevision	Community Cablevision
OK206KIOW	KIOWA	OK	360 Communications	No Cable
OK100LND	LINDSAY	OK	Pioneer	Suddenlink
OK100MYVL	MAYSVILLE	OK	Suddenlink	Suddenlink

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
OK100MEKR	MEEKER	OK	Vyve	Vyve
OK206MLBN	MILBURN	OK	360 Communications	No Cable
OK206MLCK	MILL CREEK	OK	360 Communications	No Cable
OK208MOHO	MONROE-HOWE	OK	None	No Cable
OK100MRRS	MORRIS	OK	Suddenlink	Cox
OK206MTVW	MT VIEW	OK	Dobson	No Cable
OK100PADN	PADEN	OK	None	No Cable
OK206PKCY	PIKE CITY	OK	Arbuckle	No Cable
OK100PTER	PORTER	OK	Suddenlink	Suddenlink
OK208POTE	POTEAU	OK	Dobson	Suddenlink
OK100PRAG	PRAGUE	OK	Vyve	Vyve
OK100PRCL	PURCELL	OK	Suddenlink	Suddenlink
OK100RAMN	RAMONA	OK	Community Cablevision	Community Cablevision
OK206RTCY	RATLIFF CITY	OK	Arbuckle	No Cable
OK206RSVT	ROOSEVELT	OK	Rise Broadband	No Cable
OK206SVNN	SAVANNA	OK	360 Communications	Vyve
OK206SMVL	SMITHVILLE	OK	None	No Cable
OK100SNGH	SNUG HARBOR	OK	Vyve	Vyve
OK206SNYD	SNYDER	OK	Dobson	Vyve
OK100STLS	ST. LOUIS	OK	None	No Cable
OK206STNG	STERLING	OK	Rise Broadband	No Cable
OK208STWL	STILWELL	OK	None	No Cable
OK206STTW	STRINGTOWN	OK	360 Communications	No Cable
OK100STRD	STROUD	OK	Central Oklahoma Telephone Co. (COTC)	Vyve
OK100TCMS	TECUMSEH	OK	Vyve	Vyve
OK206VELM	VELMA	OK	Rise Broadband	No Cable
OK208VIAN	VIAN	OK	None	No Cable
OK100WGNR	WAGONER	OK	Suddenlink	Suddenlink
OK206WRDV	WARDVILLE	OK	360 Communications	No Cable
OK100WASH	WASHINGTON	OK	AtLink	No Cable
OK100WAYN	WAYNE	OK	None	No Cable
OK208WSTR	WISTER	OK	None	No Cable
PA021ADTW	ADAMSTOWN	PA	Blue Ridge Communications	Blue Ridge Communications
PA021AKRN	AKRON	PA	Blue Ridge Communications	Blue Ridge Communications
PA083ALBN	ALBION	PA	Spectrum	Spectrum
PA083APLL	APOLLO	PA	Comcast	Comcast
PA024BLLY	BALLY	PA	Comcast	Comcast
PA024BRDS	BIRDSBORO	PA	Service Electric Cable	Service Electric Cable
PA083BBTW	BOBTOWN	PA	Atlantic Broadband	Atlantic Broadband

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
PA024BOYW	BOYERTOWN	PA	Comcast	Comcast
PA083BRVE	BRAVE	PA	Atlantic Broadband	Atlantic Broadband
PA083BCWY	BROCKWAY	PA	Comcast	Comcast
PA083BKVL	BROOKVILLE	PA	Comcast	Comcast
PA083CALB	CALLENSBURG	PA	Armstrong Cable	Armstrong Cable
PA083CRMC	CARMICHAELS	PA	Atlantic Broadband	Atlantic Broadband
PA083CLPT	COALPORT	PA	None	No Cable
PA083CCHR	COCHRANTON	PA	Armstrong Cable	Armstrong Cable
PA083COVR	COLVER	PA	Comcast	Comcast
PA083CNLK	CONNEAUT LAKE	PA	Armstrong Cable	Armstrong Cable
PA083CNTV	CONNEAUTVILLE	PA	Armstrong Cable	Armstrong Cable
PA083CRSC	CORSICA	PA	Comcast	Comcast
PA083DRTN	DARLINGTON	PA	Comcast	Comcast
PA083DAYT	DAYTON	PA	Comcast	Comcast
PA083DLMT	DELMONT	PA	Comcast	Comcast
PA021DNVR	DENVER	PA	Blue Ridge Communications	Blue Ridge Communications
PA024DGV	DOUGLASSVILLE	PA	Service Electric Cable	Service Electric Cable
PA083DRWD	DRIFTWOOD	PA	None	No Cable
PA083EBRD	EAST BRADY	PA	Armstrong Cable	Armstrong Cable
PA083ELDR	ELDERTON	PA	Comcast	Comcast
PA083EMPR	EMPORIUM	PA	Zito Media	Zito Media
PA083ENVY	ENON VALLEY	PA	Comcast	Comcast
PA021EPHR	EPHRATA	PA	Blue Ridge Communications	Blue Ridge Communications
PA083EXPR	EXPORT	PA	Comcast	Comcast
PA083FDCY	FORD CITY	PA	Comcast	Comcast
PA083FRTW	FREDERICKTOWN	PA	Atlantic Broadband	Atlantic Broadband
PA083FRDN	FREDONIA	PA	Armstrong Cable	Armstrong Cable
PA083GLGO	GLASGOW	PA	None	No Cable
PA083GYVL	GRAYSVILLE	PA	None	No Cable
PA024GNHL	GREEN HILLS	PA	Service Electric Cable	Service Electric Cable
PA083GNBO	GREENSBORO	PA	Atlantic Broadband	Atlantic Broadband
PA083GYML	GUYS MILLS	PA	Armstrong Cable	Armstrong Cable
PA083HRCY	HARRISON CITY	PA	Comcast	Comcast
PA083HWTH	HAWTHORN	PA	Comcast	Comcast
PA083HAZN	HAZEN	PA	Comcast	Comcast
PA083HGHV	HUGHESVILLE	PA	Comcast	Comcast
PA083JMTW	JAMESTOWN	PA	Armstrong Cable	Armstrong Cable
PA083JFSN	JEFFERSON	PA	Atlantic Broadband	Atlantic Broadband
PA083JSBG	JOHNSONBURG	PA	Zito Media	Zito Media

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
PA083KRSY	KERSEY	PA	Zito Media	Zito Media
PA083KTNG	KITTANNING	PA	Comcast	Comcast
PA083KNOX	KNOX	PA	Atlantic Broadband	Atlantic Broadband
PA083LNFR	LANSFORD	PA	Blue Ridge Communications	Blue Ridge Communications
PA083LCBG	LEECHBURG	PA	Comcast	Comcast
PA022LWBG	LEWISBURG	PA	Service Electric Cable	Service Electric Cable
PA083LNSV	LINESVILLE	PA	Armstrong Cable	Armstrong Cable
PA021LITZ	LITITZ	PA	Blue Ridge Communications	Blue Ridge Communications
PA083LUGB	LUTHERSBURG	PA	Comcast	Comcast
PA021MANH	MANHEIM	PA	Blue Ridge Communications	Blue Ridge Communications
PA083MDVL	MEADVILLE	PA	Armstrong Cable	Armstrong Cable
PA083MDWY	MIDWAY	PA	Comcast	Comcast
PA022MFBG	MIFFLINBURG	PA	Atlantic Broadband	Atlantic Broadband
PA083MTGM	MONTGOMERY	PA	Comcast	Comcast
PA024MGTW	MORGANTOWN	PA	Service Electric Cable	Comcast
PA083MTMR	MT MORRIS	PA	Atlantic Broadband	Atlantic Broadband
PA083MNCY	MUNCY	PA	Comcast	Comcast
PA083NWAX	NEW ALEXANDRIA	PA	Comcast	Comcast
PA048NBH	NEW BETHLEHEM	PA	Comcast	Comcast
PA083NWFP	NEW FREEPORT	PA	Atlantic Broadband	Atlantic Broadband
PA024OLEY	OLEY	PA	Service Electric Cable	Comcast
PA083PNFD	PENFIELD	PA	Comcast	Comcast
PA083PTMT	PORT MATILDA	PA	Comcast	Comcast
PA083RCYV	RICHEYVILLE	PA	Atlantic Broadband	Atlantic Broadband
PA083RGWY	RIDGWAY	PA	Comcast	Comcast
PA083RMBG	RIMERSBURG	PA	Atlantic Broadband	Atlantic Broadband
PA083RKLD	ROCKLAND	PA	Atlantic Broadband	Atlantic Broadband
PA083RRVL	ROGERSVILLE	PA	Comcast	Comcast
PA083RRVY	RURAL VALLEY	PA	Comcast	Comcast
PA083SAEG	SAEGERTOWN	PA	Armstrong Cable	Armstrong Cable
PA083SNLK	SANDY LAKE	PA	Armstrong Cable	Armstrong Cable
PA024SNVL	SASSAMANSVILLE	PA	Comcast	Comcast
PA083SHKV	SHEAKLEYVILLE	PA	Armstrong Cable	Armstrong Cable
PA083SHFD	SHEFFIELD	PA	WESTPA	Zito Media
PA083SPVL	SHIPPENVILLE	PA	Atlantic Broadband	Atlantic Broadband
PA083SIGL	SIGEL	PA	Comcast	Comcast
PA048SLIG	SLIGO	PA	None	No Cable
PA083SPGG	SPRAGGS	PA	None	No Cable
PA083STMY	ST MARYS	PA	Zito Media	Zito Media

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
PA022STCG	STATE COLLEGE	PA	Comcast	Comcast
PA083SAVL	STRATTANVILLE	PA	Comcast	Comcast
PA083SUVL	SUMMERVILLE	PA	Comcast	Comcast
PA083TMTN	TEMPLETON	PA	Comcast	Comcast
PA083TML	TIMBLIN	PA	Comcast	Comcast
PA024TOTN	TOPTON	PA	Service Electric Cable	Service Electric Cable
PA083TWVL	TOWNVILLE	PA	Armstrong Cable	Armstrong Cable
PA083TUVL	TURBOTVILLE	PA	Service Electric Cable	Service Electric Cable
PA083WRMR	WARRIORS MARK	PA	Atlantic Broadband	Atlantic Broadband
PA083WTTW	WATSONTOWN	PA	Service Electric Cable	Service Electric Cable
PA083WYBG	WAYNESBURG	PA	Comcast	Comcast
PA083WEDV	WEEDVILLE	PA	Zito Media	Zito Media
PA083WSPF	WEST SPRINGFIELD	PA	Spectrum	Spectrum
PA083WSFR	WESTFORD	PA	Armstrong Cable	Armstrong Cable
PA083WLCX	WILCOX	PA	Zito Media	Zito Media
PA083WOTN	WORTHINGTON	PA	Comcast	Comcast
PA024YLHS	YELLOW HOUSE	PA	Service Electric Cable	Service Electric Cable
SC050CMRN	CAMERON	SC	None	No Cable
SC050CMPB	CAMPOBELLO	SC	Spectrum	Spectrum
SC050INMN	INMAN	SC	Spectrum	Spectrum
SC050KRSH	KERSHAW	SC	Comporium	No Cable
SC050LNDR	LANDRUM	SC	Spectrum	Spectrum
SC050LXTN	LEXINGTON	SC	Spectrum	Spectrum
SC050STMT	ST MATTHEWS	SC	Spectrum	Spectrum
TX200ABRN	ABERNATHY	TX	NTS	No Cable
TX131ACTN	ACTON	TX	Spectrum	Spectrum
TX200ADRN	ADRIAN	TX	AMA TechTel	No Cable
TX200AMHR	AMHERST	TX	None	No Cable
TX131ANHC	ANAHUAC	TX	Spectrum	Spectrum
TX200ANDR	ANDREWS	TX	Suddenlink	Suddenlink
TX200ANNN	ANNA	TX	Suddenlink	Suddenlink
TX200ANTN	ANTON	TX	None	No Cable
TX200ASPR	ASPERMONT	TX	Santa Rosa Telephone Cooperative	No Cable
TX200ATON	AUSTOTINO	TX	None	No Cable
TX200AVLN	AVALON	TX	None	No Cable
TX200AVRY	AVERY	TX	Suddenlink	Suddenlink
TX200AVNG	AVINGER	TX	None	No Cable
TX200BAWL	BAGWELL	TX	Blossum Telephone	No Cable
TX200BARD	BAIRD	TX	Suddenlink	Suddenlink

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TX200BLMR	BALMORHEA	TX	Delcom (Dell Telephone Cooperative)	Mountain View Cable
TX200BKVL	BECKVILLE	TX	None	No Cable
TX200BEDS	BEDIAS	TX	None	No Cable
TX209BNHR	BEN HUR	TX	None	No Cable
TX200BNJM	BENJAMIN	TX	Santa Rosa Telephone Cooperative	No Cable
TX200BLWL	BLACKWELL	TX	AMA TechTel	No Cable
TX200BLGV	BLOOMING GROVE	TX	None	No Cable
TX131BLUM	BLUM	TX	Nextlink	No Cable
TX200BOGT	BOGATA	TX	Suddenlink	Suddenlink
TX200BNWR	BON WIER	TX	None	No Cable
TX131BONT	BONITA	TX	Nortex	Suddenlink
TX200BOKR	BOOKER	TX	Panhandle Telephone Cooperative (PTCI)	No Cable
TX200BOVN	BOVINA	TX	West Texas Rural Telephone	No Cable
TX200BYRN	BOYS RANCH	TX	XIT Rural Telephone Cooperative	No Cable
TX131BRND	BRANDON	TX	None	No Cable
TX200BRDD	BROADDUS	TX	None	No Cable
TX200BRSN	BRONSON	TX	Deep East Texas Communications (det-Com)	No Cable
TX200BWFD	BROWNFIELD	TX	NTS	No Cable
TX200BFLO	BUFFALO	TX	Buffalo Cable TV	Buffalo Cable TV
TX200BRVL	BURKEVILLE	TX	None	No Cable
TX200BURL	BURLINGTON	TX	None	No Cable
TX200BYNM	BYNUM	TX	AMA TechTel	No Cable
TX200CCTS	CACTUS	TX	AMA TechTel	Cable One
TX200CNVL	CENTERVILLE	TX	CC Connect	No Cable
TX200CHNG	CHANNING	TX	XIT Rural Telephone Cooperative	No Cable
TX200CITN	CHILTON	TX	McLennan County Internet	No Cable
TX200CLDN	CLARENDON	TX	AMA TechTel	No Cable
TX200CLVL	CLARKSVILLE	TX	Suddenlink	Suddenlink
TX200CLAD	CLAUDE	TX	AMA TechTel	No Cable
TX200CLYD	CLYDE	TX	AMA TechTel	Suddenlink
TX200CLMS	COLMESNEIL	TX	None	No Cable
TX209CLDG	COOLIDGE	TX	None	No Cable
TX131CVTN	COVINGTON	TX	Nextlink	No Cable
TX200CYNS	COYANOSA	TX	AMA TechTel	No Cable
TX200CRFR	CRAWFORD	TX	Nextlink	No Cable
TX131CRSN	CRESSON	TX	Nextlink	No Cable
TX200CRCT	CROCKETT	TX	Northland Cable	Northland Cable
TX200CSTN	CROSBYTON	TX	None	No Cable
TX200CRPL	CROSS PLAINS	TX	AMA TechTel	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TX200CSNG	CUSHING	TX	None	No Cable
TX200DNFD	DAINGERFIELD	TX	Suddenlink	Suddenlink
TX200DLHR	DALHART	TX	XIT Rural Telephone Cooperative	No Cable
TX200DRZT	DARROUZETT	TX	AMA TechTel	No Cable
TX200DWSN	DAWSON	TX	None	No Cable
TX200DKLB	DEKALB	TX	Vyve	Vyve
TX200DNCY	DENVER CITY	TX	Suddenlink	Suddenlink
TX200DEPT	DEPORT	TX	Suddenlink	Suddenlink
TX200DTRT	DETROIT	TX	Suddenlink	Suddenlink
TX200DMMT	DIMMITT	TX	MidPlains Rural	Suddenlink
TX200DDSN	DODSON	TX	WiPro	No Cable
TX131DBBY	DOUBLE BAYOU	TX	None	No Cable
TX200DGLV	DOUGLASSVILLE	TX	None	No Cable
TX200DUMS	DUMAS	TX	AMA TechTel	Cable One
TX200EKHT	ELKHART	TX	None	No Cable
TX200ESTL	ESTELLINE	TX	AMA TechTel	No Cable
TX200FBNS	FABENS	TX	Spectrum	Spectrum
TX200FRFD	FAIRFIELD	TX	Northland Cable	Northland Cable
TX200FAMT	FAIRMOUNT	TX	Deep East Texas Communications (det-Com)	No Cable
TX200FLLT	FOLLETT	TX	AMA TechTel	No Cable
TX200FRSA	FORSAN	TX	None	No Cable
TX200FTHN	FORT HANCOCK	TX	Delcom (Dell Telephone Cooperative)	No Cable
TX200FRCY	FRANKEL CITY	TX	None	No Cable
TX200FKLN	FRANKLIN	TX	None	No Cable
TX200FRIN	FRIONA	TX	West Texas Rural Telephone	No Cable
TX200FRTC	FRITCH	TX	Cable One	Cable One
TX200FRST	FROST	TX	AMA TechTel	No Cable
TX209GRSN	GARRISON	TX	None	No Cable
TX200GARY	GARY	TX	None	No Cable
TX200GLRS	GLEN ROSE	TX	Nextlink	Spectrum
TX131GDLY	GODLEY	TX	Nextlink	Spectrum
TX131GDVW	GRANDVIEW	TX	Nextlink	No Cable
TX200GPLD	GRAPELAND	TX	None	No Cable
TX200GROM	GROOM	TX	AMA TechTel	No Cable
TX200GVTN	GROVETON	TX	None	No Cable
TX131HMSH	HAMSHIRE	TX	Spectrum	Spectrum
TX131HNKM	HANKAMER	TX	None	No Cable
TX200HPPY	HAPPY	TX	MidPlains Rural	No Cable
TX250HRPR	HARPER	TX	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TX200HART	HART	TX	MidPlains Rural	No Cable
TX200HRTL	HARTLEY	TX	XIT Rural Telephone Cooperative	No Cable
TX200HSKL	HASKELL	TX	Santa Rosa Telephone Cooperative	No Cable
TX200HDLY	HEDLEY	TX	AMA TechTel	No Cable
TX200HMHL	HEMPHILL	TX	Deep East Texas Communications (det-Com)	No Cable
TX131HGDM	HIGGENBOTHAM	TX	Triple Crown	No Cable
TX200HGNS	HIGGINS	TX	AMA TechTel	No Cable
TX200HTLK	HILLTOP LAKES	TX	None	No Cable
TX200HLDY	HOLLIDAY	TX	Santa Rosa Telephone Cooperative	Spectrum
TX200HOKS	HOOKS	TX	Vyve	Vyve
TX200HBRD	HUBBARD	TX	None	No Cable
TX200HGSP	HUGHES SPRINGS	TX	Suddenlink	Suddenlink
TX200HNTN	HUNTINGTON	TX	Suddenlink	Suddenlink
TX200HRWD	HURLWOOD	TX	None	No Cable
TX200IDAL	IDALOU	TX	None	No Cable
TX200IMPR	IMPERIAL	TX	AMA TechTel	No Cable
TX200IOLA	IOLA	TX	None	No Cable
TX131IRDL	IREDELL	TX	Nextlink	No Cable
TX200IREN	IRENE	TX	None	No Cable
TX200JOQN	JOAQUIN	TX	None	No Cable
TX200KAMY	KAMAY	TX	Santa Rosa Telephone Cooperative	Spectrum
TX200KRNC	KARNACK	TX	None	No Cable
TX200KNRD	KENNARD	TX	None	No Cable
TX250KRVL	KERRVILLE	TX	Spectrum	Spectrum
TX200KNKY	KNOX CITY	TX	Santa Rosa Telephone Cooperative	No Cable
TX131KPRL	KOPPERL	TX	Nextlink	No Cable
TX131LKVG	LAKESIDE VILLAGE	TX	Nextlink	No Cable
TX200LKVV	LAKEVIEW	TX	Wi Pro	No Cable
TX200LAMS	LAMESA	TX	NTS	No Cable
TX200LONA	LEONA	TX	None	No Cable
TX200LVLD	LEVELLAND	TX	NTS	No Cable
TX200LNDN	LINDEN	TX	None	No Cable
TX200LTFD	LITTLEFIELD	TX	NTS	No Cable
TX200LNST	LONE STAR	TX	Suddenlink	Suddenlink
TX200LORN	LORAINE	TX	WesTex Connect	No Cable
TX200LRNZ	LORENZO	TX	None	No Cable
TX200LOTT	LOTT	TX	McLennan County Internet	No Cable
TX200LOLD	LOVELADY	TX	None	No Cable
TX200MALN	MALONE	TX	AMA TechTel	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TX200MR TT	MARIETTA	TX	None	No Cable
TX200MR QZ	MARQUEZ	TX	None	No Cable
TX200MAUD	MAUD	TX	Vyve	Vyve
TX200MAYX	MAY	TX	AMA TechTel	No Cable
TX200MEDW	MEADOW	TX	NTS	No Cable
TX200MG RG	MEGARGEL	TX	Santa Rosa Telephone Cooperative	No Cable
TX200MMPH	MEMPHIS	TX	AMA TechTel	No Cable
TX200MNTN	MENTONE	TX	Delcom (Dell Telephone Cooperative)	No Cable
TX200MR KL	MERKEL	TX	WesTex Connect	NewWave Communications
TX200MIAM	MIAMI	TX	AMA TechTel	No Cable
TX200MLAM	MILAM	TX	Deep East Texas Communications (det-Com)	No Cable
TX200MLFR	MILFORD	TX	None	No Cable
TX200MBTE	MOBEETIE	TX	None	No Cable
TX131MTAG	MONTAGUE	TX	Nortex	Suddenlink
TX200MORN	MORAN	TX	None	No Cable
TX200MR GN	MORGAN	TX	Nextlink	No Cable
TX200MRTN	MORTON	TX	None	No Cable
TX131MOSH	MOSHEIM	TX	Air Net	No Cable
TX200MTCL	MOUNT CALM	TX	Central Link Broadband	No Cable
TX200MNDY	MUNDAY	TX	Santa Rosa Telephone Cooperative	No Cable
TX200NPLS	NAPLES	TX	None	No Cable
TX200NZRT	NAZARETH	TX	MidPlains Rural	No Cable
TX200NGLY	NEGLEY	TX	Blossum Telephone	No Cable
TX200NBTN	NEW BOSTON	TX	Vyve	Vyve
TX200NWTN	NEWTON	TX	None	No Cable
TX131NCNA	NOCONA	TX	Nortex	Suddenlink
TX200NRMN	NORMANGEE	TX	CC Connect	No Cable
TX200NZLH	NORTH ZULCH	TX	None	No Cable
TX200OKWD	OAKWOOD	TX	None	No Cable
TX200ORLA	ORLA	TX	Delcom (Dell Telephone Cooperative)	No Cable
TX131PLXY	PALUXY	TX	Nextlink	No Cable
TX200PNHD	PANHANDLE	TX	AMA TechTel	No Cable
TX200PECS	PECOS	TX	Delcom (Dell Telephone Cooperative)	Suddenlink
TX200PNTN	PENNINGTON	TX	None	No Cable
TX200PYTN	PERRYTON	TX	Panhandle Telephone Cooperative (PTCI)	No Cable
TX200PTBG	PETERSBURG	TX	None	No Cable
TX200PNLD	PINELAND	TX	None	No Cable
TX131PLNS	PLAINS	TX	Triple Crown	No Cable
TX200POST	POST	TX	Poko Lambro	Suddenlink

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TX209PRHL	PRAIRIE HILL	TX	Central Link Broadband	No Cable
TX200PRDN	PURDON	TX	None	No Cable
TX200PTNM	PUTNAM	TX	None	No Cable
TX200RALS	RALLS	TX	None	No Cable
TX200RDWR	REDWATER	TX	Cable One	Cable One
TX200RKLW	REKLAW	TX	None	No Cable
TX200RCLD	RICHLAND	TX	AMA TechTel	No Cable
TX200RSEL	RIESEL	TX	McLennan County Internet	No Cable
TX131RNGL	RINGGOLD	TX	Nortex	Suddenlink
TX131RIVS	RIO VISTA	TX	Nextlink	No Cable
TX200RSST	RISING STAR	TX	AMA TechTel	No Cable
TX200ROCH	ROCHESTER	TX	Santa Rosa Telephone Cooperative	No Cable
TX200RGRS	ROGERS	TX	None	No Cable
TX200RPVL	ROPESVILLE	TX	NTS	No Cable
TX200RSBD	ROSEBUD	TX	None	No Cable
TX200RULE	RULE	TX	Santa Rosa Telephone Cooperative	No Cable
TX209SNDY	SANDY	TX	Northland Cable	Northland Cable
TX200SNFR	SANFORD	TX	Cable One	Cable One
TX131SCRY	SCURRY	TX	Wi-Five	No Cable
TX200SGRV	SEAGRAVES	TX	Poko Lambro	TDS
TX200SYMR	SEYMOUR	TX	Santa Rosa Telephone Cooperative	Suddenlink
TX200SHLW	SHALLOWATER	TX	Suddenlink	Suddenlink
TX200SRBL	SIERRA BLANCA	TX	Delcom (Dell Telephone Cooperative)	No Cable
TX200SMMS	SIMMS	TX	None	No Cable
TX200SLCM	SLOCUM	TX	None	No Cable
TX131SMPT	SMITH POINT	TX	None	No Cable
TX200SMYR	SMYER	TX	None	No Cable
TX200SPDE	SPADE	TX	None	No Cable
TX131SPFT	SPANISH FORT	TX	Nortex	Suddenlink
TX200SPMN	SPEARMAN	TX	Panhandle Telephone Cooperative (PTCI)	No Cable
TX200SRFR	STRATFORD	TX	XIT Rural Telephone Cooperative	No Cable
TX200STMN	STREETMAN	TX	AMA TechTel	No Cable
TX209SGLD	SUGARLAND	TX	Comcast	Comcast
TX200SNDW	SUNDOWN	TX	None	No Cable
TX200SNRY	SUNRAY	TX	Plains Wireless	No Cable
TX209SWNY	SWEENY	TX	NewWave Communications	NewWave Communications
TX200THKA	TAHOKA	TX	Poko Lambro	No Cable
TX209THCN	TEHUACANA	TX	Northland Cable	Northland Cable
TX200TNHA	TENAHA	TX	None	No Cable

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TX200TXRK	TEXARKANA	TX	Cable One	Cable One
TX200THRK	THROCKMORTON	TX	Santa Rosa Telephone Cooperative	Zito Media
TX131TLAR	TOLAR	TX	Nextlink	No Cable
TX200TOYH	TOYAH	TX	Delcom (Dell Telephone Cooperative)	No Cable
TX200TRNT	TRENT	TX	WesTex Connect	No Cable
TX200TRNY	TRINITY	TX	None	No Cable
TX200TLIA	TULIA	TX	MidPlains Rural	Suddenlink
TX200UNCT	UNCERTAIN	TX	None	No Cable
TX200VLNT	VALENTINE	TX	Delcom (Dell Telephone Cooperative)	No Cable
TX131VLML	VALLEY MILLS	TX	Air Net	No Cable
TX200VHRN	VAN HORN	TX	Delcom (Dell Telephone Cooperative)	No Cable
TX200VEGA	VEGA	TX	XIT Rural Telephone Cooperative	No Cable
TX131WLVL	WALLISVILLE	TX	None	No Cable
TX200WNSP	WALNUT SPRINGS	TX	Nextlink	No Cable
TX209WTWD	WATERWOOD	TX	None	No Cable
TX200WGTM	WELLINGTON	TX	AMA TechTel	No Cable
TX200WHLR	WHEELER	TX	None	No Cable
TX200WHDR	WHITE DEER	TX	AMA TechTel	No Cable
TX200WHFC	WHITEFACE	TX	None	No Cable
TX200WTRL	WHITHARRAL	TX	None	No Cable
TX200WHTY	WHITNEY	TX	Nextlink	No Cable
TX200WLDR	WILDORADO	TX	AMA TechTel	No Cable
TX200WLSN	WILSON	TX	NTS	No Cable
TX131WNNE	WINNIE	TX	Spectrum	Spectrum
TX200WLFT	WOLFFORTH	TX	Suddenlink	Suddenlink
TX200ZVLA	ZAVALLA	TX	None	No Cable

AL068AHVL
AL068CMPH
AL068ECLC
AL068KWLG
AL068LEDS
AL068MODY
AL068ODVL
AL068SPVL
GA042CHWO
GA042CHTT
GA041CLBR
GA041COMR

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
GA042DLTN				
GA041DEVL				
GA043GRAY				
GA043HDDC				
GA043LKSN				
GA041LXTN				
GA042LYRL				
GA042MNCH				
GA042MENL				
GA042MDVL				
GA042MONR				
GA042SUVL				
GA043THTN				
GA042TRIN				
GA042TNHL				
GA041UNPT				
GA042WRSP				
GA041WNVL				
GA042WDLD				
KY219ASLD				
KY220AGST				
KY220BBVL				
KY219BERE				
KY219BRVL				
KY220BRHD				
KY220BKVL				
KY219BTVL				
KY219BRSD				
KY220CLCT				
KY219CTBG				
KY220DOVR				
KY220EBRN				
KY220EBNK				
KY219EWNG				
KY220FBSH				
KY220FRNL				
KY220FLLC				
KY219FMBG				
KY219GRSN				
KY220GMTW				
KY219GYSN				
KY219HZRD				
KY219HLBO				
KY219HTVL				
KY220JHVL				
KY219LNCS				

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
KY219LBNN				
KY219LXTN				
KY219LBRT				
KY220LVTN				
KY220LOND				
KY219LRTT				
KY220MNCH				
KY219MEDS				
KY219MDWY				
KY219MRHD				
KY220MTOL				
KY220MTVR				
KY221MTWS				
KY219NANC				
KY219NCVL				
KY219OLHL				
KY220ONED				
KY219OWVL				
KY220PRCY				
KY219RSSL				
KY219SLLC				
KY220SCHL				
KY219SHBG				
KY221SHPV				
KY220SOVL				
KY220SMGV				
KY219SMRT				
KY219SSHR				
KY219TLBO				
KY220UNTW				
KY219VNBG				
KY219VRSL				
KY220WASH				
KY220WHLL				
KY219WLMR				
KY221ZNTN				
MN135BGLK				
MN123MPLK				
MO207MDSN				
MO207MRBG				
NC017ABDN				
NC018ALBM				
NC017ASVL				
NC018BADN				
NC017BRWY				
NC018CHGV				

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NC018CNCR				
NC017DENT				
NC017GRQY				
NC018HRBG				
NC017HMBR				
NC017INTR				
NC018KNPL				
NC017KING				
NC017LRHL				
NC017LWVL				
NC017MTHW				
NC061LXNG				
NC017LLVL				
NC017MAVL				
NC017MTHW				
NC017MRVL				
NC018MNPL				
NC018NWLN				
NC017NWSL				
NC017NRWD				
NC018OKBO				
NC017OLTW				
NC017OLIV				
NC017PCLD				
NC017PBLF				
NC017RRHL				
NC017SNFR				
NC061STHM				
NC017SLVL				
NC017WDBO				
NC017WGRM				
NC017WXHW				
NC061WLCM				
NC017WNGT				
NE150ASLD				
NE150AUBN				
NE150BTRC				
NE150CDBL				
NE150CRSC				
NE150CRET				
NE150DWSN				
NE150EKCK				
NE150EMWD				
NE150FRBR				
NE150HSNG				
NE150HMBL				

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
NE150JHSN				
NE150LNCL				
NE150LSVL				
NE150MRDC				
NE150NBCY				
NE150PWCY				
NE150PERU				
NE150PLTS				
NE150SWRD				
NE150STNG				
NE150SPRR				
NE150TBRK				
NE150TCMS				
NE150WAHO				
NE150WVRL				
NE150YORK				
NY087BMPN				
NY087CZNV				
NY087CNSQ				
NY087CHTQ				
NY087CLYM				
NY087ELTN				
NY087FWBG				
NY087FLTN				
NY087GRRY				
NY087JMTW				
NY087KNDY				
NY087LKWD				
NY087MNLS				
NY087MRCL				
NY087MUNV				
NY087PANM				
NY087PHNX				
NY087RNDH				
NY087SHRV				
NY087SNCV				
NY087STBG				
NY087STMN				
NY087WWFD				
OH080ASHT				
OH080AURR				
OH080ASBG				
OH080BNBG				
OH080CNRD				
OH080CHES				
OH158CLST				

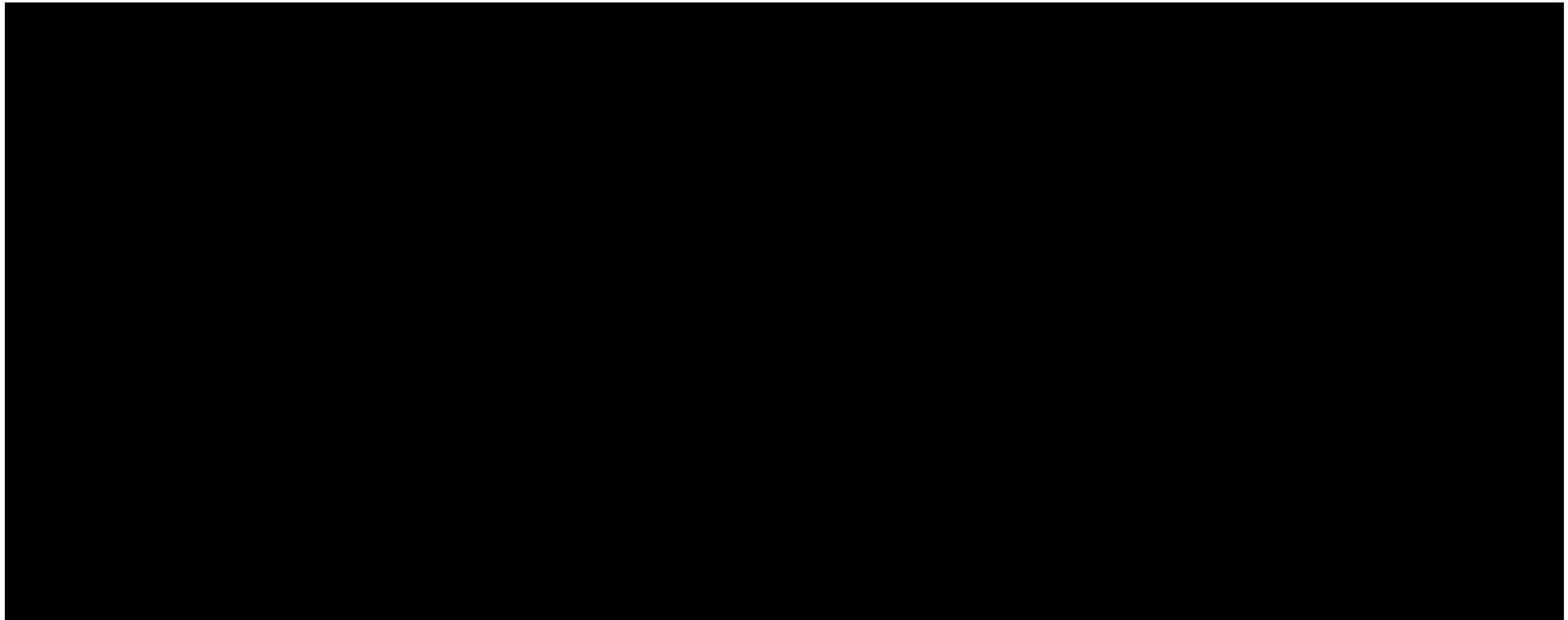
Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
OH080COOL				
OH158CVTN				
OH158DELT				
OH158ELYS				
OH080GENV				
OH158GRVI				
OH158GRTT				
OH158HNVR				
OH080HNCK				
OH080HIRM				
OH080HPDL				
OH080HDSN				
OH158KNTN				
OH080KINV				
OH080LTHC				
OH080MDSN				
OH080MLFD				
OH158NPLS				
OH158NWRK				
OH080NEBY				
OH080NRFD				
OH158PLNG				
OH080PNSL				
OH080PRRY				
OH158PLHL				
OH080PWPN				
OH080RCFD				
OH080RSSL				
OH158STLS				
OH158STPR				
OH080THSN				
OH080TWBG				
PA083ALBN				
PA083WSPF				
SC050CMPB				
SC050INMN				
SC050LNDR				
SC050LXTN				
SC050STMT				
TX131ACTN				
TX131ANHC				
TX200FBNS				
TX200GLRS				
TX131GDLY				
TX131HMSH				
TX200HLDY				

Consumer Broadband

EXCHANGEID	EXCHANGE	STATE	PRIMARY COMPETITOR	CABLE COMPETITOR
TX200KAMY				
TX250KRVL				
TX131WNNE				

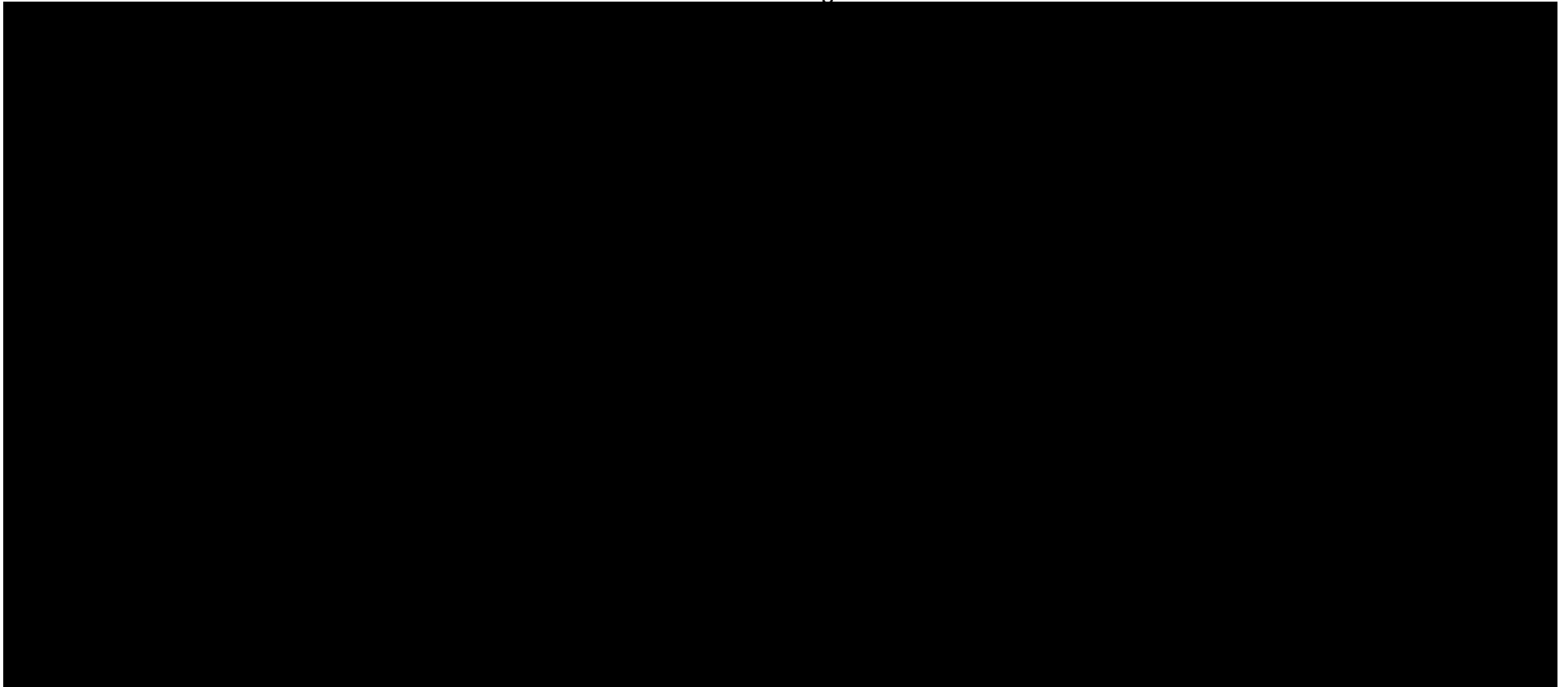
	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual
<u>Total Consumer Revenue</u>								
Recurring	\$ 92,519,178	\$ 92,241,646	\$ 92,376,428	\$ 92,248,085	\$ 92,159,892	\$ 91,698,904	\$ 91,299,522	\$ 91,089,617
Non-Recurring	5,044,329	4,949,061	4,708,852	4,925,565	4,941,399	5,405,046	5,270,513	4,584,077
Kinetic Consumer Service	97,563,507	97,190,707	97,085,280	97,173,650	97,101,290	97,103,950	96,570,036	95,673,694
<u>Direct Expenses</u>								
LD Usage	1,212,997	1,099,218	1,204,825	1,007,424	1,050,911	863,849	928,376	1,020,873
Bad Debt	995,055	1,861,013	710,035	1,234,433	1,556,142	1,904,856	1,342,582	1,173,115
Product License Fees	3,476,141	3,397,416	3,432,380	3,394,959	3,349,071	3,184,628	3,154,224	3,153,027
Total Direct Expenses	5,684,194	6,357,646	5,347,240	5,636,815	5,956,124	5,953,332	5,425,182	5,347,015
Gross Margin	\$ 91,879,312	\$ 90,833,061	\$ 91,738,040	\$ 91,536,835	\$ 91,145,166	\$ 91,150,618	\$ 91,144,854	\$ 90,326,680
	94.2%	93.5%	94.5%	94.2%	93.9%	93.9%	94.4%	94.4%
<u>Statistics:</u>								
Consumer Households	1,249,233	1,248,451	1,250,643	1,249,326	1,247,141	1,244,024	1,241,815	1,240,651
Household ARPU	\$78.10	\$77.85	\$77.63	\$77.78	\$77.86	\$78.06	\$77.77	\$77.12
Household GMPU	\$73.55	\$72.76	\$73.35	\$73.27	\$73.08	\$73.27	\$73.40	\$72.81



KCC provided us with the postage breakout as follows:

MR#	Case Name	Mailing Name	Post Date	Parties	Postage	Printing	Total
92022	Windstream Holdings, Inc., et al.	Marketing Direct Mailer (Residential)	04/16/2019	316,106	\$120,888.94	\$116,428.00	\$237,316.94
92145	Windstream Holdings, Inc., et al.	Marketing Direct Mailer (Business)	04/19/2019	80,610	\$31,586.77	\$42,231.72	\$73,818.49
92131	Windstream Holdings, Inc., et al.	Marketing Direct Mailer (Residential - 2nd Round)	04/24/2019	843,847	\$210,249.02	\$284,716.64	\$494,965.66
					\$362,724.73	\$443,376.36	\$806,101.09





1. April corrective mailers – KCC was utilized for this push and I have attached the redacted invoice from KCC that shows the costs, but here is the breakdown:

MR#	Case Name	Mailing Name	Post Date	Parties	Postage	Printing	Total
92022	Windstream Holdings, Inc., et al.	Marketing Direct Mailer (Residential)	04/16/2019	316,106	\$120,888.94	\$116,428.00	\$237,316.94

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					\$362,724.73	\$443,376.36	\$806,101.09

2. May corrective mailer ordered to be paid by Charter and was done in house and through a USPS vendor. The receipts are attached and are comprised of:

direct mail job# 024624 - 819,241 mail pieces

Nieman Invoice 313592 for printing
\$ 71,910.78

USPS 3602 for postage
\$156,017.11

Let us know if you have any questions.

Thanks,

James

This email message and any attachments are for the sole use of the intended recipient(s). Any unauthorized review, use, disclosure or distribution is prohibited. If you are not the intended recipient, please contact the sender by reply email and destroy all copies of the original message and any attachments.

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CONFIDENTIALITY NOTICE:

This electronic mail message and any attached files contain information intended for the exclusive use of the individual or entity to whom it is addressed and may contain information that is proprietary, privileged, confidential and/or exempt from disclosure under applicable law. If you are not the intended recipient, you are hereby notified that any viewing, copying, disclosure or distribution of this information may be subject to legal restriction or sanction. Please notify the sender, by electronic mail or telephone, of any unintended recipients and delete the original message without making any copies.

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NOTIFICATION: Katten Muchin Rosenman LLP is an Illinois limited liability partnership that has elected to be governed by the Illinois Uniform Partnership Act (1997).

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Spectrum Response Marketing



Tactic	Theme	In-Market Date	Quantity	Cost	Apr					May				Jun				Jul						
					Apr 1	Apr 8	Apr 15	Apr 22	Apr 29	May 6	May 13	May 20	May 27	Jun 3	Jun 10	Jun 17	Jun 24	Jul 1	Jul 8	Jul 15	Jul 22	Jul 29		
[-] Consumer				\$785,515.36																				
Email-Version 1	Here For You, Here To Stay (5 Facts)	04/12/19	526,006	\$3,515.36		Email-Version 1																		
Direct Mail-Version 1	Here For You, Here To Stay (5 Facts)	04/22/19	317,327	\$252,000.00		Direct Mail-Version 1																		
Direct Mail-Version 1	Here For You, Here To Stay (5 Facts)	05/01/19	843,826	\$530,000.00		Direct Mail-Version 1																		
Social Posting 1	Here For You, Here To Stay	05/01/19				Social Posting 1																		
Social Posting 2	Here For You, Here To Stay	05/06/19				Social Posting 2																		
Email-Version 2	Investing	05/13/19				Email-Version 2																		
Social Posting 3	Investing	05/20/19				Social Posting 3																		
Direct Mail-Version 2	Investing	05/29/19				Direct Mail-Version 2																		
Social Posting 4	Investing	06/03/19				Social Posting 4																		
Email-Version 3	Local	06/07/19				Email-Version 3																		
Social Posting 5	Local	06/17/19				Social Posting 5																		
Direct Mail-Version 3	Local	06/26/19				Direct Mail-Version 3																		
Social Posting 6	Local	07/02/19				Social Posting 6																		
Earned Media	All	04/12/19			Earned Media																			
[-] Business				\$77,260.00																				
Email-Version 1	Here For You, Here To Stay	04/22/19	39,809	\$260.00		Email-Version 1																		
Direct Mail-Version 1	Here For You, Here To Stay	04/26/19	83,670	\$77,000.00		Direct Mail-Version 1																		
Social Posting 1	Here For You, Here To Stay	05/01/19				Social Posting 1																		
Social Posting 2	Here For You, Here To Stay	05/08/19				Social Posting 2																		
Email-Version 2	Investing	05/15/19				Email-Version 2																		
Social Posting 3	Investing	05/20/19				Social Posting 3																		
Direct Mail-Version 2	Investing	05/24/19				Direct Mail-Version 2																		
Social Posting 4	Investing	06/03/19				Social Posting 4																		
Email-Version 3	Innovating	06/12/19				Email-Version 3																		
Social Posting 5	Innovating	06/17/19				Social Posting 5																		
Direct Mail-Version 3	Innovating	06/21/19				Direct Mail-Version 3																		
Social Posting 6	Innovating	06/27/19				Social Posting 6																		
Earned Media	All	04/22/19			Earned Media																			



EXHIBIT 2

CONFIDENTIAL

WIN000069

WIN Ex. 65

Page 1 of 2

Voicemail Message from Customer

Customer:	<p>■ this is ■. What I was calling about, I got those letters about Windstream saying they're in bankruptcy. Well, today this Spectrum guy comes knocking on the door telling me in two months, I won't have no service. I'll just be cut off, trying to get me right then to switch to Spectrum and I told him no. I wasn't making up my mind. What I'm trying to do is to find out, is that going to happen, and are they just going to cut everybody off and we just ain't going to have no service? I don't want to switch unless I have to and if you could just – and if I'm not here, just call back on the house number and leave a message for me or something will be fine. I'm just trying to find out what to do, you know, because I don't want to change unless I have to and all. Just call the house number ■ and if you could just leave me a brief message or something. I hate to bother you with this, but I don't really want to change unless I have to and I had other people asking me about it too and all. So, I would appreciate that ■ very much. I appreciate all your help. Thanks and bye-bye.</p>
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CONFIDENTIAL

WIN000070

WIN Ex. 65

Page 2 of 2

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM FEBRUARY 25, 2019 THROUGH MARCH 31, 2019**

Name of Applicant: **Katten Muchin Rosenman LLP**

Authorized to provide professional services to: Windstream Holdings, Inc., et al.
Debtors and Debtors in Possession

Date of retention order: April 22, 2019, *nunc pro tunc* to February 25, 2019

Period for which compensation and February 25, 2019 – March 31, 2019
reimbursement are sought:

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



1922312190510000000000013

Compensation sought as actual, reasonable, and necessary: \$190,777.60 (80% of \$238,472)

Expense reimbursement sought as actual, reasonable, and necessary: \$9,038.53

Type of fee statement or application: Monthly Fee Statement²

Objection Deadline: May 24, 2019 at 12:00 p.m. (ET)

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby files this monthly fee statement (this “Monthly Fee Statement”) for (i) compensation in the amount of \$190,777.60 for the reasonable and necessary legal services Katten rendered to the Debtors from February 25, 2019 through and including March 31, 2019 (the “Fee Period”) (80% of \$238,472) and (ii) reimbursement for the actual and necessary expenses that Katten incurred, in the amount of \$9,038.53 during the Fee Period.

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

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$238,472 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Katten seeks payment of 80% of such fees (\$190,777.60 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten professionals and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional and paraprofessional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$814.³ The blended hourly billing rate of all paraprofessionals is \$200.⁴

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$9,038.53.

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

³ The blended hourly rate of \$814 for attorneys is derived by dividing the total fees for attorneys of \$237,212 by the total hours of 291.40 for those same attorneys.

⁴ The blended hourly billing rate of \$200 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$1,260 by the total hours of 6.3 for these same paraprofessionals.

Representations

5. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Katten reserves the right to make further application to the United States Bankruptcy Court for the Southern District of New York for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

6. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement has been or will shortly be served upon: (i) Windstream Holdings, Inc., 4001 North Rodney Parham Road, Little Rock, AR 72212, Attn.: Kristi M. Moody; (ii) lead counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022, Attn.: Stephen E. Hessler, P.C., and Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, IL 60654, Attn.: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze; (iii) counsel to the DIP Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn.: Timothy Graulich and Natasha Tsiouris; (iv) the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attn.: Paul K. Schwartzberg and Serene Nakano; (v) proposed counsel to the Committee, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019, Attn.: Lorenzo Marinuzzi, Brett H. Miller, Todd M. Goren, Jennifer L. Marines, and Erica J. Richards; and (vi) to the extent not listed herein those parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests: (i) interim allowance of \$238,472 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) payment in the amount of \$190,777.60, which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period (i.e. \$238,472); and (iii) allowance and payment of \$9,038.53 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: May 10, 2019
New York, NY

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

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

Statement of Fees and Expenses by Subject Matter

Summary of Fees and Expenses

Matter Number	Matter Description	Hours	Amount	Expenses	Total Compensation
2	Retention and Fee Applications	48.50	\$ 38,648.50	\$ 0	\$ 38,648.50
8	Charter Litigation	234.20	185,481	9,016.78	194,497.78
11	Case Administration	12.80	11,658.50	0	11,658.50
19	Hearings	2.20	2,684	0	2,684
32	Expenses	0	0	21.75	113.93
Totals		297.70	\$ 238,472	\$ 9,038.53	\$ 247,510.53

Exhibit B

Summary of Total Fees and Hours by Attorneys and Paraprofessionals

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	45.70	\$ 55,754
Floyd A. Mandell	Partner	1973	IP	1,030	0.60	618.
John P. Sieger	Partner	1997	Restructuring	975	0.50	487.50
Cindi M. Giglio	Partner	2007	Restructuring	965	37.70	36,380.50
Shaya Rochester	Partner	2003	Restructuring	965	25.50	24,607.50
Ryan Larsen	Partner	2000	Litigation	870	15.20	13,224
Tami Kameda Sims	Partner	2006	Litigation	845	25.50	21,547.50
Allison J. Arotzsky	Associate	2012	Restructuring	730	32.30	23,579
Camille A. Cameron	Associate	2015	Litigation	645	22.80	14,706
Kristin Lockhart	Associate	2016	IP	605	42.20	25,531
Lindsay Lersner	Associate	2018	Restructuring	605	6.20	3,751
Melissa Velez	Associate	2017	Litigation	515	4.40	2,266
Grace Thompson	Associate	2019	Restructuring	450	32.80	14,760
Totals for Attorneys					291.40	\$ 237,212

Paraprofessionals

Paraprofessional	Position with the Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Thomas Wang	Paralegal	Restructuring	\$ 200	3.80	\$ 760
Marie Siena	Paralegal	Restructuring	200	2.50	500
Totals for Paraprofessionals				6.30	\$ 1,260

Exhibit C

Summary of Actual and Necessary Expenses

Expense Summary¹

Expenses by Categories	Amount
Color Printing/Copies & Binding	\$ 201
Westlaw	8,837.53
Total	\$ 9,038.53

¹ This invoice reflects a voluntary write-off of all expenses related to local transportation and meals.

Exhibit D

Detailed Description of Fees, Expenses and Disbursements

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 9, 2019

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

Invoice No. 1301540512
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through March 31, 2019 \$38,648.50

CURRENT INVOICE TOTAL: \$38,648.50

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
25 Feb 19	Giglio, Cindi	Coordinate review of conflicts search in connection with Katten's retention application (.70)	0.70
25 Feb 19	Arotsky, Allison	Coordinate with Conflicts Department regarding commencing search of potentially interested parties (1.00)	1.00
26 Feb 19	Giglio, Cindi	Email correspondence with A. Arotsky re: disclosures (.40)	0.40
26 Feb 19	Arotsky, Allison	Prepare email for S. Reisman to send to the Firm re: conflicts search revise same, and related correspondence with C. Giglio (.50); review information provided by conflicts department re: conflict search (.10)	0.60
27 Feb 19	Giglio, Cindi	Emails re: attorney stock holdings for required disclosures (.40)	0.40
28 Feb 19	Giglio, Cindi	Call with A. Schackart re: disclosure schedules (.40)	0.40
11 Mar 19	Siena, Marie	Revise formatting of retention application per C. Giglio's comments (2.50)	2.50
11 Mar 19	Reisman, Steven	Review draft retention application and note comments and follow up re: disclosures and matters related to Katten's retention in Windstream case as conflicts counsel (1.70)	1.70
11 Mar 19	Giglio, Cindi	Review disclosure schedules and Kirkland sample retention application and discuss same with A. Arotsky (3.80)	3.80
11 Mar 19	Arotsky, Allison	Review spreadsheets generated by Conflicts Department with results of conflicts search and discuss same with C. Giglio (.50); draft email to M. Siena re: Katten retention application (.10); email correspondence with A. Schackart re: conflicts searches (.20); email correspondence with T. Wang re: preparing binder of conflicts information (.20)	1.00
11 Mar 19	Wang, Thomas	Prepare and index binder of conflicts materials for attorney review and communications with A. Arotsky re: same (1.90); circulate calendar notices for key dates relating to Katten's retention application (.20)	2.10
12 Mar 19	Arotsky, Allison	Prepare portions of Katten retention application, including drafting language regarding Katten's disclosures (3.00)	3.00
12 Mar 19	Wang, Thomas	Prepare files to compile conflicts results (1.30)	1.30
13 Mar 19	Reisman, Steven	Review and sign off on Reisman declaration and confer with A. Arotsky re: comments to same (.70)	0.70
13 Mar 19	Arotsky, Allison	Complete draft of retention application and schedules to Reisman declaration (2.70); draft email S. Reisman re: schedules (.20); further revise retention application per C. Giglio comments (1.00)	3.90
15 Mar 19	Arotsky, Allison	Emails with F. Petrie of Kirkland re: timing for draft retention application (.50)	0.50
18 Mar 19	Arotsky, Allison	Update schedules to Declaration to reflect searches of additional parties-in-interest (2.80)	2.80

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
19 Mar 19	Reisman, Steven	Review and comment on draft retention application and provide feedback to A. Arotsky and C. Giglio and review updated version for approval and sign off (1.30)	1.30
19 Mar 19	Giglio, Cindi	Review revised retention disclosures and work to finalize draft of retention application for internal review, including discussions with S. Reisman and A. Arotsky (2.40); email with Kirkland re: same (.10)	2.50
19 Mar 19	Arotsky, Allison	Revise disclosures in Declaration, discuss with C. Giglio, and email S. Reisman re: updated draft (.50); discuss draft Retention Application with S. Reisman and C. Giglio (.20); review, revise and update Retention Application, Declaration, and Schedules to Declaration (1.70)	2.40
20 Mar 19	Reisman, Steven	Discussion with C. Giglio re: disclosures in connection with retention and follow up re: same (.40)	0.40
20 Mar 19	Giglio, Cindi	Discuss disclosures with S. Reisman and follow up with A. Arotsky re: same (.40); further review of application and internal discussions re: same (.60)	1.00
20 Mar 19	Arotsky, Allison	Confer with C. Giglio re: revisions to Katten's disclosures (.50)	0.50
21 Mar 19	Sieger, John P.	Review and revise application and declaration (.20); related emails with C. Giglio (.10)	0.30
21 Mar 19	Reisman, Steven	Review and markup Katten retention application with comments and follow up re: conflict disclosures (2.10)	2.10
21 Mar 19	Giglio, Cindi	Review disclosure schedule (1.20); communication with Conflicts Department re: same (.40)	1.60
21 Mar 19	Arotsky, Allison	Discuss disclosure language with C. Giglio and revise Declaration accordingly (.30); review comments to Retention Application and revise accordingly (.20); draft follow-up email to A. Schackart (.20); draft cover email to F. Petrie re: draft retention application (.20)	0.90
22 Mar 19	Giglio, Cindi	Follow up emails re: circulating retention application to Kirkland team (.20)	0.20
23 Mar 19	Arotsky, Allison	Draft emails to C. Giglio and S. Resiman re: budget (.10)	0.10
24 Mar 19	Giglio, Cindi	Email with A. Arotsky re: fee estimates to A&M (.10)	0.10
24 Mar 19	Arotsky, Allison	Prepare email to A. Gasbara re: accrued fees and expenses and budget matters (.50)	0.50
25 Mar 19	Giglio, Cindi	Review Katten's fees as of 3/25 for compliance with UST guidelines and to prepare weekly fee and expense estimate (.50); review staffing plan (.20); review comments from Kirkland and company to Katten's retention application (.30)	1.00
25 Mar 19	Arotsky, Allison	Review comments to Retention Application from Kirkland / Company (.20); Revise email to A. Gasbara re: accrued fees and expenses and budget matters (.50); prepare Katten Staffing Plan for company's review in connection with Retention Application (.50).	1.20
26 Mar 19	Reisman, Steven	Review and comments on retention application and related documentation with efforts to finalize same and	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540512
Invoice Date: May 9, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
26 Mar 19	Arotsky, Allison	confer with A. Arotsky re: comments (.80) Incorporate Kirkland and company's comments into retention application (1.00); revise retention application per S. Reisman comments (.50); update retention application with respect to new interested parties (.80); review conflicts search results with respect to new interested parties and revise Schedule 2 (1.30); finalize Katten Retention Application for filing (1.00)	4.60
27 Mar 19	Giglio, Cindi	Follow up on weekly estimate (.10)	0.10
28 Mar 19	Arotsky, Allison	Email C. Harmon re: weekly fees and expenses report (.10)	0.10
TOTALS:			48.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	23.10	730.00	\$16,863.00
44904	Giglio, Cindi	12.20	965.00	\$11,773.00
44842	Reisman, Steven	7.00	1,220.00	\$8,540.00
32703	Sieger, John P.	0.30	975.00	\$292.50
41782	Siena, Marie	2.50	200.00	\$500.00
45083	Wang, Thomas	3.40	200.00	\$680.00
TOTAL:		48.50		\$38,648.50

Katten

Katten Muchin Rosenman LLP

575 Madison Avenue
New York, NY 10022-2585

REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

Attorney: 44842 - Steven Reisman
Client: 392355 - Windstream Holdings, Inc.
Matter: 00002 - Retention and Fee Applications

Invoice No.: 1301540512
Invoice Date: 09 May 19

Current Invoice Charges: \$38,648.50

Wire Instructions:

Reference: 392355.00002

JP Morgan Chase Bank
1211 Avenue of the Americas, 39th Floor
New York, New York 10036
ABA #021000021
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP
Operating Account
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Carla Harmon at 212-940-6512 or e-mail carla.harmon@kattenlaw.com

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 10, 2019

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

Invoice No. 1301540517
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through March 31, 2019	\$185,481.00
Disbursements and other charges.....	\$9,016.78

CURRENT INVOICE TOTAL: \$194,497.78

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540517
Invoice Date: May 10, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Mar 19	Reisman, Steven	Attend to matters re: potential violation of the automatic stay by Charter and review of matters in connection with same (1.00); discussion with C. Giglio re: same (.20)	1.20
19 Mar 19	Giglio, Cindi	Discuss new matter re: automatic stay violation with S. Reisman (.20)	0.20
20 Mar 19	Reisman, Steven	Review documentation related to relationship between Windstream and Charter in preparation for conference call with client (1.50); discussion of issues with C. Giglio related to same (.10); participate in conference call with representatives of Windstream re: Charter service suspension and potential violation of automatic stay and review materials following call and follow up related to same (2.60); discussion re: potentially proceeding forward with letter re: violation of automatic stay or motion to hold Charter for contempt and violation of the automatic stay (.70)	4.90
20 Mar 19	Giglio, Cindi	Review background on relationship between Windstream and Charter in preparation for call with client (.90); discussion with S. Reisman re: same (.10); call with client and follow up call with L. Lersner (.80); draft notes for same per S. Reisman (.20); review L. Lersner memoranda re: sanctions for stay violations (.20)	2.20
20 Mar 19	Lersner, Lindsay	Participate in call with Windstream re: Charter service suspension (.60); discuss same with C. Giglio (.20); conduct legal research on sanctions for willful stay violations and prepare summary of same (1.20)	2.00
21 Mar 19	Reisman, Steven	Review matters re: automatic stay issues with Charter Communications (.50); follow up with client re: same (.10)	0.60
21 Mar 19	Giglio, Cindi	Review background on potential assumption of Charter agreement (.50)	0.50
22 Mar 19	Reisman, Steven	Review document re: agreement between Charter and Spectrum and follow up re: same (1.10); discussion of issues re: potential violation of automatic stay by Charter and strategy related to same (.60); review issue with respect to payment of admin portion of post petition services provided by Charter (.40); continued follow up re: issues related to Charter and potential next steps to be taken (.70)	2.80
22 Mar 19	Giglio, Cindi	Review contract with Spectrum (.70); review correspondence re: potential assumption or rejection (.30); related discussions with L. Lersner (.40); related discussions with S. Reisman (.50); review and provide edits to L. Lersner draft email re: same (1.10)	3.00
22 Mar 19	Lersner, Lindsay	Review Value Added Reseller Agreement with Spectrum and prepare analysis and client update re: same (3.80); discuss same with C. Giglio (.40)	4.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540517
Invoice Date: May 10, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
24 Mar 19	Reisman, Steven	Update and follow up re: Charter dispute (.40)	0.40
25 Mar 19	Reisman, Steven	Conduct analysis re: Charter agreement and potential for assumption of same and issues with respect to automatic stay and need for stay violation letter to be sent to Charter (1.40); meeting with C. Giglio to discuss same (.30)	1.70
25 Mar 19	Giglio, Cindi	Meeting with S. Reisman on potential Charter assumption (.30); review correspondence related to new Charter stay violation (.40); discuss research into customer relationship interference as stay violation with A. Arotzky (.10); draft stay violation letter (1.70)	2.50
25 Mar 19	Arotzky, Allison	Research case law re: interference with customer relations as a violation of the automatic stay (1.40); confer with C. Giglio re: same (.10)	1.50
27 Mar 19	Thompson, Grace	Research legal standard for violation of automatic stay by debtor's competitors and related communications with S. Rochester (2.90)	2.90
27 Mar 19	Reisman, Steven	Follow up re: issues related to potential violation of automatic stay by Charter and various emails and research and review of case law related to same (.70)	0.70
27 Mar 19	Rochester, Shaya J.	Attend to issues regarding potential TRO for stay violation, including research and communications with G. Thompson and C. Giglio re same (1.20)	1.20
27 Mar 19	Giglio, Cindi	Discuss issue with S. Reisman re: Charter (.20); follow up with S. Rochester re: same, including related emails and discussions (.50); email with A. Arotzky re: same (.10); review case law identified by G. Thompson (.20)	1.00
27 Mar 19	Arotzky, Allison	Correspondence with S. Reisman and C. Giglio re: emails received from Company re: need for response to stay violation (.20)	0.20
28 Mar 19	Mandell, Floyd A.	Review emails and conference with S. Reisman regarding TRO and high level strategy (.30)	0.30
28 Mar 19	Sieger, John P.	Emails with S. Rochester re potential TRO (.20)	0.20
28 Mar 19	Sims, Tami Kameda	Call with K. Lockhart regarding potential legal claims on behalf of Windstream (.20); analyze factual background information (1.10); analyze potential legal claims on behalf of Windstream and associated legal research issues (.80); discuss same with S. Rochester (.50)	2.60
28 Mar 19	Lockhart, Kristin	Teleconference with T. Sims regarding overview of potential claims and issues in dispute with Clear Spectrum (.20)	0.20
28 Mar 19	Thompson, Grace	Review Charter Communications v. DirecTV docket related to temporary restraining order (1.00); research standards for violations of Lanham Act for false advertising (2.70); research case law involving Lanham Act claims in bankruptcy courts (2.30); research legal standard for violation of automatic stay by debtor's competitors (1.20); research jurisdiction and venue issues for temporary restraining orders (1.00); analyze	12.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		SDNY and bankruptcy court pleadings for temporary restraining orders (1.60); begin drafting motion for temporary restraining order document (2.60); begin drafting complaint document (.30)	
28 Mar 19	Reisman, Steven	Participate in various calls re: issues with Charter Communications and Spectrum which may require the need for temporary restraining order or/and a preliminary injunction as well as a complaint for violation of the automatic stay (.70); internal discussions Lanham Act violations by Charter and confer with K. Lochhart, T. Sims and others at Katten re: experience and proceeding forward with potential complaint against Spectrum (.80); review underlying statute and case law related to potential Lanham Act and automatic stay violations (3.40); coordination with C. Giglio and G. Thompson related to same (.40)	5.30
28 Mar 19	Rochester, Shaya J.	Review TRO precedents in connection with potential TRO against Spectrum (.50); call with client regarding potential TRO as a result of negative ads published by Spectrum (.30); review TRO pleadings filed by Charter against Direct TV (.80); meetings with C. Giglio re Spectrum's actions are violative of the Lanham Act and/or automatic stay (1.50); call with client re same (.40); call with T. Sims re same (.50); research whether Spectrum's actions constitute violation of the automatic stay (3.30); review and provide comments on stay violation letter (.70); prepare summary of research and proposed next steps (.50)	8.50
28 Mar 19	Giglio, Cindi	Review precedent for TRO (.30); call with K. Smith and related follow up (.40); review and take notes on procedure for TRO in Bankruptcy Court (.80); continue to update and revise letter holding Charter responsible for violation of automatic stay (2.90); call with client to discuss same (.40); meeting with S. Reisman and S. Rochester to discuss matter and TRO related strategy (1.50); call with T. Sims re: Lanham Act concerns (.50); discuss Lanham Act with R. Larsen and others (.40); emails with S. Rochester re: strategy and status of documents and research (.40)	7.60
28 Mar 19	Arotzky, Allison	Respond to C. Giglio re: language from first day decl. re: balance sheet restructuring (.10)	0.10
28 Mar 19	Wang, Thomas	Prepare index and prepare key documents binder for attorney review (.40)	0.40
29 Mar 19	Mandell, Floyd A.	Exchange emails with TRO Team and S. Reisman (.30)	0.30
29 Mar 19	Larsen, Ryan	Review and analyze Charter v. DirectTV complaint and TRO papers from when Charter was in bankruptcy (.80); review client documents and summary of dispute to outline claims to plead in adversary complaint (.60); review procedural research for adversary complaint,	2.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		TRO, preliminary injunction in SDNY District Court (.20); review and analyze form complaints for Lanham Act violations and consumer confusion state law violations (.80)	
29 Mar 19	Sims, Tami Kameda	Analyze legal research findings regarding potential causes of action on behalf of Windstream (1.90); analyze legal issues concerning a potential request for temporary restraining order against Charter (1.50); call with S. Rochester regarding potential complaint and causes of action (.30); review and edit factual background on Windstream's Chapter 11 filing (.90); prepare factual background for motion for temporary restraining order and preliminary injunction (1.80)	6.40
29 Mar 19	Cameron, Camille A.	Review case background information in preparation for researching and drafting complaint (2.30)	2.30
29 Mar 19	Lockhart, Kristin	Perform further research on bankruptcy provisions for venue (2.50); discussion with T. Sims regarding status of research of veracity of claims (.30); attend status teleconference with team to discuss potential claims (.60); perform further research on case law regarding elements of claim (2.30); draft remaining portion of legal standard for motion (.80); research case law regarding additional claims under Lanham Act and draft email to T. Sims regarding same (.50); research case law regarding claims under Lanham Act (1.50); draft section regarding standards for claims in brief (2.30); research case law relating to potential causes of action against Charter (2.30); draft email to T. Sims regarding summary of research (.50)	13.60
29 Mar 19	Thompson, Grace	Research case law precedent for temporary restraining order cases in bankruptcy court (3.00); discuss same with S. Rochester (.30); continue researching jurisdiction rules for temporary restraining orders in bankruptcy court (.30); conference call with Katten team regarding temporary restraining order (.60); compile key contacts list for client and Katten team (.50); research choice of law standard in bankruptcy (1.20); research SDNY bankruptcy complaints which alleged an automatic stay violation (.40)	9.00
29 Mar 19	Reisman, Steven	Review of pleadings in connection with moving forward with TRO and provide comments re: same (1.70); review of case law on ability to obtain TRO in bankruptcy court and process and procedure related to same (1.10); review materials re: appropriate venue for bring Lanham Act claim and ability to proceed before bankruptcy court (1.10); various emails throughout the day with Katten team including F. Mandell, K. Lockhart, S. Rochester and T. Sims (.70)	4.60
29 Mar 19	Rochester, Shaya J.	Review and provide comments on draft TRO pleadings (.70); call with G. Thompson re research regarding	7.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		TRO pleadings, including automatic stay violation (.30); call with client regarding potential TRO (.40); call with T. Sims re potential TRO (.30); review and provide extensive comments on TRO/PI motion (2.20) and proposed form of order (2.20); multiple calls with S. Reisman and C. Giglio re same (1.00); correspondence with client regarding certain information related to claims asserted in Complaint (.70)	
29 Mar 19	Giglio, Cindi	Discuss potential TRO with S. Reisman (.10); call with S. Reisman, S. Rochester and K. Smith re: same (.40); multiple calls with S. Rochester to discuss status of project, research updates and litigation (1.00); prepare for and participate in call with litigation team to discuss plan to complete TRO (.60); call with T. Sims to discuss state law issues and related research (.40); drafting background on bankruptcy section, automatic stay and other issues and related correspondence with G. Thompson (3.60)	6.10
30 Mar 19	Larsen, Ryan	Review and analyze research on Lanham Act and state specific statutes for consumer confusion to potentially plead in adversary complaint (1.80); review and analyze research on dilution claim to potentially plead in adversary complaint (.50); review and analyze Windstream/Spectrum contract re notice provisions and use of confidential information (.70)	3.00
30 Mar 19	Sims, Tami Kameda	Strategize with K. Lockhart regarding legal issues relating to a request for temporary restraining order on behalf of Windstream (.80); analyze legal research findings regarding potential causes of action to assert on behalf of Windstream (.50); analyze legal research findings relating to Windstream's request for a temporary restraining order (.90); strategize regarding preparation of a Complaint and a motion for temporary restraining order and preliminary injunction (.60); strategize regarding additional materials needed for factual background (.40); continue preparation of factual background for motion for temporary restraining order and preliminary injunction (2.80)	6.00
30 Mar 19	Cameron, Camille A.	Perform legal research regarding causes of action for complaint (4.50); review client documents regarding causes of action for complaint (2.60); perform legal research regarding legal issues for complaint (3.20); call with M. Velez re: the same (.60)	10.90
30 Mar 19	Velez, Melissa	Call with C. Cameron re: legal research regarding issues for the Complaint against Spectrum (.60)	0.60
30 Mar 19	Lockhart, Kristin	Draft email to team regarding standard for emergency relief (.50); perform brief research on whether to bring additional claims (.80); instruct G. Thompson to conduct research on issue of emergency relief and draft	16.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		email regarding same (.50); strategize with T. Sims regarding additional claims to raise in complaint (.30); research additional case law regarding examples of claims to be alleged (.80); revise draft of legal standards and send to T. Sims for review (.80); perform further research on case law relating to elements of claims under Lanham Act (1.00); revise section of brief relating to standard emergency relief (1.30); perform research on element of standard for emergency relief (3.00); draft email to T. Sims regarding varying standards to same (.50); draft section of brief regarding legal standard for emergency relief (.80); discussion with T. Sims regarding available standards for relief (.50); perform additional research on case law on element of Lanham Act claim (.80); draft section of brief regarding additional element of claim and revise standard for emergency relief (1.30); draft relevant section of brief relating to element of claim (.80); perform research on standard for granting emergency relief in Second Circuit (1.30); perform further research on standard for granting emergency relief in Second Circuit (1.00)	
30 Mar 19	Thompson, Grace	Research competition issues between Charter and Windstream (2.00); review Case Management Order and other SDNY bankruptcy rules for timing and format of pleadings (.50); research possible customer complaints or alerts online regarding Charter/Spectrum's advertisements about Windstream (1.70); research "likelihood of success" legal standard for multiple claims (.50)	4.70
30 Mar 19	Reisman, Steven	Review documentation re: TRO, complaint and provide feedback and comments on draft documentation and research (3.00); updates on status and strategy throughout the day (1.40); review draft order to show causes in 2nd circuit and before Judge Drain and preparation for same (.60); discussions throughout the day with T. Sims and others re: research, drafting of pleadings, next steps and strategy (.60)	5.60
30 Mar 19	Rochester, Shaya J.	Review correspondence with client regarding call records and direct mailers (.60); review and provide comments on Motion for Preliminary Injunction (1.60)	2.20
30 Mar 19	Giglio, Cindi	Research related to operational issues to continue drafting background (.40)	0.40
31 Mar 19	Larsen, Ryan	Review pleadings and research (3.60); draft (4.50) and revise (1.00) adversary complaint for violation of Lanham Act, state consumer fraud statutes, breach of contract, violation of automatic stay; phone conference with S. Rochester, T. Sims, C. Cameron, K. Lockhart re complaint, TRO motion papers, and next steps (.70)	9.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
31 Mar 19	Sims, Tami Kameda	Analyze new factual background information provided by client (.70); continue preparation of factual background to add additional facts (.90); analyze additional legal research findings on potential causes of action to assert on behalf of Windstream (.80); strategize with team regarding the preparation of the Complaint and motion for temporary restraining order and preliminary injunction (.70); analyze legal research findings regarding Windstream's request for temporary restraining order and preliminary injunction (.90); revise Complaint (.80); prepare legal argument section for motion on the likelihood of success on the merits (.60); prepare legal argument section for motion on false statements under the Lanham Act (1.90); prepare legal argument section on consumer deception (1.70); prepare legal argument section for motion on material deception (.50); prepare legal argument section for motion on interstate commerce (.20); prepare legal argument section for motion on injury (.80)	10.50
31 Mar 19	Cameron, Camille A.	Perform legal research regarding causes of action for complaint (4.10); perform legal research regarding legal issues for complaint (2.10); review client documents regarding causes of action for complaint (.50); review and revise complaint (.80); draft factual background section for injunctive relief motion (1.40); attend conference call with team regarding open items relating to the foregoing (.70)	9.60
31 Mar 19	Velez, Melissa	Legal research regarding issues for the Complaint against Spectrum (3.80)	3.80
31 Mar 19	Lockhart, Kristin	Review and edit statement of facts for briefing in support of TRO (.70); perform legal research on and draft section on issue in brief (1.60); perform legal research on and draft section on issue in brief (1.30); draft email to T. Sims regarding level of proof claims (.60); perform legal research on elements for additional claims (1.80); perform legal research on additional federal claims (1.60); draft application of legal standard in brief (.80); draft additional application of legal standard in brief (.60); attend teleconference with attorneys to discuss status and outstanding items for filing of motion and complaint (.70); research case law regarding further claims (1.60); draft proposed order (1.10)	12.40
31 Mar 19	Thompson, Grace	Draft pro hac vice documents for Katten litigators based in Los Angeles (.70); draft and edit Motion to File Under Seal (1.60); attend conference call with Katten team regarding status of pleadings drafts (.70); draft notes and follow-up action items from conference call (.30); review Case Management Order for notice requirements for filing temporary restraining orders	3.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540517
Invoice Date: May 10, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
31 Mar 19	Reisman, Steven	(.20) Review documentation, case law and proposed pleadings in connection with anticipated order to show cause seeking temporary restraining order and preliminary injunction against Charter Communications related to violations of Lanham Act (2.30); emails and follow up related to preparation of documentation for going before US Bankruptcy Court Southern District of NY Judge Drain seeking interim and expedited relief including discussions, emails and mark up of documentation related to proposed relief (2.30)	4.60
31 Mar 19	Rochester, Shaya J.	Review and make changes to background section of TRO motion (2.20); correspond with client regarding factual support for relief requested in the TRO motion (.30); review and provide comments pro hac vice applications (.30) and draft sealing motion and proposed order (.70); call with team regarding status of TRO motion and Complaint (.70); call with C. Giglio re same (.30); communications with client re breach of contract claim (.50); provide further comments on sealing papers (.30); review Case Management Order and local rules regarding emergency relief and prepare summary re same (.50)	5.80
31 Mar 19	Giglio, Cindi	Correspondence related to TRO and related calls with S. Rochester (.70)	0.70
TOTALS:			234.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotzky, Allison	1.80	730.00	\$1,314.00
43690	Cameron, Camille A.	22.80	645.00	\$14,706.00
44904	Giglio, Cindi	24.20	965.00	\$23,353.00
34231	Larsen, Ryan	15.20	870.00	\$13,224.00
44932	Lersner, Lindsay	6.20	605.00	\$3,751.00
44572	Lockhart, Kristin	42.20	605.00	\$25,531.00
31420	Mandell, Floyd A.	0.60	1,030.00	\$618.00
44842	Reisman, Steven	32.40	1,220.00	\$39,528.00
44845	Rochester, Shaya J.	25.50	965.00	\$24,607.50
32703	Sieger, John P.	0.20	975.00	\$195.00
42783	Sims, Tami Kameda	25.50	845.00	\$21,547.50
44616	Thompson, Grace	32.80	450.00	\$14,760.00
43994	Velez, Melissa	4.40	515.00	\$2,266.00
45083	Wang, Thomas	0.40	200.00	\$80.00
TOTAL:		234.20		\$185,481.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540517
Invoice Date: May 10, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
27 Mar 19	Color Printing	29.25
28 Mar 19	Color Printing	12.25
28 Mar 19	Color Printing	17.00
28 Mar 19	Color Copies for 03/28/2019	96.75
29 Mar 19	Binding: 3/12/19	9.00
29 Mar 19	Binding: 3/28/19	3.00
29 Mar 19	Binding: 3/28/19	12.00
31 Mar 19	Westlaw Legal Research: THOMPSON,GRACE on 03/29/2019	1,069.23
31 Mar 19	Westlaw Legal Research: THOMPSON,GRACE on 03/30/2019	301.08
31 Mar 19	Westlaw Legal Research: THOMPSON,GRACE on 03/28/2019	857.23
31 Mar 19	Westlaw Legal Research: VELEZ,MELISSA on 03/31/2019	406.36
31 Mar 19	Westlaw Legal Research: CAMERON,CAMILLE A on 03/29/2019	476.24
31 Mar 19	Westlaw Legal Research: CAMERON,CAMILLE A on 03/31/2019	960.19
31 Mar 19	Westlaw Legal Research: CAMERON,CAMILLE A on 03/30/2019	1,476.22
31 Mar 19	Westlaw Legal Research: VELEZ,MELISSA on 03/30/2019	25.37
31 Mar 19	Westlaw Legal Research: LOCKHART,KRISTIN on 03/30/2019	818.25
31 Mar 19	Westlaw Legal Research: LOCKHART,KRISTIN on 03/31/2019	1,209.18
31 Mar 19	Westlaw Legal Research: LOCKHART,KRISTIN on 03/29/2019	1,238.18
TOTAL:		\$9,016.78

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Binding	\$24.00
Color Printing	\$58.50
Color Copies	\$96.75
Legal Research	\$8,837.53
TOTAL:	\$9,016.78

MATTER TOTAL: \$194,497.78

Katten

Katten Muchin Rosenman LLP

575 Madison Avenue
New York, NY 10022-2585

REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

Attorney: 44845 - Shaya J. Rochester
Client: 392355 - Windstream Holdings, Inc.
Matter: 00008 - Charter Litigation

Invoice No.: 1301540517
Invoice Date: 10 May 19

Current Invoice Charges: \$194,497.78

Wire Instructions:

Reference: 392355.00008

JP Morgan Chase Bank
1211 Avenue of the Americas, 39th Floor
New York, New York 10036
ABA #021000021
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP
Operating Account
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Carla Harmon at 212-940-6512 or e-mail carla.harmon@kattenlaw.com

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 9, 2019

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

Invoice No. 1301540519
Client No. 392355
Matter No. 00011

FEIN: 36-2796532

Re: Case Administration (392355.00011)

For legal services rendered through March 31, 2019 \$11,658.50

CURRENT INVOICE TOTAL: \$11,658.50

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540519
Invoice Date: May 9, 2019

PROFESSIONAL SERVICES

Matter 00011: Case Administration

Date	Attorney or Assistant	Description	Hours
25 Feb 19	Reisman, Steven	Review First day pleadings in Windstream case after chapter 11 filing for update on business, chapter 11 matters and follow up re: matters related to same including coordination with Kirkland & Ellis re: retention, conflicts and other matters (1.90)	1.90
25 Feb 19	Arotsky, Allison	Review first day pleadings and District Court decision for case background (2.00)	2.00
26 Feb 19	Reisman, Steven	Review First Day Pleadings in connection with conflicts counsel role including affidavit re: background of filing and capital structure and other First Day Pleading related to Debtor in Possession financing and critical vendor payments (2.20)	2.20
26 Feb 19	Arotsky, Allison	Review First Day Declaration (.90); email S. Resiman re: hearing agenda and First Day Declaration (.20)	1.30
28 Feb 19	Giglio, Cindi	Draft email re: request for update from Kirkland team (.40)	0.40
01 Mar 19	Giglio, Cindi	Check in on progress with A. Arotsky re: case update (.10)	0.10
04 Mar 19	Arotsky, Allison	Review recent filings, including first day orders, for case background and status (.50)	0.50
07 Mar 19	Arotsky, Allison	Review recent filings and publications as of 3/7/2019 for status and analysis (.50)	0.50
08 Mar 19	Arotsky, Allison	Review recent filings and publications as of 3/8/2019 for status and analysis (.50)	0.50
12 Mar 19	Arotsky, Allison	Review recent filings and analysis as of 3/12/2019 relevant to Katten's role as conflicts counsel to the Debtors (.50)	0.50
19 Mar 19	Arotsky, Allison	Review recent filings and analysis as of 3/19/2019 relevant to Katten's role as conflicts counsel to the Debtors (.40)	0.40
20 Mar 19	Arotsky, Allison	Review recent filings and analysis as of 3/20/2019 relevant to Katten's role as conflicts counsel to the Debtors (.50)	0.50
21 Mar 19	Giglio, Cindi	Participate in webinar to gain overview of issues in connection with role as conflicts counsel (.70); draft email to A. Arotsky re: same (.10)	0.80
21 Mar 19	Arotsky, Allison	View Reorg Research webinar on background of Windstream case, first day pleadings, and key legal issues (.70)	0.70
22 Mar 19	Arotsky, Allison	Review recent filings and analysis relevant to Katten's role as conflicts counsel to the Debtors (.50)	0.50
TOTALS:			12.80

SUMMARY OF PROFESSIONAL SERVICES

Matter 00011: Case Administration

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540519
 Invoice Date: May 9, 2019

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	7.40	730.00	\$5,402.00
44904	Giglio, Cindi	1.30	965.00	\$1,254.50
44842	Reisman, Steven	4.10	1,220.00	\$5,002.00
	TOTAL:	12.80		\$11,658.50

Katten

KattenMuchinRosenman LLP

575 Madison Avenue
New York, NY 10022-2585

REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

Attorney: 44842 - Steven Reisman
Client: 392355 - Windstream Holdings, Inc.
Matter: 00011 - Case Administration

Invoice No.: 1301540519
Invoice Date: 09 May 19

Current Invoice Charges: \$11,658.50

Wire Instructions:

Reference: 392355.00011

JP Morgan Chase Bank
1211 Avenue of the Americas, 39th Floor
New York, New York 10036
ABA #021000021
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP
Operating Account
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Carla Harmon at 212-940-6512 or e-mail carla.harmon@kattenlaw.com

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 9, 2019

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

Invoice No. 1301540520
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through March 31, 2019 \$2,684.00

CURRENT INVOICE TOTAL: \$2,684.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540520
 Invoice Date: May 9, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
26 Feb 19	Reisman, Steven	Dial in to First Day Hearing in White Plains before Judge Drain re: matters related to Windstream and First Day Relief (2.20)	2.20
TOTALS:			2.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	2.20	1,220.00	\$2,684.00
TOTAL:		2.20		\$2,684.00

Katten

KattenMuchinRosenman LLP

575 Madison Avenue
New York, NY 10022-2585

REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

Attorney: 44842 - Steven Reisman
Client: 392355 - Windstream Holdings, Inc.
Matter: 00019 - Hearings

Invoice No.: 1301540520
Invoice Date: 09 May 19

Current Invoice Charges: \$2,684.00

Wire Instructions:

Reference: 392355.00019

JP Morgan Chase Bank
1211 Avenue of the Americas, 39th Floor
New York, New York 10036
ABA #021000021
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP
Operating Account
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Carla Harmon at 212-940-6512 or e-mail carla.harmon@kattenlaw.com

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 9, 2019

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

Invoice No. 1301540521
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$21.75

CURRENT INVOICE TOTAL: \$21.75

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540521
Invoice Date: May 9, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
12 Mar 19	Color Printing	21.75
TOTAL:		\$21.75

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Color Printing	\$21.75
TOTAL:	\$21.75

Katten

KattenMuchinRosenman LLP

575 Madison Avenue
New York, NY 10022-2585

REMITTANCE

Please include this remittance advice with your payment to ensure proper account crediting

Attorney: 44842 - Steven Reisman
Client: 392355 - Windstream Holdings, Inc.
Matter: 00032 - Expenses

Invoice No.: 1301540521
Invoice Date: 09 May 19

Current Invoice Charges: \$21.75

Wire Instructions:

Reference: 392355.00032

JP Morgan Chase Bank
1211 Avenue of the Americas, 39th Floor
New York, New York 10036
ABA #021000021
Swift Code: CHASUS33

For Credit To: Katten Muchin Rosenman LLP
Operating Account
Account #967343933

When wiring a payment please fax a copy of the Remittance to Jean Monteforte at 212-940-7175

Please direct any billing inquiries to Carla Harmon at 212-940-6512 or e-mail carla.harmon@kattenlaw.com

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

*Conflicts Counsel to the Debtors and
 Debtors in Possession*

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

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

**SECOND MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP
 FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
 EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	April 1, 2019	April 30, 2019

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

² This statement consists of fees and expenses from April 1, 2019, through April 30, 2019.



Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$744,861.20 (80% of \$931,076.50)
Total expenses requested in this statement:	\$24,179.17
Total fees and expenses requested in this statement:	\$769,040.37
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From April 1, 2019 Through April 30, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$931,076.50 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$744,861.20, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e.

³ The period from April 1, 2019, through and including April 30, 2019, is referred to herein as the “Fee Period”).

\$931,076.50); (iii) allowance and payment of \$24,179.17 for the actual, necessary expenses that Katten incurred in connection with such services during the fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$931,076.50 in fees during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$744,861.20 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$787.⁴ The blended hourly billing rate of all paraprofessionals is \$214.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$24,179.17.

⁴ The blended hourly rate of \$787 for attorneys is derived by dividing the total fees for attorneys of \$920,352.50 by the total hours of 1,170 for those same attorneys.

⁵ The blended hourly billing rate of \$200 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$10,721 by the total hours of 50.10 for these same paraprofessionals.

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

Representations

5. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Fee Statement due to delays caused by accounting and processing during the Fee Period. Katten reserves the right to make further application to the United States Bankruptcy Court for the Southern District of New York for allowance of such fees and expenses not included herein. Subsequent Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

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

[Remainder of page intentionally left blank.]

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$931,076.50 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$744,861.20, which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e. \$931,076.50); and (iii) allowance and payment of \$24,179.17 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: May 21, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

Summary of Fees and Expenses by Project Category
for the Time Period of April 1, 2019 through April 30, 2019

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

Summary of Fees and Expenses by Project Category
for the Time Period of April 1, 2019 through April 30, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	15.40	\$ 8,950.50	\$ 0	\$ 8,950.50
8	Charter Litigation	1,204.70	922,126.00	24,197.17	946,323.17
Totals		1,220.10	\$ 931,076.50	\$ 24,197.17	\$ 955,273.67

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of April 1, 2019 through April 30, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of April 1, 2019 through April 30, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	63.80	\$ 77,836.00
Theresa A. Foudy	Partner	1994	Restructuring	1,050	5.30	5,565.00
Floyd A. Mandell	Partner	1973	IP	1,030	3.10	3,193.00
Terence P. Ross	Partner	1983	IP	985	186.70	183,899.50
Cindi M. Giglio	Partner	2007	Restructuring	965	2.30	2,219.50
Shaya Rochester	Partner	2003	Restructuring	965	202.40	195,316.00
Ryan Larsen	Partner	2000	Litigation	870	44.00	38,280.00
Tami Kameda Sims	Partner	2006	Litigation	845	168.30	142,213.50
Allison J. Arotzsky	Associate	2012	Restructuring	730	9.10	6,643.00
Joanna M. Hill	Associate	2014	Litigation	695	59.90	41,630.50
Paul S. Yong	Associate	2015	Litigation	695	4.80	3,336.00
Camille A. Cameron	Associate	2015	Litigation	645	84.70	54,631.50
Kristin Lockhart	Associate	2016	IP	605	72.70	43,983.50
Rachel A. Oplinger	Associate	2017	Litigation	515	19.50	10,042.50
Melissa Velez	Associate	2017	Litigation	515	33.40	17,201.00
Grace Thompson	Associate	2019	Restructuring	450	161.30	72,585.00
Jake Nussbaum	Associate	2019	Litigation	450	14.90	6,705.00
Katherine M. Motsinger	Associate	2018	Litigation	450	20.00	9,000.00
Catherine E. O'Brien	Associate	2018	Litigation	440	13.80	6,072.00
Totals for Attorneys					1,170.00	\$ 920,352.50

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Adriane Konrath	Litigation Support Specialist	22	Litigation Support	\$ 390	2.90	\$ 1,131.00
Carl Rossing	Litigation Support Operator	21	Litigation Support	330	0.90	297.00
John Greer	Docket Manager	30	Docketing	290	0.40	116.00
Thomas Wang	Paralegal	1	Restructuring	200	22.10	4,420.00
Marie Siena	Paralegal	12	Restructuring	200	23.80	4,760.00
Totals for Paraprofessionals					50.10	\$ 10,724.00

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$931,076.50

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of April 1, 2019 through April 30, 2019**

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

Summary of Actual and Necessary Expenses
for the Time Period of April 1, 2019 through April 30, 2019

Expenses by Categories	Amount
Out of Town Travel and Airfare	\$ 4,285.01
Postage and Telephone Conference Charges	8.59
Color Printing	68.75
Legal Research	19,512.02
PACER/ECF Fees	304.80
Total¹	\$ 24,179.17

¹ This Expense Summary reflects a voluntary write-off of all expenses related to local transportation and meals.

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of April 1, 2019 through April 30, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 17, 2019

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

Invoice No. 1301541613
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through April 30, 2019 \$8,950.50

CURRENT INVOICE TOTAL: \$8,950.50

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 Apr 19	Rochester, Shaya J.	Call with C. Giglio re retention application (.30)	0.30
08 Apr 19	Wang, Thomas	Review the February and March prebills for proper assignment of tasks and privileged and confidential information (1.00)	1.00
09 Apr 19	Rochester, Shaya J.	Attend to issues re Katten retention application and coordinating with Kirkland regarding Court approval (.40)	0.30
10 Apr 19	Thompson, Grace	Review Windstream ch. 11 case Motion for Establishing Procedures for Interim Compensation and Motion and Motion for the Retention and Compensation of Professional to ensure Katten compliance and parties objection rules (.50)	0.50
10 Apr 19	Rochester, Shaya J.	Review Windstream Billing Guidelines and communications with Kirkland regarding same (.20); office conference with S. Reisman re same (.40); attend to issues re DIP reporting (.40); attend to issues re Katten retention order (.30)	1.30
10 Apr 19	Arotsky, Allison	Review Case Management order: re objections and proposed orders and respond to S. Rochester re: same (.20); communications with S. Rochester re: compliance with budget reporting (.50)	0.70
11 Apr 19	Wang, Thomas	Communications with S. Rochester, A. Arotsky, and Katten's billing department regarding the February-March fee statement (.40)	0.40
12 Apr 19	Arotsky, Allison	Review February and March time records for privileged and confidential information and proper assignment of matters to matter categories (2.50); draft email to team re: compliance with budget-reporting requirements (.20)	2.70
15 Apr 19	Wang, Thomas	Review the April prebills (to date) for proper assignment of tasks and privileged and confidential information and reconcile with A. Arotsky's comments to same (1.00)	1.00
16 Apr 19	Arotsky, Allison	Correspondence with I. Cheban and S. Rochester re: preparing weekly report and budget (.20)	0.20
16 Apr 19	Wang, Thomas	Continue to review February, March, and April prebills for proper assignment of tasks and privileged and confidential information (1.20); communications with A. Arotsky and Katten's billing department re: the same (.10)	1.30
17 Apr 19	Rochester, Shaya J.	Attend to issues re fee estimate to A&M (.20); review and provide comments on February-March invoices to ensure non-disclosure of confidential and privileged information (1.00)	1.20
18 Apr 19	Rochester, Shaya J.	Attend to issues re February/March Monthly Fee Statement to ensure compliance with UST guidelines (.30)	0.30
18 Apr 19	Arotsky, Allison	Review interim compensation procedures and prepare form of monthly fee statement (.90); prepare email to	1.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541613
Invoice Date: May 17, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
18 Apr 19	Wang, Thomas	team re: budget compliance (.10) Various communications with S. Rochester, A. Arotsky, and other Katten staff re: February-March fee statement (.30); perform spot check of time sheets and follow up related to same (.80)	1.10
19 Apr 19	Wang, Thomas	Prepare markup of April prebills for S. Rochester (.50); follow up conversation with T. Sims re: same and prepare additional markup for her (.40)	0.90
23 Apr 19	Rochester, Shaya J.	Attend to issues re fee estimate for DIP Budget (.30)	0.30
23 Apr 19	Arotsky, Allison	Communications with C. Harmon and S. Rochester regarding weekly report and budget (.20); draft and revise email to A. Gasbarra re: estimated fees and expenses (.30)	0.50
26 Apr 19	Arotsky, Allison	Email reminder to team re: weekly budget (.10)	0.10
29 Apr 19	Arotsky, Allison	Follow-up with timekeepers re: weekly budget (.10)	0.10
30 Apr 19	Arotsky, Allison	Prepare email to Alvarez and Marsal re: weekly budget reporting (.20)	0.20
TOTALS:			15.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	5.50	730.00	\$4,015.00
44845	Rochester, Shaya J.	3.70	965.00	\$3,570.50
44616	Thompson, Grace	0.50	450.00	\$225.00
45083	Wang, Thomas	5.70	200.00	\$1,140.00
TOTAL:		15.40		\$8,950.50

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 20, 2019

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

Invoice No. 1301541615
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through April 30, 2019	\$922,126.00
Disbursements and other charges.....	\$24,179.17

CURRENT INVOICE TOTAL: \$946,305.17

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

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

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Apr 19	Larsen, Ryan	Draft (6.00) and revise (2.50) adversary complaint for violation of Lanham Act, state consumer fraud statutes, breach of contract, violation of automatic stay; review and revise TRO papers (.50); conference call with T. Sims and S. Rochester re: complaint, TRO, client affidavit (.50); analyze complaint and Windstream/Spectrum contract for potentially filing under seal (.40)	9.90
01 Apr 19	Sims, Tami Kameda	Prepare legal argument section on irreparable harm (.90); revise legal argument section on public interest and balancing of harms (.30); revise order on motion (.20); prepare preliminary statement for motion (.50); strategize regarding finalization of Complaint, motion for temporary restraining order, and order to show cause (.70); analyze information required for supporting affidavit (.50); revise affidavit supporting motion for temporary restraining order and preliminary injunction (1.60); strategize with S. Rochester and R. Larsen regarding exhibits to be included with supporting affidavit (.50); discuss trademark search with K. Lockhart (.10); analyze additional factual background information from client (.60); revise factual background section of motion (.70); review and edit order to show cause (.20); review and edit Complaint (.40); continue to prepare and revise legal argument section on consumer deceit for motion for temporary restraining order (.90); continue to prepare and revise legal argument section on injury for motion for temporary restraining order (.20); continue to prepare and revise legal argument section on irreparable harm for motion for temporary restraining order (.30); revise entire motion for temporary restraining order and preliminary injunction (1.20)	9.80
01 Apr 19	Cameron, Camille A.	Draft (3.50) and revise (1.10) declaration in support of motion for injunctive relief; prepare exhibits to declaration in support of motion for injunctive relief (1.30); review client documents for exhibits to declaration in support of motion for injunctive relief (.80)	6.70
01 Apr 19	Lockhart, Kristin	Review and analyze draft brief in support of motion (.50); research case law on legal standard for issue in brief (1.60); revise section of brief to incorporate new research on legal standard (1.20); discussion with G. Thompson regarding status of motions and proposed orders (.40); review Trademark Office website and search for trademarks belonging to WINDSTREAM (.30); discuss results of trademark search with T. Sims (.10); perform research on legal theories for complaint (1.10); draft summary to T. Sims regarding same (1.10)	6.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Apr 19	Thompson, Grace	Edit Notice of Hearing on TRO (.60); draft Notice of Hearing for Sealing Motion (.50); revise Motion to Seal (1.60); research pleadings precedent in Windstream case filed by Kirkland and Ellis (1.70); attend conference call with S. Rochester, T. Sims and R. Larsen regarding status of pleadings (.50); review First Day Declaration in Windstream case and incorporate applicable details into TRO, Complaint, Affidavits, Motion to Seal, and Notice of Hearing pleadings (.40); edit citations in the same (.30); edit jurisdiction, notice, and introduction sections of the same (1.30); copy edit and format the same (.60); review Critical Vendors Motion (.20); draft Affidavit of T. Thomas (1.50); revise fact section from second Affidavit (.40); review language on relief granted in applicable Windstream pleadings (.30); discussion with K. Lockhart re: status of motions (.40)	10.30
01 Apr 19	Reisman, Steven	Various emails and review of proposed pleadings in connection with anticipated filing of order to show cause seeking temporary restraining order and preliminary injunction against Charter for violations of the Lanham Act related to deceptive and false advertising as well as review of recorded messages of discussions between Windstream and customers related to Charter's actions (1.30); emails with client re: proposed pleadings, timing of distribution, update on request for information related to proposed relief and follow up (.40); discussions with S. Rochester and team re: revisions to complaint seeking temporary restraining order and preliminary injunction and matters related to same (.50); continued review of order to show cause and pleadings in support of TRO and related relief as well as markup and comments re: same (2.30); discuss complaint with C. Giglio (.10)	4.60
01 Apr 19	Rochester, Shaya J.	Review complaint and TRO motion (.30); call with C. Giglio re same (.20); communications with client regarding facts to support TRO (1.10); review and provide comments on Adversary Complaint (2.90); review Bankruptcy Rules, Local Bankruptcy Rules, Chambers Rules and Case Management Order regarding TROs and Preliminary Injunctions (.60); call with S. Reisman, T. Sims and R. Larsen to discuss next steps (.50); review and provide comments on Order to Show Cause (.60); review and provide comments on Motion for Temporary Restraining Order and Preliminary Injunction (2.60); review and provide comments on Pleadings Checklist (1.70); review and provide comments on sealing motion and order and ensure compliance with applicable Chambers Rules and Case Management Order (.40); review and provide	14.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Apr 19	Giglio, Cindi	further comments on Adversary Complaint (.80); review and provide comments on Affidavit in Support of Motion (1.40); review and provide comments on Motion to Seal and review local rules in connection with same (.60); review and provide comments of Notices of Hearing on the Motion (.30); review and provide comments on the Complaint (.40); review and provide comments on the Order to Show Cause (.50) Discuss complaint with S. Reisman (.10); related follow up call with S. Rochester (.20); review and provide comments to draft complaint (1.00)	1.30
02 Apr 19	Sims, Tami Kameda	Exchange correspondence with P. Anderson regarding background information (.60); analyze new factual information for inclusion into the Complaint (1.50); communications with S. Rochester regarding revisions to the Complaint and motion for temporary restraining order (.80); revise Complaint (2.60); exchange correspondence with K. Smith regarding draft pleading, motion, and supporting documents (.40); exchange emails with K. Lockhart regarding additional legal research for motion (.20)	6.10
02 Apr 19	Lockhart, Kristin	Perform further research on initial interest confusion standards in Second Circuit (1.40); briefly review legal research of affirmative injunctions (.70); review and reply correspondence from T. Sims regarding separate basis for Lanham Act claim (.40); review brief to confirm correct incorporation of legal standard regarding additional basis for claim under the Lanham Act (.70)	3.20
02 Apr 19	Thompson, Grace	Edit adversary complaint (.20); review Case Management Order for rules related to request to seal pleadings (.40); review Kirkland Windstream pleadings to ensure all appropriate uniformity (.90); revise pleadings (TRO, Complaint, Order to Show Cause, Affidavit, Motion to Seal, Notice of Hearings, and Pro Hac Vice application) incorporating changes from S. Reisman and S. Rochester (3.00); various calls and emails with S. Rochester re: the same (.80); continue drafting second affidavit (.50); research granting of equitable subordination for automatic stay violations (3.20)	9.00
02 Apr 19	Reisman, Steven	Review and comment on draft of complaint, temporary restraining order motion, related affidavit (3.00); conference with S. Rochester re: comments to TRO motion affidavit and complaint (.80); participation in calls throughout the day with Katten team and Windstream team re: potential Lanham Act claims, claims for violation of the automatic stay and other changes necessary for documentation for TRO complaint and order to show cause (1.20)	5.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
02 Apr 19	Foudy, Theresa	Review and edit drafts of Complaint against Charter, TRO Motion papers, and accompanying affidavit (3.10)	3.10
02 Apr 19	Rochester, Shaya J.	Review and provide further comments on TRO Motion (1.80), Affidavit (.80), and Adversary Complaint (1.80); multiple calls/emails with G. Thompson re same (.90); review Case Management Order to confirm compliance (.50) office conference with S. Reisman to discuss his comments on the TRO Motion, Adversary Complaint and Affidavit (.80); turn TRO Motion, Affidavit and Adversary Complaint to reflect S. Reisman changes (1.00); review T. Foudy comments to TRO Motion (.50); review T. Foudy comments to Complaint (.50); update pleadings checklist for TRO Motion (.30); prepare action items list for filing of TRO papers and sealing papers (1.50); call with T. Sims re additional comments to papers and additional call-in information provided by client (.80); research equitable subordination and other claims (1.50)	12.70
03 Apr 19	Sims, Tami Kameda	Analyze additional factual information provided by client and related communications with S. Rochester (.50); analyze additional legal research findings (.40); continue to revise and prepare Complaint (3.40); continue to revise and prepare motion for TRO and related communications with team (3.50); review and edit proposed letter regarding corrective advertising (.20); review and edit draft letter to the Court (.20); finalize evidence in support of motion for TRO (1.80)	10.00
03 Apr 19	Lockhart, Kristin	Perform legal research of case law relating to additional form of equitable relief under the Lanham Act (2.30); perform additional legal research of case law relating to additional form of monetary relief under the Lanham Act (.60)	2.90
03 Apr 19	Thompson, Grace	Continue researching granting of equitable subordination for automatic stay violations (2.20); review Windstream declarations and Case Management Order for any recent updates (.20); perform initial redactions on Motion for Temporary Restraining Order and Complaint (1.10); review transcript of customer calls (.50); perform redactions of customers' personal information on exhibits (1.00); draft proposed letter from Charter to Windstream customers as Appendix I to the Motion (.30); draft agenda for hearing (.50); draft cover letter to Judge Drain (.50); continue revising and formatting Motion for TRO (1.60); continue revising and formatting Complaint (1.50); continue editing Motion to Seal and Notice of Hearing on Motion to Seal (1.00); revise Notice of Hearing on Motion for TRO (.50) review federal, local, and Case Management rules on filing,	12.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		notice, summons, and cover sheets (.70); review Windstream pleadings filed by Kirkland and Ellis and revise Katten Windstream pleadings to ensure uniformity (1.00)	
03 Apr 19	Reisman, Steven	Attend to review of materials received from client re: Charter's actions and coordination of materials for inclusion in TRO request (.60); discussion with S. Rochester re: same (.30); review and mark up TRO motion order to show cause and related pleadings as well as complaint, sealing motion and other materials in preparation for TRO hearing (1.60); review and comment on agenda (.40); review proposed letter to be attached to TRO which we are requesting that Charter send out (.40); discussions throughout the day with T. Sims, S. Rochester and others re: order to show cause in TRO (.60)	3.90
03 Apr 19	Foudy, Theresa	Review research and cases on claims for equitable subordination based upon stay violations (.50)	0.50
03 Apr 19	Rochester, Shaya J.	Communications with client and Katten team regarding new information about customers disconnecting service as a result of Charter's actions (.60); discussion with S. Reisman re: materials for inclusion in TRO (.30); review and provide comments on updated Complaint, reflecting client's comments (.70); review and provide comments on updated TRO Motion, reflecting client's comments (1.60); multiple emails with client reply to questions regarding TRO application (.70); prepare email to chambers re TRO request (.70); review and provide comments on updated Affidavit, reflecting client's comments (1.80); review and provide comments on Order to Show Cause (.80); prepare Annex I to TRO Order (1.10); attend to issues Affidavit in Support (1.10); prepare pleadings for filing, including Order to Show Cause, TRO Motion, Complaint, Affidavit, Sealing Motion, Notices of Motion and Hearing Agenda (2.80)	12.20
03 Apr 19	Giglio, Cindi	Review email correspondence and documents related to TRO and complaint (.50)	0.50
04 Apr 19	Greer, John	Advise regarding information and procedures with respect to Injunction and OSC in a SDNY Bankruptcy Court adversary proceeding, provide forms and instructions for Summons, and advise regarding signing of documents or e-signature (.40)	0.40
04 Apr 19	Mandell, Floyd A.	Review draft TRO papers (1.20); draft comments to T. Kameda Sims (.80)	2.00
04 Apr 19	Siena, Marie	Prepare binder of draft pleadings in adversary proceeding (.50)	0.50
04 Apr 19	Sims, Tami Kameda	Revise motion for temporary restraining order (2.70); revise affidavit in support of motion for temporary restraining order (2.50); revise adversary complaint	10.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(1.60); strategize regarding motion to seal (.40); prepare all documents and exhibits for filing (1.70); strategize regarding discovery to propound on Charter (.60); prepare for call with court regarding request for temporary restraining order (.90); call Court (.20); review correspondence from Judge Drain regarding hearing availability (.10)	
04 Apr 19	Velez, Melissa	Finalize complaint and motion for temporary restraining order (2.70); review complaint and motion for temporary restraining order (1.30)	4.00
04 Apr 19	Thompson, Grace	Continue reviewing Federal, Local, Chambers, and Case Management Order rules to ensure filing compliance (.90); revise exhibits in Motion for TRO in preparation for filing (1.00); continue editing the same (2.50); confer with A. Arotsky re: status of same (.30); revise exhibits in Complaint in preparation for filing (1.70) continue editing the same (2.70); revise exhibits in Affidavit (.80); continue editing the same (1.00); continue revising Motion to Seal (1.00); prepare exhibits in Motion to Seal for filing (1.70); meeting with S. Rochester re: status of pleadings (.80)	14.40
04 Apr 19	Reisman, Steven	Review and revise TRO papers including affidavit, complaint and related documentation (1.30); review emails to chambers re: TRO application and motion to seal and follow up with S. Rochester re: same (.60); participate in various calls with chambers re: filing of TRO and scheduling of hearing and coordination of matters related to hearing (.60); review draft of discovery request in connection with TRO and preliminary injunction related litigation (1.60); review motion to seal (.40); review and comment on final form of pleadings in connection with litigation against charter (.80); review complaint in connection with TRO and related relief (.40); discussion with S. Rochester re: edits to complaint and calling chambers (.80)	6.50
04 Apr 19	Rochester, Shaya J.	Review redactions to TRO papers (.70); review and provide comments on updated version of Motion for TRO and Preliminary Injunction (1.30); review and provide comments on updated version of Complaint (1.40); email correspondence with client re same (.80); oversee preparations for filing documents under seal and complying with Court protocol (1.40); prepare email to Chambers regarding TRO application and Motion to Seal and discussion with S. Reisman re: same (.80); provide instructions re: Summons (.80); review clients' changes to the Motion for TRO and Preliminary Injunction (1.10); review clients' changes to the Complaint (.90); office conference with S. Reisman regarding calling chambers (.80); stratagize re	13.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		discovery requests (1.20); prepare pleadings for filing including redactions, Chambers copies and service copies for impacted parties (1.60); meeting with G. Thompson re: same (.80)	
04 Apr 19	Arotsky, Allison	Communications with G. Thompson re: status of TRO documents for filing (.30)	0.30
05 Apr 19	Mandell, Floyd A.	Review emails regarding TRO issues and exchange emails with T. Kameda Sims and S. Reisman (.40)	0.40
05 Apr 19	Siena, Marie	Open adversary proceeding via ECF, e-file pleadings and conversations with chambers re same (3.00)	3.00
05 Apr 19	Sims, Tami Kameda	Exchange correspondence with K. Smith regarding filing (.20); revise redacted Complaint and prepare same for filing (.90); review email from Judge Drain regarding TRO request and prepare correspondence regarding same (.30); strategize with S. Rochester regarding TRO hearing date and proposed schedule (.70); call with Charter's counsel, B. Hockett (.30); strategize regarding discovery to Charter with S. Rochester (.20); prepare and revise document requests to Charter (1.80); strategize regarding deposition notice to Charter (.40)	4.80
05 Apr 19	Velez, Melissa	Draft and revise discovery requests (3.80); further revise document requests (.50)	4.30
05 Apr 19	Thompson, Grace	Continue final preparation for filing of Motion for TRO, Complaint, Affidavit, and Motion to Seal (3.20); prepare unredacted sealed documents for submission to Judge Drain and U.S. Trustee (2.00); revise internal documents in preparation for continued litigation (2.20); coordinate with Katten paralegal T. Wang on preparing binders OP internal materials (1.00)	8.40
05 Apr 19	Reisman, Steven	Review and final sign off on TRO documentation as well as review final TRO application and complaint and materials in preparation for upcoming TRO hearing (1.40); follow up discussions with S. Rochester re: issues related to redacting confidential information and filing certain documents under seal and next steps (.60); review draft of discovery and strategy re: same (.60); discussions re: timing of serving discovery and obtaining court approval for same (.30); review final affidavit, motion to seal and related documents in connection with upcoming hearing on TRO (1.20); prepare for TRO hearing (1.00)	5.10
05 Apr 19	Rochester, Shaya J.	Oversee filing of Motion for TRO and Preliminary Injunction, Affidavit in Support, Adversary Complaint and Motion to Seal (2.60); communications with Chambers re same (.50); provide telephonic and email notice of TRO application pursuant to Case Management Order (.50); attend to issues re discovery including conference with T. Sims (.50); calls with S. Reisman re status of TRO application (.60); calls with	8.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		T. Sims re status of TRO application (.70); prepare for TRO hearing, including scripting arguments and key facts (2.10); review and provide comments on document request (.50); prepare update for client (.30)	
05 Apr 19	Arotsky, Allison	Respond to G. Thompson and M. Velez re: document requests and notices of deposition samples (.20)	0.20
05 Apr 19	Wang, Thomas	Assist in preparation of binders of documents relating to Debtors' TRO Application in the Adversary Proceeding against Charter for Judge Drain and the US Trustee (1.10); prepare binders of documents related to the TRO application for internal use, incorporating multiple rounds of attorney review (2.90); various communications with G. Thompson re: coordinating same (1.00); begin pulling statutes, cases, and rules cited in the Complaint, TRO application, and Langston Affidavit (.20)	5.20
06 Apr 19	Mandell, Floyd A.	Exchange emails with S. Reisman regarding TRO Hearing this month (.20)	0.20
06 Apr 19	Reisman, Steven	Follow up with F. Mandell re: TRO hearing, scheduling and coverage for upcoming TRO argument (.70)	0.70
06 Apr 19	Rochester, Shaya J.	Review correspondence re: Charter's counsel (.30); reply to client re: TRO hearing (.20); emails re discovery (.20)	0.70
07 Apr 19	Sims, Tami Kameda	Continue revisions to document requests to Charter (.70); revise deposition notice for Charter (.40)	1.10
07 Apr 19	Thompson, Grace	Coordinate with Katten paralegal T. Wang on preparing internal materials and revise materials (.80); revise working group list (1.50)	2.30
07 Apr 19	Rochester, Shaya J.	Review and provide comments on updated document requests (1.50); review and provide comments on working group list (.30)	1.80
07 Apr 19	Wang, Thomas	Finish pulling statutes, cases, and rules cited in the Complaint, TRO application, and Langston Affidavit (2.80); prepare binder index of same and submit for attorney review (1.00); communications with G. Thompson re: same (.80)	4.60
08 Apr 19	Sims, Tami Kameda	Strategize with S. Reisman, S. Rochester and T. Ross regarding hearing on temporary restraining order (1.00); prepare additional information required for pro hac vice application (.10); call with Charter's counsel regarding TRO hearing and proposed schedule (.20); exchange correspondence with D. Li, courtroom deputy clerk (.40); review correspondence with Charter's counsel regarding depositions (.10); exchange correspondence with client regarding advertisements (.20); strategize with S. Rochester re: next steps (.70); revise document requests to Charter (.40); revise deposition notice to Charter (.40); exchange correspondence with client regarding preparation for	4.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
08 Apr 19	Ross, Terence P.	TRO hearing (.50) Call with S. Reisman, S. Rochester and T. Sims to discuss hearing on Motion for TRO (1.00); read and analyze Declaration in Support of Motion for Temporary Restraining Order and attached exhibits (2.00); read and analyze In re Portrait Corp. case (.50); read and analyze relevant Second Circuit cases on false advertising under the Lanham Act (1.50); read and comment on draft email to Court seeking a hearing date (.30); read and respond to multiple emails from T. Sims and S. Rochester regarding Charter request for deposition (.30); read Complaint including review of exhibits thereto (1.00); read email from K. Smith regarding Comcast advertisement (.30); read key cases on TROs in Second Circuit (1.00); read Motion for Temporary Restraining Order (.30); review and respond to emails from S. Rochester regarding TRO hearing (.30); review and respond to emails from S. Rochester regarding witness preparation (.30)	8.80
08 Apr 19	Thompson, Grace	Research preliminary injunction and temporary restraining order precedent in this court (2.00); discuss same with S. Rochester (.50); revise working group list and draft correspondence for interested parties (.20)	2.70
08 Apr 19	Reisman, Steven	Participate in Katten call with T. Ross and T. Sims to go over background and preparation for upcoming TRO hearing (1.00); review matters re: scheduling in connection with Windstream case and next steps (.70); discussions with Chambers re: scheduling of TRO and other matters as well as noticing, objection deadlines and scheduling (.70); discussions with T. Foudy re: same (.10)	2.50
08 Apr 19	Foudy, Theresa	Confer with S. Reisman in regards to preparation for hearing before Judge Drain (.10)	0.10
08 Apr 19	Rochester, Shaya J.	Attend to research on Judge Drain TRO cases (2.10); review research on Judge Drain Lanham Act cases (1.10); strategize re: reply brief (1.30); call with T. Ross and S. Reisman to discuss next steps with litigation, including scheduling (1.00); prepare email to chambers re: scheduling (.50); calls with Charter counsel re: scheduling (.50); call with client regarding scheduling and deposition prep (.50); communications with Chambers re: scheduling (.50); prepare notice of hearing at chambers' request (.80); multiple calls with T. Sims re next steps (.70); office conference with S. Reisman re next steps (.50); meeting with G. Thompson re: research (.50); review and revise discovery requests and deposition request (1.00)	10.60
08 Apr 19	Wang, Thomas	Arrange for copies of pleadings and authorities binders to be sent to T. Ross in Washington office (.10); prepare and circulate calendar notice for the Pretrial	0.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Apr 19	Sims, Tami Kameda	Conference in the Charter case and various dates regarding the Debtor's TRO Application (.50); file Notice of Hearing on Debtor's TRO Application on the main case docket [Doc. No. 250] and the Charter adversary proceeding docket [Adv. Doc. No. 6] (.30) Call regarding TRO hearing strategy with T. Ross, S. Reisman and S. Rochester (.80); analyze new factual information from client (1.00); prepare and revise supplemental declaration in support of TRO and accompanying exhibits (1.80); exchange correspondence with Charter's counsel (.30); exchange correspondence with Judge Drain chambers regarding the TRO hearing (.20); strategize regarding evidence and witnesses for TRO hearing (1.40); analyze legal research findings for legal issues for TRO hearing (.50); continue to revise document requests (.40); strategize with T. Ross, S. Rochester, and T. Foudy re TRO hearing (.40); strategize regarding direct and cross-examinations of Windstream's witness (.50); exchange correspondence with client regarding preparation for TRO hearing (.30)	7.60
09 Apr 19	Cameron, Camille A.	Draft and revise supplemental declaration in support of TRO motion (2.20); prepare exhibits to supplemental declaration in support of TRO motion (.20); prepare direct-examination questions for L. Langston (2.50)	4.90
09 Apr 19	Ross, Terence P.	Draft email regarding use of witness at TRO hearing (.30); edit email to client regarding witness preparation (.30); edit email to Judge Drain inquiring about live witnesses at TRO hearing (.30); edit email to opposing counsel regarding depositions prior to TRO hearing (.30); read cases controlling false advertising issues in Second Circuit (2.50); read cases in Second Circuit on law governing standards for grant of TRO and PI (3.00); read multiple emails from client regarding Charter door-to-door campaign to deceive consumers into switching (.50); telephone conference with S. Reisman, S. Rochester and T. Sims to discuss strategy for TRO hearing (.80); telephone conference with T. Foudy, S. Rochester, and T. Sims re: same (.40); conference with K. Lockhart to discuss door-to-door campaign (.50)	8.90
09 Apr 19	Lockhart, Kristin	Teleconference with team regarding preparation for TRO hearing (.80); discuss with T. Ross regarding new campaign by Spectrum (.50); research evidentiary issues for reply brief and TRO hearing (1.30); review case law cited in opening brief (.50); research case law for support for reply brief and TRO hearing (3.90)	7.00
09 Apr 19	Thompson, Grace	Continue researching preliminary injunction and temporary restraining order precedent in this court (.80); review local and federal rules on affidavits (.30);	4.50

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Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review docket status for Motion for TRO and accompanying pleadings (.30); research objections filed in Windstream case (.30); research document request and deposition notice precedents (1.50); research discovery service rules in SDNY Bankruptcy Court (.30); research Windstream motions to reject contracts and leases filed thus far (.80); revise working group list (.20)	
09 Apr 19	Reisman, Steven	Review of discovery request, update re: case law and review notice of hearing re: filing documentation under seal (1.40); call regarding Monday's TRO hearing with T. Ross, S. Rochester, and others (.80); preparation for testimony and coordination for Monday's TRO hearing (2.20)	4.40
09 Apr 19	Foudy, Theresa	Confer with S. Rochester, T. Ross, and T. Sims on preparation for TRO hearing (.40)	0.40
09 Apr 19	Rochester, Shaya J.	Prepare agenda for team call (.50); attend to emails from client regarding new door to door campaign launched by Charter and how to incorporate into the TRO application (1.40); call with S. Reisman and T. Ross re: Charter deposition request, requirement for live testimony, reply brief and discovery (.80); attend to issues re: depo prep, planning and strategy (1.40); prepare email re: staffing (.30); attend to issues bonding requirement under FRCP (.50); attend to issue re: audio transcriptions and submitting to court (1.10); review and provide comments on supplemental brief in support of TRO application (1.40); review and provide further comments on documents request and deposition notice (1.20); call with T. Foudy and T. Ross re: court issues and attend to follow-up (.40); communications with UCC and DIP Lender re: support for TRO application (.40); multiple emails throughout day with client regarding TRO application (1.20); assist in deposition prep for L. Langston (2.10); research TROs issued by Judge Drain (.80)	13.50
10 Apr 19	Siena, Marie	E-file motion to seal with exhibits and prepare chambers copies (1.00)	1.00
10 Apr 19	Sims, Tami Kameda	Continue to prepare and revise supplemental declaration in support of TRO (.80); continue preparation of exhibits for supplemental declaration (.70); prepare and revise draft direct examination of Windstream's witness (.50); prepare and revise draft cross examination of Windstream's witness (.90); exchange correspondence with client regarding discovery (.20); revise document requests to Charter (.40); revise deposition notice to Charter (.30); call with S. Rochester re: strategy regarding discovery and depo prep (.80); exchange correspondence with client regarding preparation for TRO hearing (.40); call with	6.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Apr 19	Cameron, Camille A.	S. Rochester regarding creditors' committee (.30); prepare for TRO hearing (.50); analyze legal research findings for issues relating to reply brief (.40); confer with K. Lockhart regarding draft reply brief (.30) Review TRO filing and exhibits re redactions (.80); prepare direct-examination questions for L. Langston (1.80); prepare cross-examination questions for L. Langston (.90)	3.50
10 Apr 19	Ross, Terence P.	Draft argument for TRO hearing (4.30); draft opening statement for TRO hearing (2.80); read and edit draft Parish Declaration and emails regarding same (1.00); read and exchange emails regarding supplemental declaration related to Charter's door-to-door campaign (.50); read and exchange emails regarding witness preparation (.30); read cases on use of hearsay in TRO proceedings (1.30); read draft cross-exam questions for preparation of L. Langston (1.00); read email from client regarding witness preparation (.30); telephone conference with counsel for Debtor in Possession Funder regarding coordination of strategy on TRO hearing (.50)	12.00
10 Apr 19	Lockhart, Kristin	Review and analyze case law relating to potential defense in reply brief (3.30); research case law in support of reply brief (4.00); review and distinguish case law for reply brief (2.00); discussion with T. Sims regarding research of case law for reply brief (.30)	9.60
10 Apr 19	Thompson, Grace	Review and revise redactions on previous pleadings (2.50); review revised pleadings on docket to ensure proper redaction (1.20); coordinate refiling of pleadings (.40); draft Notice of Hearing on Sealing Motion (.80); review Chambers rules for electronic devices (.30) coordinate internally and draft proposed order on the same (1.10); draft and revise Supplemental Declaration of Lewis Langston including redactions (1.60); coordinate with KCC regarding new pleadings and affidavits of service (.50); update Working Group List as needed (.20)	8.60
10 Apr 19	Reisman, Steven	Prepare for re: upcoming temporary restraining order hearing and discovery in connection with TRO hearing, need for witness preparation testimony to be given at Monday's TRO hearing and exchange of emails with client re: same (.60); discussions with S. Reisman re: same (.50); review document request and deposition notice in connection with preliminary injunction hearing related to Charter adversary proceeding and note comments and follow up re: same (.80); participate in calls with Judge Drain's chambers re: scheduling, notice, and availability of court and other technical issues in connection with Monday's temporary restraining order hearing (.40); emails and	4.50

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Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		follow up re: Debtor in Possession lender and Creditors Committee participation in connection with Windstream vs Charter adversary proceeding related to violations of the automatic stay and request for temporary restraining order (.80); discussions with L. Marinuzzi re: same (.20); discussions with Kirkland & Ellis re: scheduling and general update on facts of Windstream case including Monday's TRO hearing and coordination re: factual background of chapter 11 filing and stability of company (.40); review questions per Lewis direct testimony provide comments (.80)	
10 Apr 19	Foudy, Theresa	Review and respond to email from G. Thompson regarding service of discovery requests (.10); attend to matters regarding redactions of filed documents and replacement of previously-filed documents, including calls with court personnel regarding same (1.10)	1.20
10 Apr 19	Rochester, Shaya J.	Attend to issues re: re-redacted pleadings (.90); attend to issues re: logistics and strategy for hearing on Monday (.80); call with DIP Lender counsel re: support of TRO application (.50); review communications re: with UCC support of TRO application (.50); call with T. Sims re: same (.30); review and provide comments on Supplemental Lewis Declaration (1.20); review and provide comments on Deposition Notice (.90); review and provide comments on Document Request (1.10); call with T. Sims re: strategy for serving discovery (.30); prepare for depositions preparation sessions (1.20); office conference with S. Reisman re: comments on discovery (.50); attend to issues clawback letters (.90); review and provide comments on direct and cross-examination scripts (1.70); call with T. Sims re: discovery and depo prep (.50); attend to issues re: bonding requirements (.50); coordinate TRO logistics (.80)	12.60
10 Apr 19	Wang, Thomas	Circulate calendar notices for the hearing preparation sessions for L. Langston (.20)	0.20
11 Apr 19	Sims, Tami Kameda	Finalize written discovery and serve on Charter's counsel (.40); call S. Rappoport regarding creditors' committee (.10); exchange correspondence with client on witness preparation (.20); prepare correspondence to client regarding discovery and supplemental declaration (.10); analyze legal research findings for reply brief (.50); conduct witness preparation session with client (1.50); analyze opposition and strategize additional legal research issues needed for the reply with team (2.00); strategize regarding additional legal research issues for reply with K. Lockhart (.50); analyze legal research findings for reply brief and incorporate into reply (1.80); prepare reply brief for	10.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Apr 19	Yong, Paul S.	Motion for TRO (3.40) Conduct legal research (3.80); draft email memorandum concerning federal securities law issues in connection with TRO briefing (1.00)	4.80
11 Apr 19	Cameron, Camille A.	Prepare cross-examination questions for L. Langston (.20); draft amended complaint (2.00); draft factual background section for reply (.60); draft legal argument sections for reply (1.80); research case law for reply (3.30)	7.90
11 Apr 19	Velez, Melissa	Legal research for reply in support of temporary restraining order (8.20)	8.20
11 Apr 19	Ross, Terence P.	Analyze Charter opposition to Motion for TRO and consider rebuttal argument (2.00); continue to draft argument for TRO hearing (2.30); edit and revise notes regarding witness cross-examination (.80); read and respond to multiple emails regarding serving discovery on Charter prior to Rule 26(f) Conference (.30); read Charter opposition to Motion for TRO (2.00); read Supplemental Declaration of L. Langston (.50); review and analyze supplemental exhibits filed with Court (.50); telephone conference with S. Reisman regarding obtaining Court permission to serve early discovery (.30); telephone conference with S. Reisman regarding strategy for TRO (.50); telephone conference with S. Rochester and T. Sims regarding rebuttal of 10k argument (.30); telephone conference with S. Rochester regarding witness for TRO (.30); telephone conference with S. Rochester to discuss request to Judge Drain for early service of discovery and edit email regarding same (.50)	10.30
11 Apr 19	Lockhart, Kristin	Research and draft standards section for reply brief (2.30); perform further research and draft additional sections for reply brief (2.70); discuss with T. Sims strategy for drafting reply to opposition (.50); review and analyze charter opposition to Windstream' TRO (.80); research case law regarding elements for establishing entitlement to emergency relief (.60); research recent case law and draft sections of reply in support of Windstream motion for emergency relief (4.00)	10.90
11 Apr 19	Thompson, Grace	Review and revise redactions in Supplemental Langston Declaration (1.00); prepare Supplemental Declaration and exhibits for filing (.20); draft and revise Motion to Seal Supplemental Declaration (1.70); coordinate contact information with client and revise Working Group List (.50); draft cover letters to Chambers and Court Clerk for Thursday 4/11 filings (.50); draft Notice of Hearing on the Motion to Seal the Supplemental Declaration (.50); coordinate formatting and filing of pleadings and submissions to chambers	13.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Apr 19	Reisman, Steven	(1.20); revise agenda for hearing (.40); read and analyze Charter opposition brief (2.00); revise TRO/order to show cause (1.60); draft automatic stay section for Debtors' reply brief (1.20); review Charter's 2009 ch. 11 docket, analyzing company statements on likelihood of successful restructuring (2.50); draft cover letter to Chambers and Court Clerk for 4/12 filings (.30)	4.80
11 Apr 19	Rochester, Shaya J.	Review and follow up re: matters related to discovery, TRO hearing and complaint and general update on status (1.10); follow up re: reaching out to creditors committee counsel re: joining in with respect to relief requested in TRO and preliminary injunction (.40); coordination re: preparing for opposition by Charter to Windstream TRO and assembling team to address same (.60); discussions with T. Ross re: matters related to serving discovery and next steps (.30); discussion with T. Ross re: strategy for TRO, coverage of TRO hearing and overall TRO/preliminary injunction coverage and strategy (.50); review supplement declaration in connection with upcoming TRO hearing (.40); review emails related to same as well as follow up re: opposition brief by Charter to relief requested and review of same (1.10); coordination re: coverage for TRO hearing by T. Ross and Katten litigation team (.20); correspondence with bankruptcy court re: TRO discovery and discovery related to preliminary injunction (.20)	15.30
11 Apr 19	Wang, Thomas	Review Supplemental Langston Affidavit (.90); review and provide comments on direct and cross-examination scripts (1.40); correspondence with Chambers re discovery requests (.50); communications with T. Sims re UCC pleading (.40); call with team regarding discovery issues (.70); finalize and serve discovery (.50); communications with DIP Lender re TRO request (.40); prepare sealing motion for Supplemental Declaration (.50); review news articles regarding Windstream Chapter 11 filing (.50); attend depo prep session with client (.90); review Charter Opposition Brief (.90); prepare detailed summary of Charter Opposition Brief (1.40); call with team to discuss Charter Opposition Brief (.60); update cross-examination script (1.30); update re-direct script (.80); prepare insert for automatic stay section of Reply Brief (1.80); call with R. Zelikoff re securities law issues (.50); prepare notice of hearing on motion to seal supplemental declaration (.50); review Charter 2009 10-K (.80)	3.00
		Prepare multiple updates to the TRO/Charter Complaint pleadings binder throughout the day (1.50);	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Apr 19	Sims, Tami Kameda	research news articles relating to Windstream's chapter 11 filing, focusing specifically on articles that portray Windstream negatively or refer to "uncertainty" (1.20); arrange live line for 4/16 hearing (.10); file Notice of Hearing for Sealing Motion [Adv. Doc. No. 15] (.20) Analyze legal research findings for reply brief and incorporate into reply brief (1.10); analyze Charter's 10K 2009 filing (.30); analyze Windstream's 2018 10K filing (.50); continue to prepare reply brief to Motion for TRO (2.70); telephone conference with team to discuss reply brief (.80); revise reply brief to Motion for TRO to add additional arguments and revise existing arguments (3.10); finalize reply brief and exhibit A for filing (.60); revise cross examination preparation for Windstream's witness (.20); attend preparation session for Windstream's witness (.60); prepare and revise proposed amended complaint (.60); revise order to show cause (.20)	10.70
12 Apr 19	Cameron, Camille A.	Research case law for reply (2.40)	2.40
12 Apr 19	Velez, Melissa	Legal research for reply in support of temporary restraining order (3.60)	3.60
12 Apr 19	Ross, Terence P.	Continue to revise draft reply brief in support of motion for TRO (1.30); draft email to K. Smith regarding reply brief (.30); draft revisions to witness preparation (.80); incorporate reply brief arguments into TRO hearing Opening and Closing statements (3.00); make final edits to draft reply brief in support of Motion for TRO (2.00); prepare witness for testimony at TRO hearing (.80); read and edit draft reply brief in support of motion for TRO (1.70); conference with team re: items to address in reply brief (.80); read brief by Creditors in Support of Motion for TRO (1.00); telephone conference with client and S. Rochester regarding response to Charter discovery (.80)	12.50
12 Apr 19	Lockhart, Kristin	Research additional case law regarding evidentiary showing for emergency relief (1.40); draft email to T. Sims with results of research and relevant section to include in reply brief (2.60); review and revise reply brief in support of preliminary injunction and temporary restraining order (.80); attend teleconference with S. Rochester, T. Sims, and T. Ross strategizing remaining items to address in reply brief in support of motion for preliminary injunction and TRO (.80); draft footnote for reply brief regarding standard for injunctive relief (.40)	6.00
12 Apr 19	Thompson, Grace	Coordinate filing of pleadings and submissions to Chambers and the Clerk of Court (1.10); revise agenda for hearing (.20); review rules on revising proposed orders (.30); prepare materials for preparation session	7.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with witness (3.00); prepare materials for hearing on Monday 4/15 (2.00); calls with S. Rochester to discuss same (.40)	
12 Apr 19	Reisman, Steven	Review and edit reply brief in support of temporary restraining order; continued follow up with respect to reply to brief in support motion for temporary restraining order and note comments to same (1.10); strategize re: discovery in connection with preliminary injunction and service of same (.40); call with S. Rochester re: coordination with first lien lenders and unsecured creditors committee re: joining in relief requested by debtors and attend to matters with respect to UCC's support of relief request with respect to temporary restraining order and next steps with respect to same (.80); review of brief of official committee of unsecured creditors in support of temporary restraining order (.70); prepare for upcoming hearing in connection with TRO (1.10)	4.10
12 Apr 19	Rochester, Shaya J.	Review and provide comments on Reply Brief (3.10); call with T. Ross and T. Sims to discuss Reply Brief (.80); call with client and T. Ross re discovery and attend to follow-up (1.00); call with chambers regarding protocol for filings (.30); review Exhibit Binders (.30); review pleading in support from UCC (.30); review and provide comments on updated Reply Brief (2.30); prepare agenda for filing (.50); prepare for depo prep call with client (.50); attend depo prep call with client and attend to follow up (1.00); call with S. Reisman to discuss UCC reply and Debtor Reply (.80); calls with G. Thompson to discuss hearing prep (.40)	11.30
13 Apr 19	Sims, Tami Kameda	Strategize regarding cross-examination of Charter employee (.40); prepare for TRO hearing (.40); review revised temporary restraining order and order to show cause setting preliminary injunction and prepare correspondence to T. Ross regarding revisions to same (.50); prepare and revise draft cross-examination of Charter representative (.30); analyze new factual information from client (.50); review discovery propounded to Windstream from Charter (.20); revise cross-examination outline for Windstream's witness (.50); strategize regarding evidence to use for TRO hearing and witness examinations (.30); continue to prepare re-direct examination outline for Windstream's witness (.30); travel time from Los Angeles to New York, billed at half time the total amount (2.40)	5.80
13 Apr 19	Cameron, Camille A.	Prepare cross-examination outline for Charter representative (3.70)	3.70
13 Apr 19	Velez, Melissa	Analyze opposition motion exhibits for temporary restraining order hearing (.60)	0.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Apr 19	Ross, Terence P.	Draft cross-examination for potential Charter witness at TRO hearing (1.80); draft email to T. Sims regarding cross of potential Charter witness and calculation of Charter damages (.50); edit and revise draft TRO (3.80); revise argument for TRO hearing to include new facts and to address Charter 10-k argument (4.00); draft email to S. Rochester, T. Sims and S. Reisman explaining edits to draft TRO and respond to follow up re: same (.30)	10.40
13 Apr 19	Thompson, Grace	Draft Notice of Revised Proposed Order and revise Order to Show Cause (.80)	0.80
13 Apr 19	Reisman, Steven	Review outlines for cross examination of Charter representative (1.10); review revised proposed temporary restraining order and order to show cause in connection with same (.70); review edits to TRO (.50); follow up with T. Ross re: same (.20); coordination re: preparation for upcoming hearing (.40)	2.90
13 Apr 19	Rochester, Shaya J.	Review and revise proposed TRO and Show Cause Order (2.30)	2.30
14 Apr 19	Siena, Marie	Prepare for e-filing and e-file Notice of Filing of Proposed Order (1.20); prepare and file pleadings and submissions to Chambers (2.10); prepare for e-filing and e-file revised agenda for hearing (.40); assemble Charter's exhibits for hearing (1.80); pull cases for hearing (1.60); organize materials related to motions to seal and redactions (2.60); compile and organize documents to be taken to court for hearing (2.50); confirm all logistics for hearing (.50); assist in the compilation of materials for hearing (1.10)	13.80
14 Apr 19	Sims, Tami Kameda	Prepare for direct witness examination of Windstream's witness (1.20); exchange correspondence with Charter's counsel regarding witnesses and exhibits (.40); analyze Charter's new exhibits (1.80); strategize regarding arguments for TRO hearing (1.30); strategize regarding cross-examination of Charter's witness (.60); continue to prepare re-direct examination of Windstream's witness (3.50); conduct preparation session with Windstream's witness (1.70)	10.50
14 Apr 19	Cameron, Camille A.	Prepare for cross-examination of L. Langston (2.40)	2.40
14 Apr 19	Ross, Terence P.	Conference with S. Rochester, T. Sims and G. Thompson to prepare for TRO hearing (2.80); review and analyze cases cited in reply brief in preparation for TRO hearing (1.50); review and analyze cases cited in reply brief in preparation for TRO hearing (1.30); review and analyze exhibits disclosed by Charter for use at TRO hearing (1.00); review and revise re-direct examination to use with Mr. Langston at TRO hearing (1.50); review background information on Charter newly disclosed witness and draft cross-examination (4.00); travel from D.C. to NYC for TRO hearing	12.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		emails with S. Rochester, T. Sims and K. Lockhart regarding work on PI and schedule going forward (1.00); multiple telephone conferences with client regarding TRO decision (.50); prepare L. Langston for testimony at TRO hearing (2.00); represent Windstream at TRO hearing (5.50); review and edit revised TRO (1.00); review and revise report on TRO describing parameters of prohibition and work on discovery to be performed (1.00); review draft cross-examination for TRO hearing (1.50); travel from NYC to D.C. return from TRO hearing (2.50)	
15 Apr 19	Lockhart, Kristin	Research case law regarding matters for Windstream TRO hearing (2.80);	2.80
15 Apr 19	Thompson, Grace	Travel to SDNY White Plains Courthouse (billed at half time) (1.00); attend Windstream hearing on TRO (5.50); travel time from SDNY White Plains Courthouse (billed at half time) (1.30); revise Order to Seal to more closely mirror Judge Drain's Order to Seal in Sears case (2.00)	9.80
15 Apr 19	Reisman, Steven	Participate in portion of court hearing by telephone re: TRO motion request for relief and matters related to sealing motion and entry of TRO order and determination by Judge Drain of matters related to requested relief (2.20); follow up with Katten team re: next steps, summary for client and strategy going forward (.30)	2.50
15 Apr 19	Rochester, Shaya J.	While traveling to hearing on TRO Motion, preparing for oral argument and reviewing relevant cases and statutes (1.30); prepare for TRO hearing, including meeting with client and discussions with T. Ross and T. Sims (2.80); attend and participate at TRO hearing (2.50); travel back from hearing (billed at half time) (.50); prepare summary of hearing for client (1.00); revise TRO Order to reflect instructions from Judge (1.20); revise Sealing Order to reflect instructions from Judge (1.00); incorporate further changes to revised TRO (.80); call with S. Reisman re TRO (.30); further changes to TRO based on comments from team (.80); changes to Sealing Order based on comments from team (.30)	12.50
16 Apr 19	Mandell, Floyd A.	Exchange emails with T. Kameda Sims and S. Reisman regarding next step/strategy (.50)	0.50
16 Apr 19	Sims, Tami Kameda	Strategize regarding discovery propounded to Windstream and additional deposition topics for Charter's 30(b)(6) (.50); strategize with S. Reisman and F. Mandell regarding preliminary injunction hearing and discovery and briefing needed for that hearing (.40); analyze proposed TRO order submitted by Charter (.20); prepare correspondence to Chambers regarding Charter's revisions and Windstream's	4.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Apr 19	Ross, Terence P.	objections thereto (.50); exchange correspondence with Chambers and J. Kingston regarding Charter's proposed TRO order (.20); strategize regarding response to Judge Drain on the proposed TRO Order (.10); analyze entered TRO order (.10); travel from New York to Los Angeles, billed at half time (2.60) Draft Settlement position memorandum for client to consider in settlement discussions (.80); confer with K. Lockhart on TRO findings that can be used in PI Brief (.80); email exchange with S. Rochester regarding settlement (.30); email exchange with S. Rochester regarding Charter changes to TRO (.30); research law on extension of TRO (1.00); read as issued TRO (.50); telephone conference with S. Rochester regarding how to respond to Charter's TRO edits (.30); email exchange with S. Rochester regarding settlement (.30); compare as issued TRO to proposed TRO to identify Court changes (.50); review draft amended Complaint (1.80); multiple emails with T. Sims regarding PI hearing (.30); review and approve revised TRO for submission to Court (.50); email to opposing counsel regarding PI hearing (.30); telephone conference to Chambers regarding date for PI hearing (.30); review email from opposing counsel regarding waiver (.30); review and edit update to client regarding TRO as issued (.50); outline settlement potential discovery schedule to submit to opposing counsel (1.30)	10.10
16 Apr 19	Lockhart, Kristin	Discuss with T. Ross regarding TRO findings that can be used in PI brief and attend to follow up research (1.80)	1.80
16 Apr 19	Thompson, Grace	Review changes between TRO as entered and as submitted to the court (.30); review and coordinate affidavits of service and pro hac vice application (.20); research notice and approval procedures in DIP Credit Agreement and Interim Order Authorizing Post-Petition Financing (1.50)	2.00
16 Apr 19	Reisman, Steven	Conversations with S. Rochester and others in connection with next steps for obtaining preliminary injunction, limiting cost to client and discovery necessary in order to obtain preliminary injunction (.80); confer with F. Mandell and T. Sims re: same (.40) review emails related to communications with various Windstream customers re: Charter's efforts to move Windstream customers to Charter platform and listen to recordings re: same and follow up (.80); review TRO issued by bankruptcy court and various discussions with Katten team re: next steps, discovery and potential need for amended complaint (.80)	2.80
16 Apr 19	Rochester, Shaya J.	Communications with Chambers re entry of proposed	8.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		TRO and Sealing Order (.30); call with S. Reisman re discovery and briefing schedule (.30); communications with client regarding status of TRO and recent articles about TRO (.30); attend to issues re discovery and briefing schedule (1.60); attend to issues re potential settlement (.50); communications with Chambers regarding TRO and Sealing Orders (1.20); communications with Charter's counsel re same (.80); prepare update for client regarding TRO, scheduling, Charter discovery and settlement options (.80); ensure service of TRO in accordance with TRO order (.30); communications with client, T. Ross, and Katten team regarding entry of TRO and next steps (.90); review amended complaint (1.80)	
16 Apr 19	Wang, Thomas	Update S. Rochester's pleading binder with recent filings and other documents (.50)	0.50
17 Apr 19	Sims, Tami Kameda	Strategize with team regarding potential amended Complaint and expedited discovery (.80); call with T. Ross and client regarding discovery and proposed schedule for preliminary injunction hearing (.80); analyze information from client and exchange correspondence with client regarding same (.30); review interrogatory to Windstream propounded by Charter (.10); review information from client regarding request from Charter and exchange correspondence regarding same (.20)	2.20
17 Apr 19	Ross, Terence P.	Telephone conference with S. Rochester regarding PI (.30); review interrogatories propounded by Charter (.80); telephone conference with S. Rochester, T. Sims and K. Lockhart regarding amendment of Complaint, PI hearing and other issues (.80); review options for witness at PI hearing (.90); review case law on extension of TRO (1.00); preparation regarding hearing witnesses (1.50); email from S. Rochester regarding work needed on case (.30); telephone conference with T. Sims and K. Smith regarding production request from Charter (.80); telephone conference with J. Kingston to discuss schedule for discovery and briefing of P.I. (.80)	7.20
17 Apr 19	Lockhart, Kristin	Attend telephone conference with T. Sims, T. Ross and S. Rochester regarding amendments to complaint (.80)	0.80
17 Apr 19	Reisman, Steven	Attend to matter related to TRO and potential amended complaint, discovery in connection with preliminary injunction and follow up with S. Rochester re: various work streams, plan of action and moving forward in order to obtain relief on preliminary and permanent injunction and discovery re: additional violations by Charter of law and potential the temporary restraining order issued by Judge Drain (1.80)	1.80
17 Apr 19	Rochester, Shaya J.	Prepare summary of work-streams related to PI action	5.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		against Charter (.40); emails with team re same (.20); calls with S. Reisman re various work-stream re PI actions (.50); communications with client re discovery in connection with PI action against Charter (.50); call with T. Ross and T. Sims re discovery and briefing schedule for PI action against Charter (.80); calls with S. Reisman and T. Ross re case updates in connection with PI action (.30); communications with Chambers regarding scheduling hearing on Preliminary Injunction (.30); attend to issues re Amended Complaint (1.50); attend to issues re revised form of Preliminary Injunction Letter (.50); attend to issues re revised form of Show Cause Order (.40); communications with A. Arotzky re: research (.10)	
17 Apr 19	Arotzky, Allison	Research service on corporations and communications with S. Rochester re: same (2.20)	2.20
17 Apr 19	Wang, Thomas	Update S. Rochester's pleadings binder with the Sealing Order and TRO filed yesterday (.30)	0.30
18 Apr 19	Sims, Tami Kameda	Exchange correspondence with client regarding Charter's interrogatory propounded on Windstream (.30); exchange correspondence with client regarding request from Charter for customer information related to disconnections (.40); confer with S. Rochester regarding responses to request for production of documents and preliminary injunction hearing (.30); strategize regarding preparation for preliminary injunction hearing (.30); exchange correspondence with S. Rochester and T. Ross regarding creditors' committee (.20)	1.50
18 Apr 19	Ross, Terence P.	Email exchange with K. Smith regarding "Last Mile" customers (.30); read email from S. Rochester regarding joinder of Creditors Committee (.30); draft email to opposing counsel regarding "Last Mile" customers (1.00); draft email to opposing counsel reporting improper Charter contact and demanding cease and desist (.50); read cases on creditor committee joinder (.50); telephone conference with K. Smith regarding proposing agreed PI to opposing counsel (.30); telephone conference with S. Rochester regarding Creditors Committee request to intervene (.50); analyze whether Creditor's Committee joinder can be limited to certain functions (.50); analyze cases on joinder against facts of Creditors Committee in this adversary proceeding (1.50); read and analyze proposed response to "Last Mile" customer request prepared by C. Keith (1.00); review questions from K. Smith regarding facts surrounding "Last Mile" customers (.30); email exchange with K. Smith regarding edits to "Last Mile" customer email (.30); review emails relating to improper contact by Charter	10.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
18 Apr 19	Lockhart, Kristin	business person to J. Dale (.50); edit and transmit email regarding "Last Mile" customers to opposing counsel (.80); read cases on standing for Creditor Committee to join adversary proceeding (2.30)	4.50
18 Apr 19	Thompson, Grace	Perform legal research viability of potential defenses to be raised by Charter (3.00); revise complaint to include additional claims (1.50)	4.60
18 Apr 19	Rochester, Shaya J.	Research standard for intervention in adversary proceedings (2.90); multiple discussions re: same with S. Rochester (.60); revise proposed Preliminary Injunction Order to more closely mirror Temporary Restraining Order as filed (1.10)	5.10
18 Apr 19	Arotzky, Allison	Attend to issues re business person to business person discovery request from Charter (.60); attend to issues re hearing transcript for TRO hearing (.40); attend to issues re scheduling TRO (.20); preliminary research re legal standards for intervention (.90); call with T. Ross re UCC intervention request (.50); call with S. Reisman re same (.30); attend to issues re new interrogatory served by Charter's counsel (.50); call with T. Sims to discuss discovery and scheduling (.30); analyze UCC intervention issues and calls with G. Thompson re same (1.40)	0.40
19 Apr 19	Sims, Tami Kameda	Review affidavit of service and respond to S. Rochester re: same (.10); locate and review precedent for stipulation allowing Committee to intervene (.30)	2.20
19 Apr 19	Thompson, Grace	Call with S. Rochester regarding creditors' committee (.50); prepare document requests to Charter (1.70)	5.90
19 Apr 19	Reisman, Steven	Research examples of responses to requests for production (.60); research examples of stipulations for intervention and discuss same with S. Rochester (2.10); research examples of orders where Judge Drain granted or denied requests to intervene (3.20)	1.70
19 Apr 19	Rochester, Shaya J.	Follow up with S. Rochester re: matters related to UCC intervention, next steps and call with attorneys from Morrison & Foerster law firm re: intervening in adversary proceeding (.50); follow up re: matters related to inquiry from Charter re: prior involvement in Charter bankruptcy case and responding to inquiries related to same (.60); follow up re: discovery and next steps in connection with preliminary injunction hearing (.60)	2.40
21 Apr 19	Sims, Tami Kameda	Attend to research re UCC intervention and scheduling call re same (.50); call with S. Reisman re UCC intervention and next steps (.50); call with G. Thompson re same (.40); review intervention cases found by G. Thompson (.50); call with T. Sims re UCC intervention (.50)	0.30
		Draft email to S. Reisman regarding case management (.30)	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Apr 19	Cameron, Camille A.	Review Charter's requests for production (.30); draft objections to Charter's requests for production (.60)	0.90
21 Apr 19	Ross, Terence P.	Review new research on creditor joinder and consider conclusions reached by S. Rochester regarding same (2.50)	2.50
21 Apr 19	Rochester, Shaya J.	Review correspondence missed over Passover relating to litigation against Charter (.50)	0.50
22 Apr 19	Sims, Tami Kameda	Review correspondence regarding discovery response to Charter's request for documents (.20)	0.20
22 Apr 19	Cameron, Camille A.	Draft objections and responses to Charter's requests for production (4.30); revise objections and responses to Charter's requests for production (1.10)	5.40
22 Apr 19	Ross, Terence P.	Email exchange with S. Rochester regarding creditor joinder (.30); read email from S. Rochester on creditor joinder (.30); email to J. Kingston regarding PI schedule and hearing (.30); review draft email setting out position of creditor joinder and comment on same (.50); review notice sent out by Charter to purportedly comply with TRO (.50); read email from S. Rochester regarding entry of order on Katten retention and review order (.30); email exchange with S. Rochester regarding PI witness and schedule (.30); draft email to S. Reisman and S. Rochester regarding opposing counsel cancellation of meet and confer (.30); exchange emails with J. Kingston, opposing counsel, regarding PI schedule and motion (.50); read email from S. Sullivan regarding recorded calls and update on confusion reports (.30)	3.60
22 Apr 19	Thompson, Grace	Draft stipulation for intervention between Windstream and the UCC (1.00); call with S. Rochester re same (.30)	1.30
22 Apr 19	Rochester, Shaya J.	Review and respond to emails from T. Ross re UCC intervention, litigation schedule and other issues (.60); call with Mofo re UCC intervention (.30); prepare email to client re same (.30); call with G. Thompson re preparing consensual stipulation re UCC intervention (.30); review and provide comments on intervention stip (1.20)	2.70
23 Apr 19	Sims, Tami Kameda	Analyze materials from client regarding potential document review (1.80); exchange correspondence with client regarding document production (.40); revise Windstream's response to Charter's document requests (.90); exchange correspondence with Charter's counsel regarding revised Langston declaration exhibits (.10); exchange correspondence with S. Rochester regarding order to show cause (.20); exchange correspondence with T. Ross regarding discovery and witness preparation (.20)	3.60
23 Apr 19	Cameron, Camille A.	Revise objections and responses to Charter's requests for production (.70); review Windstream documents in	1.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
24 Apr 19	Hill, Joanna M.	Strategize with T. Sims re impending document productions (.20)	0.20
24 Apr 19	Cameron, Camille A.	Review and prepare Windstream documents for production (4.90); emails with T. Sims and S. Rochester re: same (.40)	5.30
24 Apr 19	Ross, Terence P.	Address discovery issues raised by P. Anderson and S. Sullivan (.50); draft email to S. Rochester and T. Sims regarding discovery (.30); draft lengthy email to K. Smith regarding agreement reached with opposing counsel (.80); draft responses and objections to Charter Rule 30 (b)(6) topics (2.30); edit Rule 30(b)(6) topics to comply with Court's Show Cause Order (2.50); email exchange with K. Smith regarding deposition (.30); email exchange with S. Rochester regarding discovery (.30); read email from P. Anderson regarding document production (.30); review and edit draft objections to document production (1.00); review Rule 30(b)(6) topics for L. Langston to prepare on and email to K. Smith regarding same (1.00); review Show Cause Order issued by Judge Drain (.50); telephone conference with S. Rochester and T. Sims regarding discovery (1.00)	10.80
24 Apr 19	Thompson, Grace	Draft topic guidelines for review of Charter documents and confer with S. Rochester re: same (.70)	0.70
24 Apr 19	Reisman, Steven	Follow up re: discovery related to Charter preliminary injunction hearing, scheduling of depositions and strategy re: obtaining relief or settlement (.30); update re: Windstream discovery responses and review emails from various people re: same including T. Sims and P. Anderson at Windstream (.30)	0.60
24 Apr 19	Rochester, Shaya J.	Call with T. Ross and T. Sims re discovery and hearing schedule and attend to follow-up (1.10); communications with G. Thompson and T. Sims re review of Charter documents (.60); attend to issues re UCC intervention (.30); communications with client regarding entry of Order to Show Cause (.30); compare OSC to proposed OSC (.30); review and respond to emails regarding document production (1.20); attend to issues re review of Charter document production (.60); communications with reviewers of Charter documents (.40)	4.80
24 Apr 19	Wang, Thomas	Circulate internal calendar notices for multiple dates relating to the Preliminary Injunction Request (.90)	0.90
25 Apr 19	Larsen, Ryan	Review transcript of TRO hearing to prepare for 30(b)(6) deposition (4.00); draft deposition outline re same (3.00)	7.00
25 Apr 19	Sims, Tami Kameda	Analyze additional materials from the client regarding the document production (1.10); exchange correspondence with the client regarding Windstream's document production (1.50); analyze and prepare	6.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		documents for Windstream's document production (1.60); call with S. Rochester and review team regarding strategy for document review protocol (.70); exchange correspondence with court reporter vendor regarding transcription of customer call recordings (.50); exchange correspondence with client regarding redactions to transcripts (.30) call with Charter's counsel regarding document productions and depositions (.50); prepare correspondence to Charter's counsel regarding the parties' agreements regarding discovery (.20)	
25 Apr 19	Hill, Joanna M.	Analyze prior TRO briefing (1.00); conference call with team re upcoming document productions (.60); begin preparations for upcoming document review (.50)	2.10
25 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (.80)	0.80
25 Apr 19	Velez, Melissa	Conference call re: document review (.60); redact customer call transcripts for document production (.90); redact documents for production for privileged content (1.10); review documents for production (1.70); review temporary restraining order filings and hearing transcript for document review (.70)	5.00
25 Apr 19	Oplinger, Rachel A.	Review Windstream's motion for temporary restraining order in preparation for conference to discuss Charter document review (1.40); phone conference with S. Rochester, T. Sims, J. Nussbaum, G. Thompson, J. Hill, and M. Velez to discuss Charter document review (.60); review lists of key topics for Charter document review from G. Thompson and T. Sims (.50); review template for Charter document review notes from G. Thompson (.10)	2.60
25 Apr 19	Ross, Terence P.	Conference with K. Lockhart to discuss drafting Rule 30(6)(b) Notice (.30); develop uniform definitions to use in Rule 30(6)(b) Notice to Charter (1.30); draft lengthy email to T. Sims regarding document production and deposition (.50); draft outline of deposition of Charter representative (1.00); email exchange with S. Rochester regarding Creditor joinder (.30); prepare general objections anticipated for Rule 30(6)(b) topics (1.00); read and respond to multiple emails relating to document production among following team: T. Sims, S. Sullivan, P. Anderson, A. Thompson, J. Nussbaum and J. Hill (3.00); read and respond to question posed by opposing counsel regarding Rule 30(6)(b) depositions (.50); read email from S. Sullivan regarding document production (.30); read email from T. Sims regarding document production (.30); read multiple emails regarding Charter's document production and consider how to	10.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Apr 19	Lockhart, Kristin	conduct interview (.80); revise and edit Rule 30(6)(b) Notice to be propounded to Charter (1.50) Discuss with T. Ross regarding objections to Charter 30(6)(b) notice and Windstream's own 30(6)(b) notice of deposition topics (.30); draft email to word processing regarding instruction for creating shells for notices and objections to 30(6)(b) deposition topics (.65); draft revised 30(6)(b) notice of deposition and topics for Charter Communications Operating LLC (1.70)	2.50
25 Apr 19	Thompson, Grace	Research federal, local, Case Management Order, and Chambers rules on notices of presentment (.30); review precedent for notice of presentments on stipulations (.40); draft notice of presentment for stipulation on UCC intervention (.80); attend internal conference call planning review of Charter documents (.60); correspond with Katten attorneys coordinating document review (.50); draft and revise case calendar (.80)	3.40
25 Apr 19	Nussbaum, Jake	Review motion for TRO papers in preparation of documents review (.60); review TRO opposition papers in preparation of document review (.30); review reply memorandum in support of TRO in preparation of document review (.50); review transcript from TRO hearing in preparation of document review (2.10); attend conference call with S. Rochester and T. Sims to discuss upcoming document production and review (.60)	4.10
25 Apr 19	Rochester, Shaya J.	Attend to issues re UCC intervention (.30); attend to issues re review of Charter documents (.50); attend to issues re case calendar (.30); attend call with team re Charter document production and attend to follow-up (1.00); communications with client re UCC intervention (.30)	2.40
25 Apr 19	Arotzky, Allison	Review procedures re: submitting a stipulation for intervention to the Court with G. Thompson (.50)	0.50
26 Apr 19	Konrath, Adriane	Load data and images relating to volume VOL001 to the Charter databases on the network (.50)	0.50
26 Apr 19	Larsen, Ryan	Phone conference with T. Ross re 30(b)(6) deposition (.40); review deposition notice and categories (.40); conduct research re Charter witness, Charter website, and advertising campaigns (1.20); draft deposition outline (2.60)	4.60
26 Apr 19	Sims, Tami Kameda	Analyze materials from client for document production (.90); call for deposition preparation with client and Windstream's deposition witness (1.60); exchange correspondence with client regarding document production (.80); revise written response to Charter's document requests and prepare same for service (.80); analyze documents and prepare documents for	8.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
26 Apr 19	Hill, Joanna M.	Windstream's document production (1.90); exchange correspondence with J. Hill regarding Windstream's document production (.50); exchange correspondence with Charter's counsel regarding Charter's document production (.40); exchange correspondence with Charter's counsel regarding transcripts of customer calls (.20); strategize regarding document review protocol for Charter's document production (.50); exchange correspondence with J. Hill regarding review protocol for Charter's document production (.30); exchange correspondence with C. Cameron regarding production of transcripts of customer calls (.30)	10.40
26 Apr 19	Cameron, Camille A.	Review documents for production in response to RFP No. 24 (.50); redact privilege material (4.80); strategize with document review team re weekend assignments (.40); prepare review strategy for Charter's first round of document production (1.80); respond to numerous emails from T. Sims and review team re document review questions (2.20); redact transcript of customer phone calls for private information (.70)	6.40
26 Apr 19	Velez, Melissa	Continue to review and prepare Windstream documents for production (5.80); review and respond to emails from T. Sims re: customer call transcripts (.60)	1.30
26 Apr 19	Oplinger, Rachel A.	Review documents for production for privileged content and emails with J. Hill re same (1.30)	5.20
26 Apr 19	O'Brien, Catherine E.	Review affidavit of L. Langston in support of Windstream's motion for temporary restraining order in preparation for Charter document review (.30); review supplemental affidavit of L. Langston in support of Windstream's motion for temporary restraining order in preparation for Charter document review (.20); review Charter's opposition to Windstream's motion for temporary restraining order in preparation for Charter document review (1.70); review Windstream's reply to Charter's opposition to Windstream's motion for temporary restraining order in preparation for Charter document review (.70); review transcript from hearing on Windstream's motion for temporary restraining order in preparation for Charter document review (1.10); attend review protocol call with J. Hill (.40); review approximately 20 emails produced by Charter (.80)	2.50
26 Apr 19	O'Brien, Catherine E.	Review Windstream's motion for temporary restraining order, Debtors' reply, Charter's opposition to Windstream's motion for temporary restraining order with exhibits, the transcript from the temporary restraining order hearing, and the affidavit of Lewis Langston in preparation for document review of Charter's documents (2.10); attend phone call with J.	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Hill regarding upcoming document review protocol (.40)	
26 Apr 19	Ross, Terence P.	Address problems with Charter document production (.40); consider objections to Charter Rule 30(b)(6) deposition topics (.50); email exchange with J. Kingston regarding certification of transcripts (.30); email exchange with T. Mogren regarding document review issue (.30); finalize Rule 30(b)(6) Notice of Deposition, including conference with K. Lockhart (1.80); prepare for and conduct preparation of L. Langston for deposition (1.80); read Charter revised 30(b)(6) Notice and email exchange with K. Smith regarding same (.50); review allegations of Charter violation of TRO (.50); telephone conference with J. Glasser regarding Charter deposition (.30); telephone conference with R. Larson to discuss Charter deposition (.40)	7.00
26 Apr 19	Lockhart, Kristin	Discuss with T. Ross regarding additional topics to add to 30(6)(b) notice of Charter (.30); revise Rule 30(6)(b) notice of deposition of defendants and serve upon opposing counsel (1.30)	1.60
26 Apr 19	Motsinger, Katherine	Analyze issues pertaining to identification of critical documents in doc review (1.00); review of critical documents to aid in identification of hot documents defendant produced (.40)	1.40
27 Apr 19	Konrath, Adriane	Load data and images relating to volume VOL002 to the Charter2 databases on the network (.50)	0.50
27 Apr 19	Sims, Tami Kameda	Exchange correspondence with J. Hill regarding review of Charter's documents and review protocol for same (.80); analyze documents from Charter's document production (.60); exchange correspondence with C. Cameron regarding production of transcripts of customer calls (.50)	1.90
27 Apr 19	Hill, Joanna M.	Review documents produced by Charter (2.50); identify and analyze key documents produced by Charter (3.80); summarize key documents (1.10); respond to multiple emails from T. Sims and review team re document production (2.30); multiple calls with members of document review team (1.30); redact transcripts of customer calls for private information (1.40)	12.40
27 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (7.60); emails with T. Sims and T. Ross re: issues relating to production (.90)	8.50
27 Apr 19	Velez, Melissa	Document review and related communications with team (1.10)	1.10
27 Apr 19	Oplinger, Rachel A.	Review approximately 200 emails produced by Charter (3.80); communicate via email with J. Hill re: same (.30); review Windstream's motion for temporary restraining order in preparation to continue reviewing	11.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		documents produced by Charter (.60); review approximately 190 emails produced by Charter (3.70); phone conference with J. Hill re: same (.10); review approximately 300 marketing materials produced by Charter (3.20)	
27 Apr 19	O'Brien, Catherine E.	Review approximately 150 documents produced by Charter and related communications with review team (3.80); review approximately 90 documents produced by Charter and related communications with review team (2.00); review approximately 127 documents produced by Charter and related communications with review team (1.90); review approximately 528 documents produced by Charter and related communications with review team (2.50)	10.20
27 Apr 19	Ross, Terence P.	Analyze/strategize re: how newly found Charter documents in PI brief (2.30); email exchange with S. Rochester regarding Charter 30(b)(6) deposition (.30); email to C. Cameron regarding progress on transcription of Call Center calls (.30); read multiple emails from document review team of types of documents being found (.30); review "hot" documents uncovered in Charter document production (1.00); review additional "hot" documents from Charter production (1.00)	5.20
27 Apr 19	Motsinger, Katherine	Identify and tag critical documents defendant produced (3.00); review of documents defendant produced related to plans to capitalize on Windstream's bankruptcy (1.50); review of relevant pleadings to ascertain which documents defendant produced support Windstream's position (.50)	5.00
27 Apr 19	Thompson, Grace	Review approximately 450 documents from first batch of Charter document production and communications with review team (2.90); review approximately 200 additional documents from first batch of Charter documents and communications with review team (2.10); review approximately 75 "queried" documents from first batch of Charter documents (1.50); review approximately 600 documents from second batch of Charter documents (3.40)	9.90
27 Apr 19	Nussbaum, Jake	Review 466 documents from first Charter production for docs re: Windstream and related communications with review team (3.20); review 220 additional documents from first production for docs re: Windstream (1.60); review 42 documents that were marked query in first production for docs re: Windstream (.60); review 684 documents from second Charter production for docs re: Windstream (2.80); review 530 additional documents from second production for documents re: Windstream (2.60)	10.80
27 Apr 19	Rochester, Shaya J.	Review and respond to missed correspondence,	1.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		including hot docs, Charter objections to Windstream RFP and Charter 30b6 deposition notice (1.70)	
27 Apr 19	Wang, Thomas	Circulate updated calendar notices re: Langston deposition (.20)	0.20
28 Apr 19	Konrath, Adriane	Prepare document production data and converting docs to PDFs and prepare tag report for Hot documents (1.50)	1.50
28 Apr 19	Larsen, Ryan	Review and analyze select documents from Charter document production to prepare for 30(b)(6) deposition (1.20)	1.20
28 Apr 19	Sims, Tami Kameda	Exchange correspondence with J. Hill regarding document review protocol and review of Charter's document production (.70); exchange correspondence with C. Cameron regarding production of transcripts of customer calls (.30); exchange correspondence with Epiq regarding transcription of customer calls (.20); analyze summary of review of Charter's document production and initial review of documents from Charter's production (1.10); prepare correspondence to client regarding Charter's document production (.40); analyze transcripts of Windstream's customers and prepare correspondence to client regarding same (.30)	3.00
28 Apr 19	Hill, Joanna M.	Analyze transcripts of customer service calls (1.50); redact sensitive private information from transcripts (2.80); identify key information in transcripts and draft summary (2.70); identify and analyze key documents produced by Charter (1.60); summarize key documents (1.40); respond to multiple emails from T. Sims and team re document production (2.20)	12.20
28 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (9.90); correspond with T. Sims re: same (.50)	10.40
28 Apr 19	O'Brien, Catherine E.	Review Charter documents tagged "NA" in Concordance by Katten reviewers to find and pull the documents that were corrupt (.30); conduct targeted searches in Concordance to find and pull the corrupt documents produced by Charter (.80)	1.10
28 Apr 19	Ross, Terence P.	Draft initial objections to Charter Rule 30(b)(6) deposition topics (2.50); follow up on possible TRO violation by Charter at Wal-Mart (.30); read multiple emails regarding call center transcript redaction (.30); review newly found Charter "hot" documents indicating intent to deceive customers (1.00); read lengthy email from J. Hill regarding "super hot" documents uncovered during Charter document review (.50)	4.60
28 Apr 19	Thompson, Grace	Review redacted Windstream customer service call transcripts A-1, A-2 and A-3 identifying key exchanges and related communications with J. Hill (1.50); review and redact transcript D1 (1.10); review	3.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
28 Apr 19	Rochester, Shaya J.	and redact transcript B3 (1.00)	
29 Apr 19	Konrath, Adriane	Begin review of hot docs (.90)	0.90
29 Apr 19	Rossing, Carl	Prepare document production data (.40)	0.40
29 Apr 19	Larsen, Ryan	Review documents in Concordance Charter database for technical issues (.90)	0.90
29 Apr 19	Sims, Tami Kameda	Review Charter produced documents (3.40); prepare deposition examination outline for Charter 30(b)(6) deposition and related emails with T. Ross (3.30); call with T. Ross, T. Sims, and S. Rochester re: same (1.50)	8.20
29 Apr 19	Hill, Joanna M.	Analyze documents and prepare deposition exhibits for deposition of Windstream's witness (2.90); call with T. Ross, S. Rochester, and R. Larsen regarding the depositions of Windstream's and Charter's witnesses (1.50) call with client regarding deposition preparation (.60); exchange correspondence with C. Cameron regarding production of Windstream's documents (.40); analyze materials from client (.30); exchange correspondence with client regarding Windstream's document production (.50); prepare correspondence to Windstream's witness regarding deposition (.30); prepare deposition outline of Windstream's witness (1.90)	8.40
29 Apr 19	Cameron, Camille A.	Redact transcripts of calls for production (5.70); strategize with C. Cameron re: document productions (1.20); identify and summarize additional key documents (1.10); prepare for upcoming depositions (1.20); identify and compile deposition exhibits (2.10); correspond with clients re: discovery updates (.80)	12.10
29 Apr 19	Velez, Melissa	Continue to review and prepare Windstream documents for production (4.70); emails with T. Sims and T. Ross re: same (.50); communications with J. Hill re: same (1.20) draft emails to opposing counsel re Windstream document production (.20)	6.60
29 Apr 19	Ross, Terence P.	Redact customer call transcripts for personal information (3.80)	3.80
29 Apr 19		Draft email to K. Smith describing negotiations on agreed PI (.80); email exchange with C. Cameron regarding transcription of call center calls (.30); email to J. Glasser regarding Rule 30(b)(6) deposition of Charter (.30); email to R. Larsen regarding Charter Rule 30(b)(6) deposition (.30); emails to J. Glasser regarding deposition (.30); telephone conference with S. Rochester, T. Sims and R. Larsen regarding intervention, depositions document production and briefing (1.50); telephone conference with S. Rochester regarding UCC joinder (.30); telephone conference with S. Rappaport of UCC and S. Rochester regarding Stipulation of Joinder(.30); telephone conference with opposing counsel, J. Kingston, regarding UCC intervention and deposition (.80); telephone conference	9.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with opposing counsel regarding agreed Preliminary Injunction (.50); review new examples of confusion sent by S. Sullivan (.50); review and edit draft objection to Rule 30(b)(6) Notice from Charter(1.50); read email about problem with document extraction (.30); prepare additional questions for Charter Rule 30(b)(6) deposition (1.00); multiple emails regarding Rule 30(b)(6) depositions (.50); multiple email exchanges with S. Rochester regarding UCC intervention (.30); emails to J. Glasser regarding deposition (.30)	
29 Apr 19	Lockhart, Kristin	Attend telephone conference with R. Larsen, T. Sims, T. Ross and S. Rochester regarding strategy for preliminary injunction motion and topics and objections to 30(b)(6) depositions (1.50); draft and revise objections and responses to Defendant's Rule 30(b)(6) amended notice of deposition (3.60); prepare amended Notice of 30(b)(6) deposition and prepare email to opposing counsel (.60); review 30(b)(6) notice of deposition of Windstream Holdings, Inc. (1.30); review Charter Objections to Windstream's 30(b)(6) notice of deposition (.40)	7.40
29 Apr 19	Motsinger, Katherine	Evaluate issues related to redacting Windstream customer calls (.10); prepare repository of key quotes for use in depositions (.20); redact first batches of Windstream customer calls to serve as exhibits (2.80); redact second batch of Windstream customer calls to serve as exhibits (.30)	6.20
29 Apr 19	Thompson, Grace	Research notice of withdrawal of counsel precedents (.20); draft notice of withdrawal (.20); review and redact Windstream customer service call transcripts volume F1 (1.00); research precedent for intervention via stipulation without motion to intervene (.70); perform second level review of approximately 650 key documents from Charter document production for deposition preparation (3.00); perform second level review of 150 additional key documents from Charter document production (.90); call with S. Rochester re: notice of presentment and sealing motion (.30)	6.30
29 Apr 19	Reisman, Steven	Final coordination and communication re: transitioning of matter to S. Rochester and sign off on disclosure re: no confidential information revealed to Windstream in connection with prior involvement with charter matter (1.10)	1.10
29 Apr 19	Rochester, Shaya J.	Prepare updated WIP list for team call to discuss (.50); review and provide comments on draft Agreed PI Order (.30); communications with team re UCC intervention (.70); call with UCC re intervention stip and depos (.30); call with T. Ross re: same (.30); attend to issues re logistics for depositions and deposition	6.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		prep (.50); review notice of withdrawal (.30); update markup of draft Agreed PI Order (.50); review hot docs produced by Charter in connection with Preliminary Injunction Hearing (.50); review rules for notice of presentment with respect to UCC intervention stipulation (.50); call with T. Ross and T. Sims re depositions and next steps (1.50); call with G. Thompson re notice of presentment and sealing motion (.30); review and provide comments on proposed form of Preliminary Injunction Order (.10)	
29 Apr 19	Wang, Thomas	Circulate calendar notices for K. Atkinson deposition on 5/1 (.10); update pleadings binder re: TRO application for S. Rochester (.50)	0.60
30 Apr 19	Larsen, Ryan	Travel from Los Angeles to Stamford, CT for Charter (30)(b)(6) deposition (10.00); review box of exhibits from Charter production and draft and revise deposition outline for 30(b)(6) deposition (4.50)	9.50
30 Apr 19	Sims, Tami Kameda	Continue to analyze materials and prepare deposition exhibits for Windstream's witness (2.70); continue preparation of deposition outline for Windstream's witness (3.20); prepare for the defense of the deposition of Windstream's witness (.60); analyze new materials from the client (.30); exchange correspondence with C. Cameron and J. Hill regarding additional document production by Windstream (.50); confer with J. Hill regarding privileged documents (.40); travel from Los Angeles to Little Rock billed at half time (2.00)	9.70
30 Apr 19	Hill, Joanna M.	Redact and finalize call transcripts and confer with T. Sims re: same (2.40); identify transcripts with favorable information (1.40); prepare deposition exhibits (3.70); review new SUPER HOT docs and draft summary (1.60); prepare documents for client review (.90); correspondence with T. Sims re: the foregoing (.50)	10.50
30 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (.50); emails with T. Sims re: same (.60) review Windstream documents for depositions (6.80)	7.90
30 Apr 19	Velez, Melissa	Draft deposition objection chart (.60); redact customer call transcripts (.90)	1.50
30 Apr 19	Ross, Terence P.	Draft additional potential questions regarding documents to ask Charter at deposition (1.30); draft email to J. Kingston regarding Langston deposition (.30); review email from opposing counsel regarding K. Dardis of Charter (.30); email to T. Sims regarding potential questions to be posed to L. Langston (.30); multiple email exchanges regarding edits to Creditors Stipulation on intervention to provide protection for documents (.50); prepare possible questions for Charter	6.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition (1.30); read Creditor's letter to Charter regarding intervention (.30); read email from S. Rochester regarding UCC changes to joinder stipulation and review same (.50); read summary prepared by T. Sims of call with opposing counsel as to discovery agreements resolved (.50); review and approve draft Notice of Withdrawal of S. Reisman (.30); review and comment on edits to draft stipulation of joinder by Creditors (.50); telephone conference with S. Rochester regarding intervention stipulation (.30); read email from Creditors counsel regarding change to Stipulation (.30)	
30 Apr 19	Lockhart, Kristin	Review select documents from Charter document production in preparation for drafting preliminary injunction motion (2.00); review transcript of TRO hearing (3.00)	5.00
30 Apr 19	Motsinger, Katherine	Preparation of chart categorizing key transcripts (1.80); prepare excerpts of "hot" transcripts for use as exhibits (1.50); prepare excerpts of "hot" transcripts for use as exhibits (.20); review of documents produced relating to Spectrum Business and identification of key "hot" documents (2.00); review of documents that need to be prepared as exhibits (.20); revise repository of key transcripts and excerpts to include Bates numbers and key excerpts identified in Langston deposition prep (1.70)	7.40
30 Apr 19	Thompson, Grace	Call with S. Rochester re: outstanding items (.30); continue researching notice of withdrawal of counsel and revise draft (1.20); revise Preliminary Injunction Order and perform redline comparisons on drafts and TRO (.40); draft Motion to Seal Debtors' Memorandum in Support of a Preliminary Injunction (1.00); draft Notice of Hearing for May 14 Preliminary Injunction Hearing (.30); draft agenda for the same (.40); draft Notice of Hearing on the Motion to Seal (.30); draft cover letter to Chambers and U.S. Trustee for May 6 pleadings (.30); draft proposed electronics device order (.30); draft Notice of Filing of Revised Proposed Preliminary Injunction Order (.50); call with S. Rochester re: status of pleadings (.30)	5.30
30 Apr 19	Rochester, Shaya J.	Call with G. Thompson re open work-streams, including sealing motion and revised proposed Preliminary Injunction Order (.30); review and provide comments on Mofo markup of intervention stipulation (.80); call with T. Ross re UCC intervention stip (.30); call with Mofo re UCC intervention stip (.40); update with C. Giglio re Charter litigation (.50); revise notice of withdrawal (.50); proposed Preliminary Injunction Order (.30); call with G. Thompson re work-streams, including case calendar, deadline to amend complaint	3.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Apr 19	Giglio, Cindi	and pre-trial conference (.30) Discussion with S. Rochester re: status of Committee intervention and related follow up (.50)	0.50
TOTALS:			1,204.70

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	3.60	730.00	\$2,628.00
43690	Cameron, Camille A.	84.70	645.00	\$54,631.50
44843	Foudy, Theresa	5.30	1,050.00	\$5,565.00
44904	Giglio, Cindi	2.30	965.00	\$2,219.50
01195	Greer, John	0.40	290.00	\$116.00
43405	Hill, Joanna M.	59.90	695.00	\$41,630.50
32375	Konrath, Adriane	2.90	390.00	\$1,131.00
34231	Larsen, Ryan	44.00	870.00	\$38,280.00
44572	Lockhart, Kristin	72.70	605.00	\$43,983.50
31420	Mandell, Floyd A.	3.10	1,030.00	\$3,193.00
44596	Motsinger, Katherine	20.00	450.00	\$9,000.00
44618	Nussbaum, Jake	14.90	450.00	\$6,705.00
44306	O'Brien, Catherine E.	13.80	440.00	\$6,072.00
44050	Oplinger, Rachel A.	19.50	515.00	\$10,042.50
44842	Reisman, Steven	63.80	1,220.00	\$77,836.00
44845	Rochester, Shaya J.	198.70	965.00	\$191,745.50
44455	Ross, Terence P.	186.70	985.00	\$183,899.50
32379	Rossing, Carl	0.90	330.00	\$297.00
41782	Siena, Marie	23.80	200.00	\$4,760.00
42783	Sims, Tami Kameda	168.30	845.00	\$142,213.50
44616	Thompson, Grace	160.80	450.00	\$72,360.00
43994	Velez, Melissa	33.40	515.00	\$17,201.00
45083	Wang, Thomas	16.40	200.00	\$3,280.00
43403	Yong, Paul S.	4.80	695.00	\$3,336.00
TOTAL:		1,204.70		\$922,126.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
12 Apr 19	Color Printing	28.75
14 Apr 19	SIMS/TAMI KAMEDA 04/13/2019 Los Angeles/New York/Los Angeles Inv#4604 ticket#7346114370	755.48
15 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-MAR19-WAS; DATE: 4/15/2019 - Acct #KM3278: Pacer Court Cost Incurred in March 2019, Washington.	16.90
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-MAR19-LAX; DATE: 4/15/2019 - Acct #KM3280: Pacer Court Cost Incurred in March 2019, Century City.	12.00
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-MAR19-LAX; DATE: 4/15/2019 - Acct #KM3280: Pacer Court Cost Incurred in March 2019, Century City.	34.80
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAR19-NYC; DATE: 4/15/2019 - Acct #KM3277: Pacer Court Cost Incurred in March 2019, New York.	162.10
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAR19-NYC; DATE: 4/15/2019 - Acct #KM3277: Pacer Court Cost Incurred in March 2019, New York.	63.10
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAR19-NYC; DATE: 4/15/2019 - Acct #KM3277: Pacer Court Cost Incurred in March 2019, New York.	15.90
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Room charge. Date Incurred: 04/11/19	661.03
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Taxi from airport to hotel. Date Incurred: 04/14/19	54.50
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Taxi from hotel to meet witness. Date Incurred: 04/14/19	14.16
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Taxi from hotel to meet witness. Date Incurred: 04/15/19	11.76
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Uber ride back to hotel from meeting with witness. Date Incurred: 04/14/19	10.75
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Parking at airport. Date Incurred: 04/15/19	50.00
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Cash tip for bellman assisting with moving boxes with TRO exhibits. Date Incurred: 04/14/19	5.00
19 Apr 19	VENDOR: Ross, Terence P. INVOICE#: 3257600304191509 DATE: 4/19/2019 Attendance at TRO hearing for client Windstream. Airline ticket to/from TRO hearing in NY. Date Incurred: 04/11/19	984.60
26 Apr 19	Postage for 1st class mail pcs 2 Flat (K. Lockhart) entered by SR	2.30
28 Apr 19	LARSEN/RYAN 04/30/2019 Los Angeles/New York/Los Angeles	977.33

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	Inv#4939 ticket#7353404073	
28 Apr 19	SIMS/TAMI KAMEDA 04/30/2019 Los Angeles/Houston/Little Rock Inv#4901 ticket#7353404050	343.60
28 Apr 19	SIMS/TAMI KAMEDA 05/01/2019 Little Rock/Dallas/Los Angeles Inv#4902 ticket#7353404051	416.80
29 Apr 19	PAYEE: Arkadin Inc.; REQUEST#: 812886; DATE: 4/23/2019. - To record Arkadin Teleconferencing charges, Inv. No. INUS190300706 dated 03/31/2019; Conference call for Cindi Giglio on 3/29/2019	6.29
30 Apr 19	Color Printing	25.00
30 Apr 19	Color Printing	15.00
30 Apr 19	Westlaw Legal Research: CAMERON,CAMILLE A on 04/12/2019	553.44
30 Apr 19	Westlaw Legal Research: CAMERON,CAMILLE A on 04/11/2019	246.11
30 Apr 19	Westlaw Legal Research: SIMS,TAMI on 04/12/2019	88.43
30 Apr 19	Westlaw Legal Research: VELEZ,MELISSA on 04/11/2019	795.85
30 Apr 19	Westlaw Legal Research: VELEZ,MELISSA on 04/12/2019	1,004.24
30 Apr 19	Westlaw Legal Research: AKCHIN,SEAN on 04/16/2019	96.27
30 Apr 19	Westlaw Legal Research: AKCHIN,SEAN on 04/14/2019	336.96
30 Apr 19	Westlaw Legal Research: YONG,PAUL on 04/11/2019	44.21
30 Apr 19	Westlaw Legal Research: YONG,PAUL on 04/12/2019	132.64
30 Apr 19	Westlaw Legal Research: KELLY,KAREN on 04/09/2019	294.96
30 Apr 19	Westlaw Legal Research: KELLY,KAREN on 04/11/2019	1,031.06
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/09/2019	181.89
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/10/2019	121.26
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/12/2019	154.36
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/23/2019	46.87
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/18/2019	706.93
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/01/2019	1,318.16
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/03/2019	1,212.30
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/09/2019	108.12
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/09/2019	2,040.82
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/10/2019	108.12
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/10/2019	760.68
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/11/2019	889.81
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/12/2019	1,543.97
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/14/2019	1,032.37
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/15/2019	80.30
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/16/2019	1,164.78
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/01/2019	144.41
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/02/2019	385.10
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/03/2019	759.77
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/08/2019	26.13
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/08/2019	230.92
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/09/2019	43.56
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/09/2019	301.28
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/11/2019	48.14
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/14/2019	915.29
30 Apr 19	Westlaw Legal Research: WANG,THOMAS on 04/05/2019	48.14

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/18/2019	178.75
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/19/2019	335.62
TOTAL:		\$24,179.17

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Out of Town Travel	\$807.20
Telephone Charges	\$6.29
Postage	\$2.30
Color Printing	\$68.75
Legal Research	\$19,512.02
Airfare	\$2,493.21
Airfare	\$984.60
Court Costs	\$304.80
TOTAL:	\$24,179.17

MATTER TOTAL: \$946,305.17

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

*Conflicts Counsel to the Debtors and
 Debtors in Possession*

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

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

**THIRD MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP FOR
 COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
 EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM MAY 1, 2019 THROUGH MAY 31, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	May 1, 2019	May 31, 2019

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

² This statement consists of fees and expenses from May 1, 2019, through May 31, 2019.



Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$483,620.80 (80% of \$604,526)
Total expenses requested in this statement:	\$36,438.59
Total fees and expenses requested in this statement:	\$520,059.39
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From May 1, 2019 Through May 31, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$604,526 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$483,620.80, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e. \$604,526);

³ The period from May 1, 2019, through and including May 31, 2019, is referred to herein as the “Fee Period”).

(iii) allowance and payment of \$36,438.59 for the actual, necessary expenses that Katten incurred in connection with such services during the fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$604,526 in fees during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$483,620.80 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$805.66.⁴ The blended hourly billing rate of all paraprofessionals is \$203.56.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$36,438.59.

⁴ The blended hourly rate of \$805.66 for attorneys is derived by dividing the total fees for attorneys of \$599,091 by the total hours of 743.60 for those same attorneys.

⁵ The blended hourly billing rate of \$203.56 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$5,435 by the total hours of 26.70 for these same paraprofessionals.

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

Representations

5. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Fee Statement due to delays caused by accounting and processing during the Fee Period. Katten reserves the right to make further application to the United States Bankruptcy Court for the Southern District of New York for allowance of such fees and expenses not included herein. Subsequent Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

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

[Remainder of page intentionally left blank.]

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$604,526 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$483,620.80, which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e. \$604,526); and (iii) allowance and payment of \$36,483.80 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: June 19, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

**Summary of Fees and Expenses by Project Category
for the Time Period of May 1, 2019 – May 31, 2019**

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

Summary of Fees and Expenses by Project Category
for the Time Period of May 1, 2019 through May 31, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
1	General Administration	1.00	\$ 200.00	\$ 0.00	\$ 200.00
2	Retention and Fee Applications	29.60	17,948.00	0.00	17,948.00
7	Adversary Proceedings, Contested Matter	40.40	35,399.50	0.00	35,399.50
8	Charter Litigation	691.20	544,888.00	36,438.59	581,326.59
10	Business Operations	2.60	3,172.00	0.00	3,172.00
11	Case Administration	0.50	100.00	0.00	100.00
19	Hearings	5.00	2,818.50	0.00	2,818.50
Totals		770.30	\$ 604,526.00	\$ 36,438.59	\$ 640,964.59

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of May 1, 2019 through May 31, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of May 1, 2019 through May 31, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	9.80	\$ 11,956.00
Terence P. Ross	Partner	1983	IP	985	200.50	197,492.50
Cindi M. Giglio	Partner	2007	Restructuring	965	8.30	8,009.50
Shaya Rochester	Partner	2003	Restructuring	965	147.10	141,951.50
Ryan Larsen	Partner	2000	Litigation	870	18.50	16,095.00
Tami Kameda Sims	Partner	2006	Litigation	845	89.50	75,627.50
Allison J. Arotzsky	Associate	2012	Restructuring	730	15.30	11,169.00
Joanna M. Hill	Associate	2014	Litigation	695	40.40	28,078.00
Camille A. Cameron	Associate	2015	Litigation	645	4.80	3,096.00
Kristin Lockhart	Associate	2016	IP	605	53.00	32,065.00
Lindsay Lersner	Associate	2018	Restructuring	605	14.00	8,470.00
Melissa Velez	Associate	2017	Litigation	515	15.40	7,931.00
Grace Thompson	Associate	2019	Restructuring	450	125.70	56,565.00
Katherine M. Motsinger	Associate	2018	Litigation	450	1.30	585.00
Totals for Attorneys					743.60	\$ 599,091.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Adriane Konrath	Litigation Support Specialist	22	Litigation Support	\$ 390	0.50	\$ 195.00
Thomas Wang	Paralegal	1	Restructuring	200	22.70	4,540.00
Marie Siena	Paralegal	12	Restructuring	200	3.50	700.00
Totals for Paraprofessionals					26.70	\$ 5,435.00

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$ 604,526.00

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of May 1, 2019 through May 31, 2019**

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

**Summary of Actual and Necessary Expenses
for the Time Period of May 1, 2019 through May 31, 2019**

Expenses by Categories	Amount
Out of Town Travel and Airfare	\$ 3,227.85
Meals	1,599.25
Local Transportation	3,473.38
Telephone Conference Charges, Postage and Courier	350.96
Copying, Printing, and Binding	2,698.15
Legal Research	8,152.41
Transcription Service Fees ¹	13,955.59
CourtSolutions / CourtCall, PACER and Filing Fees	2,981.00
Total	\$ 36,438.59

¹ Transcription services were provided by a third-party vendor.

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of May 1, 2019¹ through May 31, 2019²**

-
- ¹ The following time records include 8.60 hours of work performed in April 2019 (the “April Time”). The April time did not appear on Katten’s April monthly fee statement due to an accounting delay. Katten requests interim allowance and payment of fees for such April Time in connection with this Fee Statement.
- ² The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548007
Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00001: General Administration

Date	Attorney or Assistant	Description	Hours
04 Apr 19	Siena, Marie	E-file pro hac vice application of T. Sims and arrange for chambers copy and CD of proposed order to be submitted (1.00)	1.00
TOTALS:			1.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00001: General Administration

	Attorney or Assistant	Hours	Rate	Amount
41782	Siena, Marie	1.00	200.00	\$200.00
TOTAL:		1.00		\$200.00

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

June 18, 2019

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

Invoice No. 1301548008
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through May 31, 2019..... \$17,948.00

CURRENT INVOICE TOTAL: \$17,948.00

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 May 19	Rochester, Shaya J.	Review Monthly Fee Statement for privileged and confidential information (.50)	0.50
03 May 19	Reisman, Steven	Review invoice for approval and note comments re: same in connection with submission for approval and compliance with United States Trustee guidelines (.40)	0.40
03 May 19	Rochester, Shaya J.	Review invoices for privileged and confidential info (.50)	0.50
03 May 19	Arotsky, Allison	Email team on all Windstream matters re: weekly budget reporting requirements (.10)	0.10
06 May 19	Arotsky, Allison	Begin review of April invoices for privileged and confidential information and proper assignment of matters (1.50)	1.50
06 May 19	Wang, Thomas	Prepare exhibit tables for Katten's First Monthly Fee Statement (2.40)	2.40
07 May 19	Arotsky, Allison	Prepare weekly budget report for Alvarez and Marsal (.30); continue review of April invoices for privileged and confidential information and proper assignment of entries to matter categories(1.90)	2.20
07 May 19	Wang, Thomas	Perform check of latest draft of February-March prebills, follow up with Katten's Billing Department (.60) and communications with A. Arotsky re: the same (.40)	1.00
08 May 19	Reisman, Steven	Review of monthly statements for compliance United States Trustee guidelines for submissions in accordance with bankruptcy court order (.70)	0.70
08 May 19	Rochester, Shaya J.	Review Monthly Fee Statement to ensure compliance with UST Guidelines (.30)	0.30
08 May 19	Arotsky, Allison	Communications with T. Wang and C. Harmon re: fee statement (.40); review and revise monthly fee statement for the period of Petition Date - March 31st (1.50)	1.90
08 May 19	Wang, Thomas	Assist in preparing February-March fee statement for S. Rochester review (.70); related communications with A. Arotsky (.40)	1.10
09 May 19	Giglio, Cindi	Review fee statement (.50)	0.50
09 May 19	Arotsky, Allison	Revise first monthly fee statement per comments from S. Rochester (.90)	0.90
09 May 19	Wang, Thomas	Confer and correspond with Katten's billing department re: edits to the February-March Fee Statement (.20); perform additional check of same prior to finalization (.60)	0.80
10 May 19	Reisman, Steven	Review and comment on fee statement in accordance with United States Trustee guidelines and sign off on same (.40)	0.40
10 May 19	Arotsky, Allison	Review revised fee statement and exhibits (.30); revise fee statement per S. Reisman comments (.80)	1.10
10 May 19	Wang, Thomas	Update exhibit tables of February-March fee statement to reflect voluntary expense write offs (.30)	0.30
13 May 19	Arotsky, Allison	Follow-up the team re: weekly budget reporting (.10)	0.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548008
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
14 May 19	Wang, Thomas	Review the April prebills for privileged and confidential information and proper assignment to matter category (1.00)	1.00
15 May 19	Arotsky, Allison	Draft email re: April monthly fee statement and preparation of Exhibit D (.30)	0.30
15 May 19	Wang, Thomas	Review the April prebills for privileged and confidential information and proper assignment to matter category (2.10)	2.10
16 May 19	Rochester, Shaya J.	Review April invoices for privileged and confidential information (1.00)	1.00
16 May 19	Arotsky, Allison	Follow-up with S. Rochester re: second monthly fee application (.10)	0.10
17 May 19	Arotsky, Allison	Send email to team re: weekly budget reporting (.10)	0.10
17 May 19	Wang, Thomas	Prepare the exhibit tables to the Second Monthly Fee Statement (.20); communications with A. Arotsky re: the same (.70)	0.90
18 May 19	Arotsky, Allison	Review and revise April Monthly Fee Statement and exhibits (.90)	0.90
19 May 19	Arotsky, Allison	Respond to S. Rochester re: April Fee Application (.20)	0.20
20 May 19	Rochester, Shaya J.	Review and provide final comments on April Fee Statement (.30)	0.30
20 May 19	Arotsky, Allison	Finalize April Fee Statement and send to S. Reisman for review (.30)	1.80
20 May 19	Wang, Thomas	Communications with A. Arotsky re: finalizing the April Fee Statement (.20)	0.20
21 May 19	Rochester, Shaya J.	Meeting with S. Reisman to discuss changes to April Monthly Fee Statement and file (.30)	0.30
21 May 19	Arotsky, Allison	Send email to S. Rochester re: requirements under Interim Compensation Order and requirements sent by Alvarez & Marsal (.40); meet with S. Reisman and S. Rochester re: monthly fee statement (.30); revise monthly Fee Statement per S. Reisman (1.00)	1.70
22 May 19	Arotsky, Allison	Prepare certification of no objection to first monthly fee statement (1.00)	1.00
23 May 19	Arotsky, Allison	Revise monthly fee invoice (.30)	0.30
24 May 19	Arotsky, Allison	Email S. Reisman re: deadline for objections to first monthly fee statement (.10); email team re: weekly budget reporting (.10)	0.20
31 May 19	Arotsky, Allison	Review Monthly Fee Invoice and prepare email to company re: same (.50)	0.50
TOTALS:			29.60

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	14.90	730.00	\$10,877.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548008
 Invoice Date: June 18, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44904	Giglio, Cindi	0.50	965.00	\$482.50
44842	Reisman, Steven	1.50	1,220.00	\$1,830.00
44845	Rochester, Shaya J.	2.90	965.00	\$2,798.50
45083	Wang, Thomas	9.80	200.00	\$1,960.00
	TOTAL:	29.60		\$17,948.00

Katten

KattenMuchinRosenman LLP

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212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

June 18, 2019

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

Invoice No. 1301548009
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through May 31, 2019.....	\$35,978.50
Less Discount.....	(579.00)
Sub-Total Fees:	<u>\$35,399.50</u>

CURRENT INVOICE TOTAL: \$35,399.50

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

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PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
03 May 19	Rochester, Shaya J.	Attend to issues re: potential claims against Frontier and call with S. Reisman re: same (.70)	0.70
06 May 19	Reisman, Steven	Review documentation re: Frontier (.30); discussions with S. Rochester re: same (.20); review and comment on draft letter to Frontier re: potential preference payment and edits to same (.40); participate in call with Alvarez & Marsal re: demand letter for Frontier to return preference or continue to engage in negotiations re: overall settlement (.50); call with client re: demand letter on strategy (.50)	1.90
06 May 19	Rochester, Shaya J.	Office conference with L. Lersner re Frontier (.20); review Settlement Agreement between Frontier and Windstream (1.00); review and provide comments on draft demand letter to Frontier (.80); make further changes to demand letter (.60); pre-meeting with S. Reisman re: demand letter (.30); call with A&M re: demand letter (.50); call with client re: demand letter to Frontier, including discussing strategy (.50); revise demand letter based on calls with A&M and client (1.00)	4.90
06 May 19	Lersner, Lindsay	Review materials re: Frontier preference payment (.50); discuss same with S. Rochester (.20); draft letter to Frontier re: preference payment (1.70); conduct legal research re: preference law (2.30); review and revise letter to Frontier (.30); review terms of Frontier proposed settlement (.80)	5.80
07 May 19	Reisman, Steven	Review and revise Frontier demand letter based upon discussions with client and discussions with S. Rochester of Katten (1.10)	1.10
07 May 19	Rochester, Shaya J.	Office conference with L. Lersner re: Frontier (.20); update letter to Frontier based on client comments and review draft settlement agreement (1.20); call with client re: demand letter to Frontier (.40); revise letter based on call and discussions with S. Reisman (.50)	2.40
07 May 19	Lersner, Lindsay	Meet with S. Rochester to discuss Frontier preference complaint (.20); begin to review precedent for complaint (.40)	0.60
13 May 19	Rochester, Shaya J.	Prepare email to client re Frontier (.30)	0.30
13 May 19	Lersner, Lindsay	Review Judge Drain precedent re: preference actions (.50); draft complaint re: Frontier preference (1.40)	1.90
15 May 19	Rochester, Shaya J.	Review and provide comments on Frontier complaint (2.90)	2.90
15 May 19	Lersner, Lindsay	Conduct legal research to identify precedent in the SDNY re: preference complaints (.70)	0.70
16 May 19	Rochester, Shaya J.	Review precedents for preference complaint (.50); discussion with C. Giglio re same (.20)	0.70
17 May 19	Reisman, Steven	Review and comment on Frontier preference complaint and next steps in connection with same (1.60)	1.60
17 May 19	Rochester, Shaya J.	Make extensive revisions to Complaint against Frontier	2.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548009
 Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
17 May 19	Lersner, Lindsay	(2.60); communications with L. Lersner re same (.20) Review and revise Frontier preference complaint based on comments from S. Rochester (1.00); related communications with S. Rochester (.20)	1.20
18 May 19	Lersner, Lindsay	Review and revise Frontier preference complaint (.40); draft email to client sending complaint and requesting additional information (.60)	1.00
20 May 19	Rochester, Shaya J.	Review and provide comments on revised complaint against Frontier (1.70)	1.70
20 May 19	Lersner, Lindsay	Research Frontier corporate status in response to questions to S. Rochester (.80); prepare email re: service requirements for Frontier (.30)	1.10
21 May 19	Reisman, Steven	Responding to inquiry from client on feedback on draft complaint and pursuit of same (1.10)	1.10
21 May 19	Rochester, Shaya J.	Review emails for L. Lesner re: corporate status and service (.30); Attend to issues re: Frontier complaint (.30); call with L. Lersner re: claims preclusion (.20); communications with S. Reisman re: client inquiries on draft complaint against Frontier (.30); review research and strategize potential claims preclusion argument (.30)	1.40
21 May 19	Lersner, Lindsay	Conduct legal research re: claim preclusion (1.20); call with S. Rochester to discuss same (.20); draft email summarizing findings (.30)	1.70
22 May 19	Rochester, Shaya J.	Review Frontier response letter (.50); communications with S. Reisman re: same (.40); prepare client update regarding re: same with recommendations (.90)	1.80
23 May 19	Rochester, Shaya J.	Communications with client regarding reply to Frontier response letter (.40); meeting with C. Giglio re: Frontier response to demand letter (.40); communications with client regarding potential litigation with Frontier (.30)	1.10
TOTALS:			40.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44932	Lersner, Lindsay	14.00	605.00	\$8,470.00
44842	Reisman, Steven	5.70	1,220.00	\$6,954.00
44845	Rochester, Shaya J.	20.70	965.00	\$19,975.50
TOTAL:		40.40		\$35,399.50

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

June 18, 2019

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

Invoice No. 1301548006
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through May 31, 2019.....	\$544,888.00
Disbursements and other charges.....	\$36,438.59

CURRENT INVOICE TOTAL: \$581,326.59

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 May 19	Larsen, Ryan	Prepare (1.50) for and conduct 30(b)(6) deposition of Charter witnesses K. Atkinson (4.50) and K. Dardis (1.50); multiple emails with attorneys re deposition and document production (.50)	8.00
01 May 19	Siena, Marie	Prepare for efilng and e-file Notice of Limited Withdrawal of Counsel in the adversary proceeding (.50)	0.50
01 May 19	Sims, Tami Kameda	Exchange correspondence with client regarding deposition exhibits (.20); conduct preparation session with client's witness for deposition (.60); defend client's witness during deposition for the morning session (2.70); meet with client and client's witness during lunch break (.70); defend client's witness during afternoon session of deposition (1.20); take client's witness's deposition and defend client witness against further questions by Charter (2.80); review information concerning deposition (.20); exchange correspondence with T. Ross, S. Rochester, and R. Larsen regarding depositions (.30); review proposed stipulation regarding creditors' committee intervention (.10); travel time to deposition from hotel, billed at half time (.20); travel time, to airport in Little Rock to Longview, TX due to weather disruption, billed at half time (1.70)	9.00
01 May 19	Hill, Joanna M.	Analyze new key documents produced by Charter and revise summaries (1.30); prepare additional exhibits for deposition (1.70)	3.00
01 May 19	Cameron, Camille A.	Review and prepare Windstream documents for deposition (1.40)	1.40
01 May 19	Ross, Terence P.	Email exchanges with R. Larsen regarding Charter deposition and answers he is receiving (.50); Read email from T. Sims regarding Langston deposition (.30); Read Summary of Atkinson deposition provided by R. Larsen (.50); Review new "hot" documents from Charter production found and forwarded by G. Thompson (.50); Email exchange with S. Rochester regarding deposition summary (.30); Review Charter's proposed edits to Creditor's Stipulation of intervention (.50); Draft Agreed Preliminary Injunction to offer opposing counsel (1.00); Review edits to Withdrawal Notice (.30); Forward new documents to R. Larsen with suggestions on use at deposition (.50); Review new edits to stipulation of intervention proposed by Creditors (.80); Analyze issues re: how to use new information from Charter deposition in PI brief (1.50); Read email from S. Rochester regarding depositions (.30)	7.00
01 May 19	Lockhart, Kristin	Research case law for procedural issue in preliminary injunction (2.30); perform further research case law for	10.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		procedural issue in preliminary injunction (4.00); draft standards section for preliminary injunction motion (1.50); draft application of section of brief (.50); revise factual section of preliminary injunction memorandum (2.30)	
01 May 19	Thompson, Grace	Perform second level review of key documents from Charter's third document production (.60); edit notice of withdrawal of counsel (.40)	1.00
01 May 19	Rochester, Shaya J.	Review Charter and UCC markups of intervention stip and provide comments (1.00) review and provide comments on sealing motion (.70); communications with T. Ross re depositions (1.0)	2.70
01 May 19	Giglio, Cindi	Review email correspondence re: hot documents (.20); review correspondence regarding summary of depositions (.20)	0.40
02 May 19	Larsen, Ryan	Travel from Stamford, CT to Los Angeles (5.00); review rough transcript of 30(b)(6) deposition (1.50)	6.50
02 May 19	Sims, Tami Kameda	Exchange correspondence with J. Hill regarding the Charter document review (.10); call with T. Ross regarding the Windstream deposition (.30); prepare correspondence to K. Lockhart regarding motion for preliminary injunction (.10); review and edit stipulation of intervention of the creditors' committee (.30); prepare correspondence to S. Rochester and T. Ross regarding open case items (.20); exchange correspondence with court reporter regarding rough and final transcripts for Windstream deposition (.20); review and edit revised proposed order for motion for preliminary injunction (.20); travel time from Longview to Dallas, billed at half time (1.10); travel time from Dallas to Los Angeles billed at half time (1.70)	4.70
02 May 19	Hill, Joanna M.	Prepare transcript of calls exhibit for use in preliminary injunction motion (.70); prepare key documents for Charter production for use in preliminary injunction motion (1.30)	2.00
02 May 19	Ross, Terence P.	Review revised Stipulation of Creditor intervention per request of S. Rochester (.50); Make further edits to proposed agreed PI (.50); Read rough transcript of Atkinson (1.50); Telephone conference with T. Sims regarding summary of Langston deposition (.30); Emails regarding planning for PI hearing (.30); Email from K. Smith approving agreed PI proposal (.30); Email exchange with S. Rochester regarding Creditors intervention (.30); Read email from S. Rochester regarding deposition summary (.30); Draft email to opposing counsel proposing agreed PI (.30); Email exchange with K. Smith regarding proposed agreed PI (.30); Telephone conference with S. Rochester regarding PI hearing and PI briefs (.50); Telephone	5.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		conference with J. Kingston regarding agreed PI proposal (.30); Email exchange with K. Smith regarding proposed agreed PI (.30)	
02 May 19	Lockhart, Kristin	Revise brief to include additional factual allegations from discovery (2.00); revise memo in connection with preliminary injunction to include factual background and additional advertisements, etc. (2.00); continue drafting sections of preliminary injunction brief (2.50)	6.50
02 May 19	Thompson, Grace	Revise sealing motion on memorandum of law incorporating edits from S. Rochester (.80); review final Case Management Order and Chambers Rules in preparation for 5/6 filings (.50)	1.30
02 May 19	Rochester, Shaya J.	Review correspondence on UCC intervention stip (.20); prepare agenda for team call (.50); review and provide comments on revised sealing motion and order (.90); review and provide comments on hearing agenda, notice of filing of revised proposed Preliminary Injunction Order and cover letters to Chambers (.90); incorporate comments from T. Sims re proposed Preliminary Injunction Order (.90); communications with client and UCC re intervention stipulation(.50) revise accordingly (.60); call with T. Ross re next steps regarding Memorandum of Law, trial prep, proposed Preliminary Injunction Order and recap of depositions (.50)	5.00
02 May 19	Giglio, Cindi	Review intervention stipulation and correspondence re: same (.60)	0.60
03 May 19	Larsen, Ryan	Draft summary of Charter 30(b)(6) depo to send to client and emails with attorneys re same (.80); review deposition of Windstream 30(b)(6) (1.20)	2.00
03 May 19	Sims, Tami Kameda	Prepare correspondence to client regarding Charter's deposition (.20); prepare correspondence to T. Ross regarding motion for preliminary injunction (.20); prepare correspondence to client regarding Windstream's 30(b)(6) deposition designations and exhibits in support of the motion (.30); prepare correspondence to client's witness regarding review of deposition transcript (.10); strategize regarding exhibits and deposition excerpts to include in support of the motion for preliminary injunction (1.20); prepare correspondence to S. Rochester and G. Thompson regarding motion to seal(.10); related call with S. Rochester (.10); exchange correspondence with client regarding new materials (.30); confer with K. Lockhart regarding motion for preliminary injunction (.30); prepare motion for preliminary injunction (.90)	3.70
03 May 19	Hill, Joanna M.	Review key documents for missing attachments (1.60); compile chart of all missing items (.50); organize key documents for use as preliminary injunction exhibits (1.10); prepare transcript of calls exhibit and draft	3.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 May 19	Ross, Terence P.	<p>explanation of exhibit (.60)</p> <p>Review revised Stipulation of Creditor intervention per request of S. Rochester (.50); Make further edits to proposed agreed PI (.50); Read rough transcript of Atkinson (1.00); Telephone conference with T. Sims regarding summary of Langston deposition (.30); Emails regarding planning for PI hearing (.30); Email from K. Smith approving agreed PI proposal (.30); Email exchange with S. Rochester regarding Creditors intervention (.30); Read email from S. Rochester regarding deposition summary (.30); Draft email to opposing counsel proposing agreed PI (.30); Email exchange with K. Smith regarding proposed agreed PI (.30); Telephone conference with S. Rochester regarding PI hearing and PI briefs (.50); Telephone conference with J. Kingston regarding agreed PI proposal (.30); Email exchange with K. Smith regarding proposed agreed PI (.30)</p>	5.20
03 May 19	Lockhart, Kristin	<p>Draft email to T. Ross regarding injunctive relief standard and relevant caselaw (.50); Draft remaining portions of brief and procedural history (1.60); Revise Memorandum in Support of preliminary injunction(2.80); Discussion with T. Ross re: corrective advertising (.50)</p>	0.50
03 May 19	Thompson, Grace	<p>Revise preliminary injunction order incorporating edits from T. Sims and S. Rochester (1.30); draft cover letter to court clerk for 5/6 filings (.30); review Case Management Order definitions (.20); revise motion to seal memorandum of law (.60)</p>	2.40
03 May 19	Rochester, Shaya J.	<p>Provide comment on Debtors' Memorandum of Law in Support of Preliminary Injunction (1.10); communications with team re: same (.60); call with T. Sims re: sending motion and depositions (.10); review and provide comments on revised PI Order (.30); review summary of Charter 30(b)(6) deposition (.30); review and revise sealing motion (.60); communication with T. Ross re intervention stipulation (1.0)</p>	4.20
04 May 19	Larsen, Ryan	<p>Review certified copy of Charter 30(b)(6) deposition and exhibits (2.00)</p>	2.00
04 May 19	Sims, Tami Kameda	<p>Analyze documents produced by Charter for potential inclusion in support of the motion for preliminary injunction (3.50); analyze Windstream documents for potential inclusion in support of the motion for preliminary injunction (1.50); analyze deposition testimony of Charter's 30(b)(6) witnesses for evidence in support of the motion for preliminary injunction (2.90); prepare factual background for motion for preliminary injunction (3.30)</p>	11.20
04 May 19	Lockhart, Kristin	<p>Revise section of brief in support of preliminary injunction (.80); Incorporate citations to hearing and</p>	10.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition of Windstream witness into draft(5.00); Review and select relevant testimony from Charter's Rule 30(b)(6) witness, K. Atkinson (3.00); Review and select relevant testimony from Charter's Rule 30(b)(6) witness, K. Dardis (1.80)	
04 May 19	Thompson, Grace	Review attachments from key emails in Charter document production (2.60); review additional attachments from key emails in Charter document production (1.90)	4.50
05 May 19	Sims, Tami Kameda	Analyze Windstream's deposition transcript for evidence to include in support of the motion for preliminary injunction (1.80); exchange correspondence with Charter's counsel regarding Charter documents and deposition excerpts to be filed in support of the motion for preliminary injunction (.30); prepare correspondence to the client regarding documents and deposition excerpts to be used in support of the motion (.30); strategize with S. Rochester and T. Ross regarding sealing documents in support of the motion (.40); continue preparation of the motion's factual background section (3.90); prepare the motion's legal argument section (3.80); prepare attorney declarations in support of the motion (.50); prepare exhibits in support of the motion (.70)	11.70
05 May 19	Ross, Terence P.	Read emails from T. Sims regarding sealing of documents for preliminary injunction brief (.30); Review list of documents to be used in preliminary injunction motion (.50); Read email from S. Rochester regarding sealing of documents for preliminary injunction brief (.30); Read first draft of preliminary injunction brief (4.00)	5.10
05 May 19	Lockhart, Kristin	Review exhibits for submission in conjunction with memorandum in support of debtors' motion for a preliminary injunction (2.60)	2.60
05 May 19	Rochester, Shaya J.	Communications with T. Ross and T. Sims re: sealing and redactions (1.10); attend to issues re draft pleadings (1.0)	2.10
06 May 19	Siena, Marie	Prepare and e-file the Memorandum of Law, Sims Declaration with exhibits, Rochester Declaration with exhibits, Sealing Motion and Notice of Hearing (1.80); meeting with S. Rochester and T. Wang re: logistics hearing (.20)	2.00
06 May 19	Sims, Tami Kameda	Revise motion for preliminary injunction (2.90); exchange correspondence with Charter's counsel regarding documents needed to be filed under seal (.40); discuss same with T. Ross and S. Rochester (.50); exchange correspondence with G. Thompson and J. Hill regarding exhibits in support of motion (.50); conduct final review of exhibits in support of motion (.30); revise Sims Declaration in support of motion	6.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.30); revise Rochester Declaration in support of motion (.50); revise motion to seal and prepare correspondence to S. Rochester and G. Thompson regarding same (.50); revise letter to chambers (.20); redact brief for public filing (.30)	
06 May 19	Hill, Joanna M.	Prepare exhibits for preliminary injunction motion (2.10); draft declaration for preliminary injunction motion (1.50); redact exhibits for preliminary injunction motion (.50); multiple calls and emails with team re preliminary injunction motion (.60); redact preliminary injunction motion (.40)	5.10
06 May 19	Ross, Terence P.	Read first draft of preliminary injunction brief (2.00); Review and approve cover letter to Judge Drain enclosing preliminary injunction filing (.50); Edit and revise first draft of preliminary injunction brief (4.00); Draft new email to opposing counsel setting out issues with agreed preliminary injunction and explaining Windstream position on each (1.00); Review corrective advertising letter to be submitted to Court and consider arguments supporting it (1.50); Discuss redactions and filing with S. Rochester and T. Sims (.50); Review and edit Ross Declaration in Support of Preliminary Injunction motion (1.00); Review revised draft of preliminary injunction motion (1.30); calls with S. Rochester, T. Sims regarding same (.50); Review emails regarding service of preliminary injunction brief (.30)	12.60
06 May 19	Lockhart, Kristin	Revise memorandum in support of preliminary injunction motion (2.50); Revise Memorandum of Law to incorporate team edits (.30); Revise declaration of T. Ross (1.50); Revise memorandum of law in support of preliminary injunction to incorporate edits of T. Ross (2.80)	7.10
06 May 19	Thompson, Grace	Revise and redact exhibits from attorney declarations for filing (2.10); meeting with S. Rochester re: same (.50) finalize attorney declaration (.40); prepare pleadings for filing (2.80); coordinate e-filing (.80); revise cover letters for pleading copies (.50); revise motion to seal (.50); revise notice of hearing (.20); revise and circulate working group list (.20); various internal correspondence re: the foregoing documents (.60)	8.60
06 May 19	Rochester, Shaya J.	Office conference with G. Thompson re exhibits (.30); review and provide comments on Memorandum of Law (.70); complete review and markup of Memorandum of Law (2.00); meetings with G. Thompson re filing (.50); update sealing motion to reflect Charter request to designate all documents as confidential (.50) discuss same with T. Ross and T. Sims (.50); review and make changes to Rochester	6.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Declaration in Support of Preliminary Injunction Motion (.50); revise cover letter to chambers regarding chambers copies of documents (.60); oversee filing of pleadings, including Memorandum of Law, Declarations in Support and Sealing Motion (.40); meeting with M. Siena and T. Wang re logistics for Preliminary Injunction hearing and hearing prep (.20)	
06 May 19	Giglio, Cindi	Review and provide comments to memo of law (.90); correspondence related to sealing motion (.10)	1.00
06 May 19	Wang, Thomas	Discuss logistics of and preparation for 5/14 hearing with S. Rochester and M. Siena (.20)	0.20
07 May 19	Sims, Tami Kameda	Conference with S. Rochesters and T. Ross regarding hearing for preliminary injunction (.50); exchange correspondence with S. Rochester regarding documents and information for motion to seal regarding materials needed for hearing on motion for preliminary injunction (.30); analyze documents for supplemental document production (.90); exchange correspondence with Charter's counsel regarding exchange of information used for opposition brief (.30); analyze L. Langston deposition excerpts designated by Charter and prepare correspondence to client regarding same (1.30); analyze exhibits designated by Charter and prepare correspondence to client regarding same (.90); exchange correspondence with J. Hill regarding new transcript of customer calls (.20); revise preliminary injunction order (.30)	4.70
07 May 19	Hill, Joanna M.	Correspond with court reporters re transcripts (.20); redact transcripts (.50)	0.70
07 May 19	Ross, Terence P.	Email to K. Smith regarding preparation of testimony of W. Parrish for preliminary injunction hearing (.30); consider possible defenses that might be asserted by Charter (.50); review cases on defense in context of false advertising (1.30); read email from S. Rochester with questions regarding work to be done on preliminary injunction hearing (.30); email to S. Rochester regarding remaining preliminary injunction tasks (.30); review documents designated by Charter for use in its opposition to preliminary injunction (1.50); teleconference with S. Rochester and T. Sims regarding reply brief for preliminary injunction, settlement discussions and hearing preparations (.50); edit and revise draft preliminary injunction to be submitted to Judge Drain (2.00); teleconference with S. Rochester regarding problems with May 14 date for preliminary injunction hearing (.30); review edits suggested by T. Sims to preliminary injunction language (.50); read email from S. Rochester regarding agreement with opposing counsel to exchange witness list for preliminary injunction hearing (.30); read email	9.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
07 May 19	Thompson, Grace	from J. Kingston regarding exchanging witness list and exhibit list (.30); read emails regarding problems with Exhibit 29 (.30); review multiple email exchanges regarding Charter request for Chapter 11 notice be sent to customers (.50); read S. Rochester email regarding labeling preliminary injunction as an "order" (.30) Prepare materials for Chambers copies of pleadings (.50); revise agenda for May 14 hearing (.30); prepare cover letter to Chambers and Court Clerk for May 10 filings (.50); coordinate with S. Rochester re: same (.40); prepare materials for May 14 hearing(1.90) discuss with S. Rochester re: same (.30); review TRO hearing transcript for discussions regarding certain harmful phrases in Charter's ads (.50); analyze and circulate excerpts to internal team (.40)	4.80
07 May 19	Rochester, Shaya J.	Communications with G. Thompson re: upcoming work-streams for filing of Reply Memorandum (.30); prepare work-streams list for team and schedule call regarding prep for Preliminary Injunction hearing (.50); review and provide comments on hearing agenda and letters to Chambers regarding upcoming pleadings (.50); coordinate with team re: team meeting to discuss next steps (.20); prepare for team call (.20); conference with T. Sims and T. Ross regarding prep for Preliminary Injunction hearing (.50); follow-up discussion with C. Giglio (.40); office conference with G. Thompson re: prep for Preliminary Injunction hearing (.30); prepare action item list following meeting (.30); attend to issues re: hearing agenda (.30); update proposed PI Order based on comments from T. Ross and T. Sims (1.10); communications with T. Sims re hearing prep (.30); call with T. Ross re hearing date (.30); communications with Charter re exchange of demonstratives, exhibits and witnesses (.30); review unredacted version of Memorandum and take notes for hearing prep (.30); further communications with T. Ross re request for preliminary injunction (0.5)	6.30
08 May 19	Sims, Tami Kameda	Analyze information from client regarding supplemental document production and exchange correspondence with client regarding same (.50); exchange correspondence with C. Cameron and J. Hill regarding supplemental document production (.30); analyze information for new client declaration (.50); exchange correspondence with J. Hill regarding client declaration (.30); revise draft client declaration (.30); strategize regarding required redactions for deposition testimony and exhibits designated by Charter (.50); exchange correspondence with client regarding redaction of Windstream documents (.20); analyze Charter's opposition brief and exhibits in support of	9.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (1.20); strategy call with S. Rochester and T. Ross regarding reply brief (.50); analyze deposition transcript information and exhibits to include with reply (.90); strategize regarding legal research issues re: corrective advertising, including discussion with K. Lockhart (.80); prepare reply brief (3.10)	
08 May 19	Hill, Joanna M.	Draft declaration re: disconnect and prepare exhibits (.90); exchange emails with T. Sims re: same (.40)	1.30
08 May 19	Cameron, Camille A.	Review and prepare Windstream documents for production (1.20); review L. Langston transcript re redactions (.40); research re remedies for TRO violation (1.80)	3.40
08 May 19	Ross, Terence P.	Review Langston deposition passages designated by Charter for use at preliminary injunction and consider which should be redacted (1.00); review comments by T. Sims on designated Langston deposition pages as to which need to be redacted (1.00); review notice provided by Windstream to its customers regarding Chapter 11 filing (.50); make additional edits to draft language for preliminary injunction order (.30); telephone conference with S. Rochester regarding moving date for preliminary injunction hearing (.50); telephone conference with S. Rochester to discuss with Clerk of Court preliminary injunction hearing (.30); additional telephone conference with Clerk of Court regarding preliminary injunction hearing (.30); review new proposed redactions (.80); email exchange with K. Smith regarding witness (.30); consider alternative language for preliminary injunction order proposed by T. Sims (.80); read multiple emails relating to redactions needed prior to submission to Court of Charter opposition brief (.50); multiple email exchanges regarding motion to seal documents (.50); read Charter opposition to motion for preliminary injunction (1.50); telephone conference with S. Rochester and T. Sims regarding reply in support of preliminary injunction (.50); read and consider emails from Windstream regarding new Charter discontinuation of service (.50); consider options to address new Charter discontinuation of service (.50); read research on repeat violation of automatic stay (1.00); read research on process for addressing violation of TRO (1.00)	11.80
08 May 19	Lockhart, Kristin	Review Charter memorandum in opposition to preliminary injunction (.80); review T. Sims' notes regarding outline for reply in support of motion for preliminary injunction (.50); discussion with T. Sims regarding brief in support of corrective advertising (.30); review case law on corrective advertising (.50)	2.10
08 May 19	Thompson, Grace	Review authorities cited in Windstream pleadings and	8.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		organize for preliminary injunction hearing (1.60); revise and organize materials for Chamber's copies of hearing materials (.90); incorporate edits from T. Sims into Chamber's materials (.30); prepare redlines of temporary restraining order pleadings against proposed preliminary injunction pleadings (.30); read and analyze answer, response, and declaration exhibits filed by Charter on 5/8 (1.60); revise hearing materials following Charter's pleadings (1.00); review TRO hearing transcript for discussions of violations of the automatic stay (.90) discuss same with S. Rochester (.30); analyze and circulate excerpts to internal team (.50); confirm proper redactions in Charter's response and corresponding pleadings (1.30)	
08 May 19	Rochester, Shaya J.	Call with T. Ross re: scheduling hearing (.50); revise PI Order (.30); review TRO hearing transcript in connection with prep for PI hearing, reviewing key findings (.50); call with chambers re scheduling of PI hearing (.30); circulate revised proposed form of Preliminary Injunction Order to client (.30); update Judge's hearing binder for hearing on Preliminary Injunction (.30); review Charter Opposition and prepare notes (.60); review Charter Opposition and prepare notes (1.60); call with team to discuss Charter opposition and reply in support of preliminary injunction (.50); attend to issues re potential stay violation by Charter (.30); call with UCC counsel re intervention and update on litigation (.30); review Charter Answer (.30); review emails related to new potential stay violation by Charter (.50); call with G. Thompson re items to highlight in the transcript (.30); revise PI Order based on potential new stay violation (.50); attend to issues re addressing repeat violation of TRO (1.0)	8.10
08 May 19	Wang, Thomas	Pull recent filings, distribute to internal team, and update S. Rochester's pleadings binder with same (.70)	0.70
09 May 19	Sims, Tami Kameda	Analyze materials from client regarding potential new declaration (.70); analyze information from client regarding Windstream customers (.30); revise second declaration and prepare correspondence to client regarding same (.90); revise first declaration and prepare correspondence to client regarding same (.80); prepare exhibits for new client declaration (.30); analyze legal research findings for reply (1.90); prepare exhibits and deposition transcript excerpts for reply brief (1.40); continue preparation of reply brief (2.60); emails with T. Ross re: witnesses for PI hearing (.30)	9.20
09 May 19	Hill, Joanna M.	Research case law re: various issues in support of reply (4.10); draft summary of research findings (.60); revise	9.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 May 19	Velez, Melissa	declaration re: customer disconnects (1.10); draft and revise declaration re: door-to-door campaign (1.20); multiple emails with clients re: declarations (1.00); strategize with internal team re: declarations (1.40) Legal research re automatic relief for violation of temporary restraining order, civil contempt, and prior restraint for reply in support of preliminary injunction (4.00); Additional legal research for reply in support of preliminary injunction (1.10).	5.10
09 May 19	Ross, Terence P.	Read multiple emails relating to cut-off of service to customer (1.00); revise draft preliminary injunction language to reflect cut-off of service to customer (1.00); review draft declaration regarding cut-off of service to customer (.50); telephone conference with K. Smith regarding strategy for negotiating with Charter (.30); review email from S. Rochester regarding UCC stipulation (.30); review new research on sanctions for violation of automatic stay (.80); draft W. Parrish direct examination for preliminary injunction hearing (2.00); follow-up on facts relating to customer service cut-off (.30); email exchange with G. Thompson regarding binders for preliminary injunction hearing (.30); review comments from K. Smith regarding draft declaration (.30); email exchange with T. Sims regarding preliminary injunction hearing witness (.30); draft cross-examination for potential Charter witness at preliminary injunction hearing (2.00); receive and consider information relating to violation of TRO by Charter through renewed door-to-door campaign of false statements (1.50); review revised declaration regarding door-to-door violation and consider whether to use exhibits (.50); continue to draft cross-examination for potential Charter witness at preliminary injunction hearing (1.80)	12.90
09 May 19	Lockhart, Kristin	Perform additional legal research on corrective advertising for preliminary injunction (1.30); conduct research and distinguish cases cited by Charter in support of denial of corrective advertising (1.50); draft email to T. Sims with summary of legal research (1.80); perform additional research on distinguishing case law cited by Charter in its opposition to Windstream's preliminary injunction (1.00)	5.60
09 May 19	Thompson, Grace	Research remedies for automatic stay violations (3.40); pulls citations from Charter's response for reply brief (.20); draft motion to seal for 5/10 pleadings (2.60); draft notice of hearing (.30); revise cover letters for copies of 5/10 pleadings (.40); revise and circulate working group list (.20); revise hearing agenda (.50); correspondence with T. Ross re: hearing binders (.40)	8.00
09 May 19	Rochester, Shaya J.	Correspondence with client regarding Charter violation	8.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		of automatic stay regarding customer (.30); attend to issues re: potential new stay violation by Charter (1.40); revise client declaration regarding customer disconnect (.30); call Chambers re: UCC intervention stip(.10); prepare for submission to Chambers(0.90); draft email re: same (.40); further revise Preliminary Injunction Order based on comments from T. Ross (.50); review case-law regarding automatic stay violations (.30); review case law on further stay violation by Charter (.90); review correspondence regarding new Charter stay violation and update Preliminary Injunction Order accordingly (1.80); review sealing motion with respect to exhibits in Charter brief and new declarations (.70); revise cover letters to Chambers, UST and Clerk of Court and Notice of Hearing on Sealing Motion (.50)	
09 May 19	Giglio, Cindi	Review declaration re: customer disconnect (.20)	0.20
09 May 19	Wang, Thomas	Prepare additional update to S. Rochester's pleadings binder (.80)	0.80
10 May 19	Sims, Tami Kameda	Continue preparation of reply brief regarding arguments on Charter's advertising campaign and consumer deceit (1.50); prepare reply brief regarding argument on corrective advertising (1.80); prepare reply brief regarding argument on disconnection of Windstream customers (1.50); prepare reply brief introduction (.70); revise reply brief including revisions from client (2.10); finalize reply brief for filing and redact same (1.00); exchange correspondence with client regarding client declarations (.50); exchange correspondence with S. Rochester regarding client declarations (.50); prepare supplemental Sims declaration and exhibit to same (.40); exchange correspondence with client regarding reply brief filing and supporting documents (.30); prepare correspondence to Charter's counsel regarding filing (.20)	10.50
10 May 19	Hill, Joanna M.	Revise declaration re: disconnects (.90); revise declaration re: door-to-door campaign (.80); strategize with internal team re: declarations (.70); multiple emails with client re: declarations (1.30); call with client and declarants re: declarations (.60); review charter doc production re: customer lists (1.10)	5.40
10 May 19	Ross, Terence P.	Edit and revise draft reply brief in support of preliminary injunction (4.30); review revised declaration in support of preliminary injunction (.30); edit revised draft of reply brief in support of preliminary injunction (1.80); prepare Parrish for testimony at preliminary injunction hearing (1.00); multiple email exchanges regarding filing reply brief for preliminary injunction hearing (.50); address	9.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		inquiry from reporter (.30); follow up on filing of reply brief for preliminary injunction and supporting exhibits (.80); arrange for copy of reply brief to be provided to reporter (.30)	
10 May 19	Lockhart, Kristin	Revise and incorporate edits to reply brief in support of motion for preliminary injunction (4.80)	4.80
10 May 19	Thompson, Grace	Review documents produced by Charter for information on ad recipients (3.50); pull case citations from Windstream and Charter pleadings for Windstream reply brief (.50); finalize and redact Windstream declarations and exhibits (3.00); revise sealing motion (.50) revise notice of hearing (.20); revise notice of filing of revise preliminary injunction order (.40); coordinate electronic filing (.70); revise cover letters to Chambers, Court Clerk, and U.S. Trustee (.40); revise hearing agenda following filings (.20); prepare emails for Charter and KCC with Windstream pleadings (.40); prepare pleading materials for Chambers, Court Clerk, and U.S. Trustee (.60) prepare materials for preliminary injunction hearing (2.10)	12.50
10 May 19	Rochester, Shaya J.	Prepare for call with company regarding declaration (.30); call with company regarding declaration (.50); revise Wyatt declaration based on comments from client (1.00); finalize PI Order (.50); review and provide comments on Reply Brief (1.10); call with company regarding declaration (.50); review and revise Bandy Declaration (1.00); review UCC joinder (.30); finalize Notice of Filing of Revised PI Order (.30); further revise Bandy Declaration based on client comments (1.10); oversee filing of Reply Memorandum, Notice of Filing of Revised PI Order, Sealing Motion and Order, Bandy Declaration, Wyatt Declaration, and revised Hearing Agenda (1.30); follow up conversation with C. Giglio re: trial prep (.50)	8.40
10 May 19	Giglio, Cindi	Discussions with S. Rochester re: trial prep (.50)	0.50
10 May 19	Wang, Thomas	Communications with G. Thompson re: logistics for 5/13 preparation session (.40); communications with S. Rochester and T. Sims re: preparation for today's filings (.30); file multiple documents on the Charter Adversary Proceeding docket [Docket No.'s 47, 48, 50-54] (.80); communications with S. Rochester and G. Thompson re: the same (.60); assist in preparing binders of documents filed by Charter (.50)	2.60
11 May 19	Sims, Tami Kameda	Prepare correspondence to Charter's counsel regarding designations for hearing and related correspondence with T. Ross (.40); review Charter's designations and prepare correspondence to client regarding same (.20)	0.60
11 May 19	Ross, Terence P.	Email exchange with T. Sims regarding exhibit	9.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		designation for preliminary injunction Hearing (.50); review exhibit list and witness list for preliminary injunction Hearing submitted by Charter (1.00); email exchange with S. Rochester regarding Charter witness designation (.50); consider approach to cross examination of K. Dardis at preliminary injunction Hearing (3.00); revise cross examination for preliminary injunction Hearing (4.50)	
12 May 19	Ross, Terence P.	Prepare for preliminary injunction Hearing by reviewing deposition testimony (2.00); reviewing TRO transcript (3.00); draft argument based there on (5.00)	10.00
13 May 19	Konrath, Adriane	Load data and images relating to volume VOL001 and VOL001 part 2 to the Charter 4 database on the network (.50)	0.50
13 May 19	Sims, Tami Kameda	Exchange correspondence with client regarding charter exhibits for hearing (.30); calls to assist with hearing preparation (.70); review new declaration from Charter (.20); exchange correspondence with J. Hill regarding Charter's supplemental document production and review of same (.40)	1.60
13 May 19	Hill, Joanna M.	Review documents recently produced in discovery (2.30); strategize with internal team re key documents (.80)	3.10
13 May 19	Velez, Melissa	Review defendant's document production (.90)	0.90
13 May 19	Ross, Terence P.	Travel to New York for Preliminary Injunction Hearing (billed at half time) (1.00); prepare for preliminary injunction Hearing by reviewing arguments made by Charter (2.00); conferences with S. Rochester and G. Thompson to prepare for preliminary injunction Hearing (3.50); telephone conference with K. Smith to discuss approach to preliminary injunction Hearing (.30); telephone conference with K. Moody to discuss developments in case (.20); review new affidavit submitted by Charter regarding violation of TRO and discuss with team (1.00); exchange emails with document review team regarding new documents produced by Charter (.80); rework argument for preliminary injunction Hearing based on comments from S. Rochester and new developments (2.00); revise cross examination of K. Dardis to cover new developments (1.50); prepare for preliminary injunction Hearing by reviewing law on corrective advertising and developing counter arguments (1.20); prepare for preliminary injunction argument by reviewing briefs and cases cited (2.00)	15.50
13 May 19	Motsinger, Katherine	Continued review of produced documents to identify "hot" email exchanges (1.30)	1.30
13 May 19	Thompson, Grace	Review and organize exhibits produced by Charter on 5/11 (2.50); review and organize deposition and hearing transcripts and pull key excerpts (2.30); review	10.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 May 19	Rochester, Shaya J.	Windstream exhibits in preparation for preliminary injunction hearing (1.90); review materials from TRO hearing (2.20); compile key orders and rules in preparation for preliminary injunction hearing (1.90) Prepare for PI hearing (5.10); prepare script for PI hearing (1.00); multiple meetings with T. Ross re strategy for PI hearing (1.20); calls with clients re PI Hearing (.50); calls with T. Sims re PI Hearing (.70); review select new documents produced by Charter (2.00)	10.50
13 May 19	Giglio, Cindi	Calls to discuss preparation for hearing and related logistics (.50); participate in hearing preparation (2.80)	3.30
13 May 19	Wang, Thomas	Pull cases cited in Charter's Reply, index, and prepare binder of same for attorney review (1.30); pull and circulate multiple documents relevant to 5/14 hearing (.10); assist with preparations for 5/14 hearing (3.00)	4.40
14 May 19	Sims, Tami Kameda	Exchange correspondence with J. Hill regarding customer lists from Spectrum (.20); review and edit proposed preliminary injunction order (.10); exchange correspondence with S. Rochester regarding interrogatory served by Charter (.20)	0.50
14 May 19	Hill, Joanna M.	Gather client customer lists from document productions (.50)	0.50
14 May 19	Ross, Terence P.	Travel to White Plains Courthouse(billed at half time) (.50); prepare for Preliminary Injunction Hearing (2.00); meet with witness W. Parrish and discuss issues relating to testimony (1.00); represent Windstream at Preliminary Injunction Hearing (3.60); discuss results of Preliminary Injunction Hearing with K. Moody while traveling back to New York City (1.00); conference with S. Rochester and G. Thompson to discuss next steps in case (1.00); revise proposed Preliminary Injunction per direction of Judge Drain (1.20); discuss and rewrite corrective advertising letter (.60); travel to New York airport (billed at half time) (.80); outline tasks that need to be performed relating to Show Cause Order (1.20); draft memorandum regarding contempt issue while traveling to Washington DC (billed at half time) (.60); travel from DC airport to home (billed at half time)(.50)	14.00
14 May 19	Thompson, Grace	Travel to Preliminary Injunction Hearing in White Plains (.80 billed at half time); attend preliminary Injunction Hearing, including follow up discussion with S. Rochester and T. Ross (4.00); return travel from PI Hearing to office (.60 billed at half time); coordinate post-hearing materials and to-do list (.30); draft email to client regarding Charter document production (.10)	5.70
14 May 19	Rochester, Shaya J.	Prepare for hearing on Preliminary Injunction, including meetings with T. Ross and W. Parish (1.00);	12.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
 Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		participate and argue at hearing on Preliminary Injunction (3.90); attend to follow-up issues from hearing (.90); meetings with T. Ross and G. Thompson (1.00); update proposed Preliminary Injunction Order to reflect rulings from hearing (.60); attend to issues re: customer information lists produced by Charter (1.00), including emails with T. Sims (.20); Travel to and from hearing (billed at half time) (2.0)	
15 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding revisions to proposed preliminary injunction order (.20); exchange correspondence with S. Rochester and G. Thompson regarding discovery deadlines (.10)	0.30
15 May 19	Ross, Terence P.	Read multiple emails regarding customer spreadsheets sent by Charter (.50); telephone conference with S. Rochester to discuss date for Show Cause hearing on contempt (.40); read transcript of Preliminary Injunction Hearing (2.50); email exchange with K. Smith re: corrective advertising (.30); telephone conference with K. Smith regarding corrective advertising letter (.30); read email from K. Smith regarding corrective advertising (.30); telephone conference with S. Rochester regarding corrective advertising and consider changes to envelope (.50); review response to opposing counsel questions on proposed Preliminary Injunction (.30)	5.10
15 May 19	Thompson, Grace	Meeting with S. Rochester involving next steps on case (.30); draft show cause order (1.10); review rules related to pretrial conferences (1.10); correspondence with S. Rochester and T. Sims re: discovery deadlines (.20)	2.70
15 May 19	Rochester, Shaya J.	Call with T. Ross to discuss next steps re contempt proceeding (.40); office conference with G. Thompson to discuss show cause order for contempt proceeding and prep for pre-trial conference (.30); attend to issues re scheduling hearing on contempt motion (.30); review and provide comments on proposed Show Cause Order re contempt hearing (.70); update PI Order with further comments from client and related emails with T. Sims (.70); attend to issues re pre-trial conference (.50); call with T. Ross re: corrective advertising (.50) communication with charter counsel re: same(.50); correspondence with T. Sims and G. Thompson re: discovery deadlines (.10); communication with T. Ross re corrective advertising (.50)	4.50
16 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding contempt research (.20); exchange correspondence with S. Rochester regarding preliminary injunction order (.20); review and edit proposed order to show cause regarding contempt (.20)	0.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 May 19	Hill, Joanna M.	Correspond with client re: customer lists (.40); draft proposed protective order (2.20)	2.60
16 May 19	Velez, Melissa	Call with S. Rochester re legal research (.50); Legal research re grounds for civil contempt motion and various additional calls with S. Rochester (3.70); Draft summary and analysis of legal research (1.50)	5.70
16 May 19	Ross, Terence P.	Review and edit draft Show Cause Order (.50); call with S. Rochester re: same and next steps (.50); re-read cases on sanctions for violation of automatic stay (1.30); review edits to draft preliminary injunction proposed by Charter counsel and consider which to accept (1.00); review email to Court regarding parties' disagreement over proposed preliminary injunction language (.80); review emails confirming receipt of all customer lists from Charter (.30); review revisions Charter seeks to proposed preliminary injunction (.50); telephone conference with S. Rochester and C. Giglio to discuss tasks relating to show cause order (.50); review research on civil contempt in conjunction with consideration of show cause order (1.30); read Preliminary Injunction issued by Court and compare Judge Drain's changes to proposed draft (.80); multiple emails discussing changes to proposed preliminary injunction made by Judge Drain (.30); consider whether we should move forward with Show Cause Order (.50); read email from J. Hill regarding draft Protective Order (.30)	8.60
16 May 19	Rochester, Shaya J.	Attend to issues re: PI Order, Show Cause Order and next steps, including emails with T. Sims (1.80); call with T. Ross re Show Cause Order and next steps (.50); revise Show Cause Order to reflect T. Ross comments (.70); revise PI Order to reflect comments from Charter and communications with T. Ross re same (1.00); reply to Charter emails to Chambers regarding proposed PI (1.00); call with T. Ross and C. Giglio re Show Cause Order and contempt research (.50); revise Show Cause Order based on call (.30); meeting with C. Giglio re: same (.30); review summary of contempt research (.50); Calls with M. Velez re: contempt research (.50)	7.10
16 May 19	Giglio, Cindi	Review PI order (.50); discussions with S. Rochester and T. Ross regarding OSC strategy related to contempt proceedings (.50)	1.00
16 May 19	Wang, Thomas	Pull and circulate certain documents related to preliminary injunction motion per S. Rochester (.10)	0.10
17 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding contempt proceedings (.20); analyze research findings regarding contempt research (.20)	0.40
17 May 19	Ross, Terence P.	Draft email to S. Rochester and G. Thompson regarding need for research on sanctions (.50); analyze	7.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		issues re: moving Show Cause order (.70); review research from M. Velez regarding standard for civil contempt and review email from S. Rochester regarding same (.80); email exchange with S. Rochester confirming Show Cause Order language (.30); telephone conference with K. Smith regarding Show Cause Order (.30); telephone conference with S. Rochester regarding Show Cause Order (.30); consider potential sanction for violation of Automatic Stay (1.00); review proposed sealing orders submitted by opposing counsel (.30); research potential recovery for civil contempt or sanctions for violation of Automatic Stay (3.00)	
17 May 19	Thompson, Grace	Research legal standard for granting sanctions for violating the automatic stay (1.50); call with S. Rochester re: same (.50); analyze related caselaw (1.60); draft shell and begin outline of memorandum on automatic stay (.30)	3.90
17 May 19	Rochester, Shaya J.	Review cases on obtaining sanctions for violating the automatic stay (1.30); review cases on obtaining a contempt order when a party violates a prior court order and emails with team re: same (.50); call with T. Ross re same (.30); call with Chambers re scheduling (.30); call with G. Thompson re stay sanctions research (.50); review and provide comments on Protective Order (1.30); further communications with T. Ross re Sanctions (1.0)	5.20
17 May 19	Giglio, Cindi	Correspondence related to timing of moving forward with contempt proceedings (.40)	0.40
18 May 19	Ross, Terence P.	Consider whether to recommend pursuing Show Cause Order in view of research on relief (1.00)	1.00
20 May 19	Ross, Terence P.	Read email from S. Rochester regarding Show Cause Order (.30); review and consider options for Show Cause Order (2.50); exchange emails with S. Rochester regarding Protective Order (.30)	3.10
20 May 19	Thompson, Grace	Continue researching the legal standard for granting sanctions for violating the automatic stay (2.50); draft memorandum section on the same (2.40); meeting with S. Rochester re: same (.40); review Windstream pleadings for automatic stay legal arguments (.30); analyze factual details of each of Charter's violations (.40); review TRO and PI hearing transcripts and orders for discussions of automatic stay (.40); review documents from Charter production for discussions of service interruption (.50); draft factual elements of memorandum from pleadings and transcript reviews (1.20)	8.10
20 May 19	Rochester, Shaya J.	Meeting with G. Thompson re: stay research (.40); review research findings issues re: stay (.60); review protective order precedents and emails with T. Ross re	1.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (.60)	
20 May 19	Wang, Thomas	Update S. Rochester's pleadings binder with recent filings (.80)	0.80
21 May 19	Hill, Joanna M.	Draft proposed protective order (1.10); call with S. Rochester re: same (1.40); draft ESI protocol (.70)	2.10
21 May 19	Ross, Terence P.	Read email from S. Rochester regarding Show Cause Order (.30); draft email to K. Smith regarding Show Cause Order (.30); review and edit draft Protective Order (2.00); review draft of ESI Order (.50); continued review of draft ESI Order (1.50); telephone conference with K. Smith regarding Show Cause Order (.30); telephone conference with S. Rochester regarding changes to Protective Order and discovery schedule (.30); telephone conference with S. Rochester regarding Pre-trial conference and related submissions (.50); read email from S. Rochester to J. Hill regarding finalizing Protective Order (.20); review requirements of Judge Drain for Pre-trial hearing and email to S. Rochester regarding same (.50)	6.40
21 May 19	Thompson, Grace	Continue drafting factual elements of memorandum (1.30); perform follow up research on "legal standard" section of memo (1.90); incorporate new research into memo (1.00); incorporate citations from cases and pleadings into memo (.20); research legal standard for rewarding damages for automatic stay violation (2.90); draft memo section on the same (2.10)	9.40
21 May 19	Rochester, Shaya J.	Attend to issues re: protective order (1.30); call with T. Ross re: protective order and discovery schedule (.30); call with J. Hill re: protective order (.30); attend to issues re: deposition notices and draft email to T. Sims re: same (.50); review research on sanctions for violating the automatic stay (.50); revise Show Cause Order to reflect new schedule (1.10); review cases related to sanctions for automatic stay violations (.60); call with T. Ross re: pretrial conference and related submissions (.50)	5.10
22 May 19	Sims, Tami Kameda	Revise show cause order regarding contempt proceeding (.20); exchange correspondence with S. Rochester regarding Rule 26(f) meet and confer and a discovery order (.30); strategize regarding potential discovery required for contempt motion (.60); draft correspondence to M. Velez regarding preparation of written discovery and deposition notices for contempt motion (.20)	1.30
22 May 19	Ross, Terence P.	Edit draft Discovery Plan (2.00); continue to edit draft Discovery Plan (1.00); review and prepare questions to S. Rochester regarding revised draft Show Cause Order (1.30); read multiple emails relating to revised Show Cause Order (.30); email exchange with S. Rochester regarding "meet and confer" on pre-trial	7.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
22 May 19	Thompson, Grace	with opposing counsel (.30); analyze issues re: reply brief (.80); email exchange with S. Rochester regarding letter to Charter counsel (.50); review draft customer letter ordered by Court (.80); review email from S. Rochester to opposing counsel regarding pre-trial (.30) Research pretrial conference requirements (.20); research discovery plan precedents (.60); coordinate with docket department and revise case calendar (.20); review articles regarding preliminary injunction for circulation (.50); research proposed protective order precedents (1.00); continue drafting damages section of memorandum on automatic stay sanctions (1.90); perform follow up research on the same (2.20); revise memo incorporating new research (2.10); discuss memo with S. Rochester (.50)	9.20
22 May 19	Rochester, Shaya J.	Revise Order to Show Cause based on comments from T. Ross (.40); provide comments on attend to issues with discovery plan and action items in connection with pre-trial conference, including various emails with T. Ross (.70); office conference with G. Thompson to discuss sanctions memo (.50); emails with T. Sims re Rule 26 conference (.20); communications with Charter regarding Show Cause Order and Rule 26 conference (.20); review and provide extensive comments on protective order (2.20)	4.20
22 May 19	Giglio, Cindi	Review and provide comments to OSC for contempt proceeding (.40)	0.40
23 May 19	Velez, Melissa	Review declarations and preliminary injunction reply brief to develop strategy for discovery requests (.50)	0.50
23 May 19	Ross, Terence P.	Review and edit draft email to opposing counsel regarding draft Show Cause Order (.30); chart out order in which to depose Charter witnesses during discovery (.90); read email from opposing counsel regarding draft Show Cause Order (.30); communications with S. Rochester re: the foregoing (.40); draft email to K. Smith regarding customer mailing (.30); outline discovery needed in both merits case and damages case in order to determine terms of Discovery Plan (2.30); review suggestions on Discovery Plan from T. Sims (2.50); read multiple emails from T. Sims regarding Discovery Plan and how to deal with opposing counsel regarding same (.50)	7.50
23 May 19	Thompson, Grace	Perform follow up research on automatic stay memorandum section regarding goodwill (3.60); coordinate with Westlaw research analysts regarding the same (.40); revise memorandum regarding the same (1.40); discussion with S. Rochester re: memo (.30); perform additional revisions in memo (1.20)	6.90
23 May 19	Rochester, Shaya J.	Communications with team regarding Charter response	2.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		to Show Cause Order, document requests and deposition notices (.70); meeting with G. Thompson re memo on sanctions for automatic stay violation (.30); attend to issues re protective order (1.0)	
24 May 19	Sims, Tami Kameda	Revise second set of document requests to Charter (.80); review and edit notice of deposition to L. Truong (.10); revise person most qualified deposition notice for Charter (.20); strategize regarding discovery plan (.20); exchange correspondence with S. Rochester regarding show cause order (.20); exchange correspondence with S. Rochester regarding discovery (.10)	1.60
24 May 19	Velez, Melissa	Draft discovery requests and deposition notices (2.50)	2.50
24 May 19	Ross, Terence P.	Read email from S. Rochester re: client meeting (.30); Read email from Clerk of Court re: Show Cause Hearing (.30); Email to S. Rochester re: meet and confer with opposing counsel (.30); Review new edits to proposed Discovery Plan (.50); Continued comparison of Protective Orders (.80); Compare draft Protective Order to Protective Order entered in main case (.50); Read email from opposing counsel re: draft Show Cause Order (.30); Read Show Cause Order submitted to Court (.30); Review and edit draft document discovery from T. Sims (1.00); Read email exchange between S. Rochester and T. Sims re: problems with opposing counsel (.30); Review draft submission to Court on Show Cause Order (.30); Consider which Protective Order to use (1.30); Read email from opposing counsel inquiring about consumer mailing (.30); Read email from opposing counsel re: Sealing Orders (.30); Read email from T. Sims re: new discovery (.30)	7.10
24 May 19	Thompson, Grace	Call with S. Rochester regarding automatic stay memorandum (.40); revise case calendar and materials, and coordinate with dockets (.40) pull and circulate new pleadings (.10); review protective order from main case and analyze against draft protective order for adversary proceeding (.70)	1.60
24 May 19	Rochester, Shaya J.	Communications with team regarding Show Cause Order and meet and confer conference (.30); communications with Charter and Chambers regarding Show Cause Order (.30); communications with parties regarding Rule 26 conference (.30); review and provide comments on memo on sanctions for stay violation (3.20); attend to issues re protective order (.30); attend to issues re Charter's request concerning status of corrective advertising (.30); call with G. Thompson re memo on sanctions for stay violations (.40)	5.10
28 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester and T.	0.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Ross regarding revisions to discovery (.20); revise document requests and deposition notice for contempt discovery (.60); exchange correspondence with S. Rochester regarding discovery (.10)	
28 May 19	Velez, Melissa	Revise document requests and deposition notice	0.70
28 May 19	Ross, Terence P.	Review draft discovery (2.00); read email from S. Rochester regarding discovery (.30); read email from S. Rochester suggesting new discovery (.30); email exchange with T. Sims regarding draft joint discovery report (.30); approve draft deposition notices (1.80); approve draft document requests (1.00); telephone conference with S. Rochester regarding Protective Order (.50); read email from opposing counsel regarding "meet and confer" (.30); review S.D.N.Y. rules on deposition locations (.50)	7.00
28 May 19	Thompson, Grace	Revise memo regarding sanctions for automatic stay violations, incorporating edits from S. Rochester re: legal standard for intentional acts (2.00); acts violating the automatic stay (2.60); factual sections regarding each alleged violation (3.90); continue researching damage to goodwill legal standard and examples (2.80); revise memo section regarding the same (2.30)	13.60
28 May 19	Rochester, Shaya J.	Preparations re: scheduling meet and confer and protective order (.90); review and provide comments on document requests (2.30); call with T. Ross to discuss protective order and discovery requests for contempt proceeding (.50); outline protective order (.30); review discovery requests for contempt proceeding (.30)	4.30
29 May 19	Sims, Tami Kameda	Prepare outline for discovery and case schedule (.20); call with Charter's counsel regarding Rule 26 meeting (.30); confer with T. Ross and S. Rochester regarding contempt discovery and case tasks (.30); finalize contempt discovery and serve same by email to Charter's counsel (.40)	1.20
29 May 19	Hill, Joanna M.	Draft and revise protective order (1.40)	1.40
29 May 19	Ross, Terence P.	Review revised Protective Order (1.50); review Judge Drain's rules on discovery (.50); email exchange with S. Rochester and T. Sims regarding recovery of fees for contempt proceeding (.30); prepare for conference call with opposing counsel to negotiate discovery plan (1.30); read email from S. Rochester regarding discovery (.30); review proposed schedule and send to opposing counsel (.50); telephone conference with opposing counsel, T. Sims and S. Rochester regarding scheduling order and discovery plan (.30); telephone conference with T. Sims and S. Rochester regarding discovery (.30); review filings docketed at Court (.50); read memorandum from G. Thompson explaining sanctions law for violation of automatic stay (1.20)	5.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
29 May 19	Thompson, Grace	Revise content and citations for memorandum regarding automatic stay violations (1.60); revise case calendar (.20)	1.80
29 May 19	Rochester, Shaya J.	Review and analyze research on sanctions for violation of automatic stay (.50); review proposed discovery plan (.50); prepare for Rule 26 meet and confer call (.50); attend Rule 26 meet and confer call (.30); attend follow-up call with T. Sims and T. Ross (.30); attend to issues re deposition notices (.30); revise Case Calendar accordingly (.30); review and provide comments on memo on sanctions for stay violations (2.30)	5.00
29 May 19	Wang, Thomas	Update S. Rochester's hearing binder (.30)	0.30
30 May 19	Ross, Terence P.	Review revised draft of Protective Order (1.30); consider whether AEO provision in draft Protective Order is sufficient (.70); outline Truong deposition (2.00)	4.00
30 May 19	Rochester, Shaya J.	Review and provide comments on protective order (1.0)	1.00
31 May 19	Sims, Tami Kameda	Exchange correspondence with K. Lockhart regarding draft joint report (.20); review upcoming case deadlines (.10)	0.30
31 May 19	Ross, Terence P.	Follow up on status of Settlement (.30); reconsider using original Protective Order (1.00); telephone conference to S. Rochester regarding Protective Order (.30); consider language for proposal (.50); read emails from opposing counsel regarding discovery (.60)	2.70
31 May 19	Lockhart, Kristin	Draft joint report on discovery plan and prepare template scheduling order and proposed deadlines for Judge Drain (2.60)	2.60
31 May 19	Thompson, Grace	Revise draft protective order	0.20
31 May 19	Rochester, Shaya J.	Call with T. Ross re: protective order and strategy going-forward (0.30); review and provide comments on Protective Order (1.90)	2.20
TOTALS:			691.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43690	Cameron, Camille A.	4.80	645.00	\$3,096.00
44904	Giglio, Cindi	7.80	965.00	\$7,527.00
43405	Hill, Joanna M.	40.40	695.00	\$28,078.00
32375	Konrath, Adriane	0.50	390.00	\$195.00
34231	Larsen, Ryan	18.50	870.00	\$16,095.00
44572	Lockhart, Kristin	53.00	605.00	\$32,065.00
44596	Motsinger, Katherine	1.30	450.00	\$585.00
44845	Rochester, Shaya J.	121.40	965.00	\$117,151.00
44455	Ross, Terence P.	200.50	985.00	\$197,492.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
41782	Siena, Marie	2.50	200.00	\$500.00
42783	Sims, Tami Kameda	89.50	845.00	\$75,627.50
44616	Thompson, Grace	125.70	450.00	\$56,565.00
43994	Velez, Melissa	15.40	515.00	\$7,931.00
45083	Wang, Thomas	9.90	200.00	\$1,980.00
	TOTAL:	691.20		\$544,888.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
04 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3227204304041604 DATE: 4/4/2019 Taxi / Uber Service Charges Taxi Service Charges Date Incurred: 03/20/19	50.70
04 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3227204304041604 DATE: 4/4/2019 Taxi / Uber Service Charges Uber Service Charges Date Incurred: 03/29/19	40.10
04 Apr 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3107397 DATE: 3/31/2019 Food service ordered on 03/26/2019 by Arotsky, Allison J., OrderID: 2002068010	23.53
05 Apr 19	Color Printing	340.75
08 Apr 19	VENDOR: Clerk of the Court U.S.Southern District; INVOICE#: 040419; DATE: 4/4/2019 - Filing a pro hac vice application in Bankruptcy court - SDNY - Windstream; Tracking ID# A13127991	200.00
08 Apr 19	Photocopies for 04/08/2019	0.30
08 Apr 19	Color Copies for 04/08/2019	133.00
09 Apr 19	VENDOR: U.S. Bankruptcy Court; INVOICE#: A13131067; DATE: 4/5/2019 - Tracking ID# A13131067 dated 4/5/19; Filing fee for opening an adversary proceeding in bankruptcy court	350.00
09 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 651402188 DATE: 4/8/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St.,WHITE PLAINS NY,10601 US: On: 4/4/2019; Tracking ID: 786446668684	9.70
12 Apr 19	Photocopies for 04/12/2019	0.30
12 Apr 19	Color Copies for 04/12/2019	0.75
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 03/27/19	14.08
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 03/29/19	15.92
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/02/19	13.12
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/02/19	14.23
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/04/19	11.27
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/05/19	11.18
15 Apr 19	Color Printing	52.50
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St., Rm. 248,WHITE PLAINS NY,10601 US: On: 4/11/2019; Tracking ID: 786599296131	11.29
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 4/5/2019; Tracking ID:	11.44

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	786477872372	
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 4/11/2019; Tracking ID: 786599356255	11.29
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Paul Schwartzberg Office of the U.S. Trustee 201 Varick St., Suite 1006,NEW YORK CITY NY,10014 US: On: 4/11/2019; Tracking ID: 786599325613	11.29
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Paul Schwartzberg Office of the U.S. Trustee 201 Varick St., Suite 1006,NEW YORK CITY NY,10014 US: On: 4/5/2019; Tracking ID: 786477805651	11.44
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St., Rm. 248,WHITE PLAINS NY,10601 US: On: 4/5/2019; Tracking ID: 786477221022	14.10
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAR19-NYC; DATE: 4/15/2019 - Acct #KM3277: Pacer Court Cost Incurred in March 2019, New York.	7.30
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAR19-NYC; DATE: 4/15/2019 - Acct #KM3277: Pacer Court Cost Incurred in March 2019, New York.	3.60
19 Apr 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5554168 DATE: 4/12/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 04/04/2019; Voucher# 329305	123.53
22 Apr 19	VENDOR: Arotsky, Allison INVOICE#: 3266673904221537 DATE: 4/22/2019 After hours cab home Date Incurred: 03/26/19	26.44
22 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652906382 DATE: 4/22/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court United States Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 4/12/2019; Tracking ID: 786625090356	17.34
23 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3266117504231605 DATE: 4/23/2019 Taxi / Uber Service Charge Taxi Service Charge Date Incurred: 03/28/19	29.12
24 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3274204904241619 DATE: 4/24/2019 Taxi / Uber Service Charge Taxi Service Charge Date Incurred: 03/27/19	27.36
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 attend hearing in White Plains, NY Snack after hearing Date Incurred: 04/15/19	6.26
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 attend hearing in White Plains, NY train to White Plains	12.25

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	Date Incurred: 04/14/19	
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 attend hearing in White Plains, NY Train fare home from hearing Date Incurred: 04/15/19	12.25
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 Cab to Office on Sunday Date Incurred: 04/14/19	43.03
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 after hours cab home Date Incurred: 04/14/19	49.47
29 Apr 19	Postage for 1st Class Mail 2 Letter Size Request (K. Lockhart) BY WJ	3.20
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 Attend hearing telephonically Date Incurred: 04/16/19	135.00
30 Apr 19	PAYEE: Arkadin Inc.; REQUEST#: 813401; DATE: 4/29/2019. - To record Arkadin Teleconferencing charges, Inv. No. INUS190300706 dated 03/31/2019; Conference Call for Cindi Giglio on 3/31/19;	7.83
30 Apr 19	Binding: 4/5/19	6.00
30 Apr 19	Binding: 4/8/19	15.00
30 Apr 19	Binding: 4/11/19	6.00
30 Apr 19	Westlaw Legal Research: WANG,THOMAS on 04/07/2019	3,237.68
01 May 19	VENDOR: Sunny's Worldwide Chauffeured Trans; INVOICE#: 240725; DATE: 5/1/2019 Limousine service for Ryan Larsen from JFK to Stamford Marriott Hotel & Spa on 4/30/19.	209.08
01 May 19	Photocopies for 05/01/2019	0.80
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/08/2019; Voucher# 358042	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/10/2019; Voucher# 344806	70.57
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/10/2019; Voucher# 350262	70.57
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/12/2019; Voucher# 350610	61.11
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 04/11/2019; Voucher# 329305	123.53
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 2810 1ST PLACE Destination: 575 MADISON AVE on 04/14/2019; Voucher# 357635	123.26
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/15/2019; Voucher# 350663	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/16/2019; Voucher# 341796	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/17/2019; Voucher# 359621	78.82

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/18/2019; Voucher# 346979	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 300 QUARROPAS S Destination: 575 MADISON AVE on 04/15/2019; Voucher# 357635	346.91
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 201 W 74 ST M on 04/14/2019; Voucher# 357635	34.66
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 2810 1ST PLACE on 04/14/2019; Voucher# 357635	123.53
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 201 W 74 ST M Destination: 300 QUAROPPAS S on 04/15/2019; Voucher# 357635	212.63
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 300 QUARROPPAS Destination: 575 MADISON AVE on 04/15/2019; Voucher# 357635	301.11
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 160 CENTRAL PAR Destination: 300 QUARROPPAS on 04/15/2019; Voucher# 357635	302.25
03 May 19	VENDOR: Federal Express Corporation INVOICE#: 654055154 DATE: 5/3/2019 From: Ryan Larsen To: Ryan Larsen, Guest c/o Stamford Marriott Hotel & 243 Tresser Boulevard, STAMFORD CT, 06901 US: On: 4/29/2019; Tracking ID: 786940286059	79.06
03 May 19	VENDOR: Federal Express Corporation INVOICE#: 654055154 DATE: 5/3/2019 From: Tami Kameda Sims To: Paula C. Anderson Windstream Services, LLC 4001 N. Rodney Parham, LITTLE ROCK AR, 72212 US: On: 4/29/2019; Tracking ID: 786942518160	72.94
03 May 19	VENDOR: Epiq Business Process Solutions; INVOICE#: M-248477; DATE: 5/3/2019 Transcription of calls	4,809.55
06 May 19	VENDOR: Sunny's Worldwide Chauffeured Trans; INVOICE#: 240792; DATE: 5/6/2019 Limousine service for Ryan Larsen from Stamford Marriott Hotel & Spa to JFK on 5/02/19.	218.20
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3117952 DATE: 4/28/2019 Food service ordered on 04/24/2019 by Wang, Thomas, OrderID: 2005212058	19.12
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/03/2019 by Thompson, Grace, OrderID: 2003058023	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/01/2019 by Rochester, Shaya, OrderID: 2002674700	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/02/2019 by Rochester, Shaya, OrderID: 2002850344	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/03/2019 by	25.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
06 May 19	Rochester, Shaya, OrderID: 2003019045 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/04/2019 by Rochester, Shaya, OrderID: 2003184666	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/04/2019 by Siena, Marie A., OrderID: 2003194118	20.74
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/05/2019 by Wang, Thomas, OrderID: 2003336498	20.74
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/16/2019 by Akchin, Sean M., OrderID: 2004476198	18.36
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/15/2019 by Rochester, Shaya, OrderID: 2004289732	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/16/2019 by Rochester, Shaya, OrderID: 2004441678	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/17/2019 by Rochester, Shaya, OrderID: 2004591964	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/18/2019 by Rochester, Shaya, OrderID: 2004725179	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/17/2019 by Arotsky, Allison J., OrderID: 2004610608	18.87
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/15/2019 by Wang, Thomas, OrderID: 2004286407	21.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/09/2019 by Rochester, Shaya, OrderID: 2003671272	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/10/2019 by Rochester, Shaya, OrderID: 2003837719	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/11/2019 by Rochester, Shaya, OrderID: 2003993873	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/14/2019 by Rochester, Shaya, OrderID: 2004159447	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/11/2019 by Siena, Marie A., OrderID: 2004005460	20.74
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/08/2019 by Wang, Thomas, OrderID: 2003522834	21.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	21.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
06 May 19	3112652 DATE: 4/14/2019 Food service ordered on 04/10/2019 by Wang, Thomas, OrderID: 2003858930 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/11/2019 by Wang, Thomas, OrderID: 2004003704	21.00
06 May 19	Color Printing	344.50
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Room Service Date Incurred: 04/30/19	32.44
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Date Incurred: 05/02/19	9.67
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Date Incurred: 05/01/19	13.56
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 America Airlines WiFi Service purchase Date Incurred: 04/30/19	16.00
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Uber from home to LAX Date Incurred: 04/30/19	22.74
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Uber from LAX to home Date Incurred: 05/02/19	22.23
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Date Incurred: 04/30/19	557.76
07 May 19	Postage for USPS-1ST CL LTR KEVIN SAVILLE, ESQ. 401 MERRITT 7 NORWALK, CT. 06851 ENTERED BY KK	0.50
07 May 19	Color Printing	1,533.25
09 May 19	Sims/Tami Kameda 5/1/19 DFW/BUR/LIT/DFW inv.5041 American Airlines	29.00
10 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5571172 DATE: 5/3/2019 Local Travel: Pickup Address: 2810 1ST PL BAL Destination: 300 QUARROPAS S on 04/15/2019; Voucher# 357635	396.72
10 May 19	Color Printing	66.50
10 May 19	VENDOR: Epiq Business Process Solutions; INVOICE#: M-248149; DATE: 4/30/2019 Transcription of calls	5,519.00
13 May 19	Photocopies for 05/13/2019	34.80
13 May 19	Photocopies for 05/13/2019	15.90
13 May 19	Photocopies for 05/13/2019	22.20
13 May 19	Color Copies for 05/13/2019	20.50
13 May 19	Color Copies for 05/13/2019	3.50
13 May 19	Color Copies for 05/13/2019	51.00
13 May 19	Color Copies for 05/13/2019	17.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/09/2019 by Thompson, Grace, OrderID: 2006879702	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/10/2019 by	25.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
14 May 19	Thompson, Grace, OrderID: 2006978303 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/06/2019 by Rochester, Shaya, OrderID: 2006391866	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/08/2019 by Rochester, Shaya, OrderID: 2006699634	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/09/2019 by Rochester, Shaya, OrderID: 2006845527	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/06/2019 by Siena, Marie A., OrderID: 2006398498	17.99
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/10/2019 by Wang, Thomas, OrderID: 2006975024	21.00
15 May 19	VENDOR: Federal Express Corp. INVOICE#: 654956614 DATE: 5/13/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St., Rm. 248,WHITE PLAINS NY,10601 US: On: 5/7/2019; Tracking ID: 787072821798	16.28
15 May 19	VENDOR: Federal Express Corp. INVOICE#: 654956614 DATE: 5/13/2019 From: Shaya Rochester To: Paul Schwartzberg, Esq. Office of the U.S. Trustee 201 Varick St., Rm. 1006,NEW YORK CITY NY,10014 US: On: 5/7/2019; Tracking ID: 787072715929	11.52
15 May 19	VENDOR: Federal Express Corp. INVOICE#: 654956614 DATE: 5/13/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 5/7/2019; Tracking ID: 787072771930	16.09
16 May 19	Photocopies for 05/16/2019	3.60
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	114.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	435.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	3.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	3.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	81.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-	1,500.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
	NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19- NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	6.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19- NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	39.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19- NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	102.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-APRIL19- WAS; DATE: 5/16/2019 - Acct #KM3278: Pacer court cost incurred in April 2019, Washington.	1.20
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-APRIL19- WAS; DATE: 5/16/2019 - Acct #KM3278: Pacer court cost incurred in April 2019, Washington.	0.10
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-APRIL19- LAX; DATE: 5/16/2019 - Acct #KM3280: Pacer court cost incurred in April 2019, Century City.	0.80
20 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5577775 DATE: 5/10/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/29/2019; Voucher# 346978	71.69
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Breakfast at the airport in DC Date Incurred: 05/13/19	6.20
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Parking at airport. Date Incurred: 05/13/19	50.00
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Taxi. Date Incurred: 05/13/19	66.36
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Taxi. Date Incurred: 05/14/19	10.75
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Room lodging rate. Date Incurred: 05/16/19	1,054.62
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Airline fare. Date Incurred: 05/13/19	946.61
22 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference Call for Cindi Giglio on 4/1/19; Conference #11753342.	5.27
28 May 19	VENDOR: Veritext L.L.C.; INVOICE#: NY3764963; DATE: 5/7/2019 - Original & Certified Transcripts of Keith Dardis & Kelly Atkinson	3,627.04
29 May 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338392; DATE: 5/20/2019 - New York conference dining. Beverages, lunch and dinner for 10 on 5/13/19.	816.03

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/06/2019; Voucher# 352144	71.69
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 797 3 AVE M 4 Destination: 352 CROWN ST B on 05/07/2019; Voucher# 352673	71.69
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/08/2019; Voucher# 350185	61.11
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/09/2019; Voucher# 356989	71.69
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 05/06/2019; Voucher# 341797	123.53
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/9/19; #11764755; S. Rochester.	5.47
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/9/19; #11759089; S. Rochester.	6.83
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/29/19; #11886860; S. Rochester.	7.81
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/8/19; #11751087; S. Rochester.	8.06
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/25/19; #11868090; G. Thompson.	12.21
31 May 19	Binding:5/9/19	21.00
31 May 19	Binding:5/13/19	6.00
31 May 19	Binding:5/13/19	3.00
31 May 19	Westlaw Legal Research LERSNER,LINDSAY on 05/21/2019	39.78
31 May 19	Westlaw Legal Research VELEZ,MELISSA on 05/09/2019	537.63
31 May 19	Westlaw Legal Research CAMERON,CAMILLE A on 05/08/2019	219.24
31 May 19	Westlaw Legal Research HALL,JOANNA on 05/09/2019	182.70
31 May 19	Westlaw Legal Research VELEZ,MELISSA on 05/17/2019	73.08
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/23/2019	81.60
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/28/2019	111.05
31 May 19	Westlaw Legal Research WANG,THOMAS on 05/13/2019	79.57
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/09/2019	119.35
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/22/2019	119.35
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/23/2019	454.59
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/20/2019	465.99
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/28/2019	198.92
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/21/2019	318.27
31 May 19	Westlaw Legal Research LOCKHART,KRISTIN on 05/08/2019	105.09
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/08/2019	1,312.85
31 May 19	Westlaw Legal Research LOCKHART,KRISTIN on 05/09/2019	495.67

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
TOTAL:		\$36,438.59

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$884.16
Out of Town Travel	\$2,252.24
After Hours Meals Expense	\$715.09
Filing Fees	\$555.27
Telephone Charges	\$48.21
Courier	\$293.78
Postage	\$3.70
Binding	\$57.00
Photocopy Costs	\$77.90
Color Printing	\$2,337.50
Color Copies	\$225.75
Court Reporter Fees	\$13,955.59
Legal Research	\$8,152.41
Airfare	\$29.00
Airfare	\$946.61
Court Costs	\$2,296.00
Local Transportation	\$3,473.38
CourtSolutions/ CourtCall	\$135.00
TOTAL:	\$36,438.59

MATTER TOTAL: \$581,326.59

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

June 17, 2019

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

Invoice No. 1301548010
Client No. 392355
Matter No. 00010

FEIN: 36-2796532

Re: Business Operations (392355.00010)

For legal services rendered through May 31, 2019..... \$3,172.00

CURRENT INVOICE TOTAL: \$3,172.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548010
 Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00010: Business Operations

Date	Attorney or Assistant	Description	Hours
18 Apr 19	Reisman, Steven	Attend to matters re: preparing for preliminary injunction hearing as well as update on discovery, scheduling of depositions and coordination of matters post entry of TRO and research and follow up and team coordination related to same (2.60)	2.60
TOTALS:			<u>2.60</u>

SUMMARY OF PROFESSIONAL SERVICES

Matter 00010: Business Operations

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	2.60	1,220.00	\$3,172.00
TOTAL:		<u>2.60</u>		<u>\$3,172.00</u>

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548012
Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00011: Case Administration

Date	Attorney or Assistant	Description	Hours
02 May 19	Wang, Thomas	Circulate calendar notices regarding continued Meeting of Creditors (.20)	0.20
10 May 19	Wang, Thomas	File Katten's First Monthly Fee Statement on the chapter 11 docket [Doc. No. 504] (.10)	0.10
22 May 19	Wang, Thomas	Circulate calendar notices with dates related to Katten's Second Monthly Fee Statement and First Interim Fee Application (.20)	0.20
TOTALS:			0.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00011: Case Administration

	Attorney or Assistant	Hours	Rate	Amount
45083	Wang, Thomas	0.50	200.00	\$100.00
TOTAL:		0.50		\$100.00

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

June 17, 2019

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

Invoice No. 1301548013
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through May 31, 2019..... \$2,818.50

CURRENT INVOICE TOTAL: \$2,818.50

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548013
Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
15 Apr 19	Arotsky, Allison	Communications with S. Rochester and T. Wang re: binder for Second Day hearing (.40)	0.40
15 Apr 19	Wang, Thomas	Index and prepare binders of key documents for 4/16 hearing on, among other things, Katten's retention application and submit for attorney review (.70); pull additional cash collateral filings for updated version of same and related communications with A. Arotsky (.70); prepare electronic files for printing (.60); finalize same with blue slip sheets (.50)	2.50
16 Apr 19	Rochester, Shaya J.	Participate telephonically at Omnibus Hearing, including hearing on Katten's retention application (2.1);	2.10
TOTALS:			5.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	0.40	730.00	\$292.00
44845	Rochester, Shaya J.	2.10	965.00	\$2,026.50
45083	Wang, Thomas	2.50	200.00	\$500.00
TOTAL:		5.00		\$2,818.50

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

*Conflicts Counsel to the Debtors and
 Debtors in Possession*

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

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

**FOURTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP
 FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
 EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM JUNE 1, 2019 THROUGH JUNE 30, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	June 1, 2019	June 30, 2019

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

² This statement consists of fees and expenses from June 1, 2019, through June 30, 2019.



Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$196,742 (80% of \$245,927.50)
Total expenses requested in this statement:	\$17,537.30
Total fees and expenses requested in this statement:	\$214,279.30
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From June 1, 2019 Through June 30, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$245,927.50 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$196,742, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$245,927.50); (iii) allowance and payment of \$17,537.30 for the actual, necessary expenses that Katten incurred in connection with such services during the Fee Period.

³ The period from June 1, 2019, through and including June 30, 2019, is referred to herein as the “Fee Period”).

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$245,927.50 in fees during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$196,742 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$807.70.⁴ The blended hourly billing rate of all paraprofessionals is \$200.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$17,537.30

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

⁴ The blended hourly rate of \$807.70 for attorneys is derived by dividing the total fees for attorneys of \$244,087.50 by the total hours of 302.20 for those same attorneys.

⁵ The blended hourly billing rate of \$200 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$1,840 by the total hours of 9.20 for these same paraprofessionals.

Representations

5. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Fee Statement due to delays caused by accounting and processing during the Fee Period. Katten reserves the right to make further application to the United States Bankruptcy Court for the Southern District of New York for allowance of such fees and expenses not included herein. Subsequent Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

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

[Remainder of page intentionally left blank.]

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$245,927.50 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$196,742 which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$245,927.50); and (iii) allowance and payment of \$17,537.30 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: July 19, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

**Summary of Fees and Expenses by Project Category
for the Time Period of June 1, 2019 – June 30, 2019**

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

Summary of Fees and Expenses by Project Category
for the Time Period of June 1, 2019 through June 30, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	44.90	\$ 26,014.50	\$ 0.00	\$ 26,014.50
7	Adversary Proceedings, Contested Matter	39.20	34,029.00	0.00	34,029.00
8	Charter Litigation	223.40	182,225.00	17,005.17	199,230.17
11	Case Administration	1.80	1,632.50	0.00	1,632.50
19	Hearings	2.10	2,026.50	0.00	2,026.50
32	Expenses	0.00	0.00	532.13	532.13
Totals		311.40	\$ 245,927.50	\$ 17,537.30	\$ 263,464.80

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of June 1, 2019 through June 30, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of June 1, 2019 through June 30, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	8.30	\$ 10,126.00
Terence P. Ross	Partner	1983	IP	985	80.20	78,997.00
Cindi M. Giglio	Partner	2007	Restructuring	965	0.40	386.00
Shaya Rochester	Partner	2003	Restructuring	965	72.40	69,866.00
Tami Kameda Sims	Partner	2006	Litigation	845	25.00	21,125.00
Allison J. Arotzsky	Associate	2012	Restructuring	730	13.90	10,147.00
Joanna M. Hill	Associate	2014	Litigation	695	0.60	417.00
Kristin Lockhart	Associate	2016	IP	605	47.70	28,858.50
Katherine Motsinger	Associate	2018	Litigation	450	16.10	7,245.00
Grace Thompson	Associate	2019	Restructuring	450	37.60	16,920.00
Totals for Attorneys					302.20	\$ 244,087.50

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Thomas Wang	Paralegal	1	Restructuring	\$ 200	8.30	\$ 1,660.00
Marie Siena	Paralegal	12	Restructuring	200	.90	180.00
Totals for Paraprofessionals					9.20	\$ 1,840.00

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$ 245,927.50

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of June 1, 2019 through June 30, 2019**

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

**Summary of Actual and Necessary Expenses
for the Time Period of June 1, 2019 through June 30, 2019**

Expenses by Categories	Amount ¹
Out of Town Travel and Airfare	\$ 3,457.22
Meals	560.59
Local Transportation	1,555.77
Telephone Conference Charges, Postage and Courier	18.94
Copying, Printing, and Binding	41.20
Legal Research	674.42
Transcription Service Fees ²	10,941.06
CourtSolutions / CourtCall, PACER and Filing Fees	288.10
Total	\$ 17,537.30

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

² Transcription services were provided by a third-party vendor.

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of June 1, 2019 through June 30, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Jun 19	Wang, Thomas	Begin review of May prebills for privileged and confidential information and proper assignment to matter category (1.10)	1.10
03 Jun 19	Rochester, Shaya J.	Attend to issues re: MFI for April Fee Statement (.20)	0.20
03 Jun 19	Arotsky, Allison	Review MFI and update email to Company re: same (.20); begin review of May invoices for privileged and confidential information and proper assignment of time to matter categories (1.50)	1.70
03 Jun 19	Wang, Thomas	Finish review of May prebills (2.00)	2.00
04 Jun 19	Arotsky, Allison	Prepare weekly budget report (.30)	0.30
05 Jun 19	Arotsky, Allison	Continue review of May invoices for privileged and confidential information and proper assignment to matter categories (1.20)	1.20
06 Jun 19	Giglio, Cindi	Follow up on disclosure list (.10)	0.10
06 Jun 19	Arotsky, Allison	Complete review of May invoices for privileged and confidential information and proper assignment of time to matter categories (1.00)	1.00
11 Jun 19	Giglio, Cindi	Follow up with A. Arotsky on supplemental disclosure (.10)	0.10
11 Jun 19	Arotsky, Allison	Prepare weekly budget report for Debtors (.50); communications with Conflicts Department re: revised interested parties list for retention disclosure (.60); communications with C. Giglio re: supplemental disclosure (.10)	1.20
12 Jun 19	Rochester, Shaya J.	Review May invoices for privileged and confidential information (.50); finish review of May invoices for privileged and confidential information (.40)	0.90
14 Jun 19	Thompson, Grace	Review draft invoices for privileged and confidential information (1.30); related communications with A. Arotsky (.20)	1.80
14 Jun 19	Arotsky, Allison	Review draft May monthly fee application (.30); related communications with G. Thompson (.20).	0.50
14 Jun 19	Wang, Thomas	Prepare the exhibit tables for the May 2019 Billing Statement (1.90)	1.90
17 Jun 19	Thompson, Grace	Email team on all Windstream matters re: weekly budget reporting requirements (.10); collect and review team confirmation emails (.10); review draft invoices for privileged and confidential information (.50)	0.70
17 Jun 19	Reisman, Steven	Review and comment on monthly fee statement and discussions with S. Rochester re: same (.70)	0.70
17 Jun 19	Rochester, Shaya J.	Office conference with A. Arotsky re: May Monthly Fee Statement (.30); review and provide further comments on May Monthly Fee Statement, incorporating comments from S. Reisman (.80)	1.10
18 Jun 19	Thompson, Grace	Discuss fee application and budget with A. Arotsky (.30); communications with C. Harmon re: weekly and monthly billing estimates (.30); review fee estimates and draft weekly budget report to A&M (.40)	1.00
18 Jun 19	Reisman, Steven	Review monthly fee statement for May and follow up	0.60

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
18 Jun 19	Rochester, Shaya J.	re: budget and feedback on fee statement (.60) Review May Monthly Fee Statement for privilege and confidential information (0.90)	0.90
18 Jun 19	Arotsky, Allison	Discuss budget with G. Thompson (.30); review and provide comment on draft of exhibits to May Fee Statement (1.40); discussions with T. Wang re: same (.20); follow-up with A. Schackart re: search of new potential parties in interest for retention disclosure (.10)	2.00
18 Jun 19	Wang, Thomas	Update exhibit tables for the May Fee Statement (1.90); communications with S. Rochester, A. Arotsky, G. Thompson, and M. Siena throughout day re: same (.50)	2.40
19 Jun 19	Thompson, Grace	Review as-filed monthly fee statement (.20); draft email to client on May Fee Statement (.10)	0.30
19 Jun 19	Rochester, Shaya J.	Finalize May Monthly Fee Statement and proceed with filing (.80)	0.80
19 Jun 19	Arotsky, Allison	Review and revise updated May monthly fee statement (.50); further revise May monthly fee statement based on comments from S. Rochester (.40); finalize May Monthly Fee Statement and prepare for filing (.30)	1.70
19 Jun 19	Wang, Thomas	Finalize the May Fee Statement (.40); communications with A. Arotsky and G. Thompson re: same (.30); file May Fee Statment (.20)	0.90
20 Jun 19	Thompson, Grace	Review monthly fee statement procedures and billing checklist with A. Arotsky (.40)	0.40
24 Jun 19	Thompson, Grace	Meet with A. Arotsky regarding First Supplemental Declaration for Retention Application (.50); draft Supplemental Declaration for Retention (1.40); draft Schedule 1(a) of the same (1.20); draft Schedules 1(b)-1(g) (1.60)	4.70
24 Jun 19	Rochester, Shaya J.	Office conference with A. Arotsky re: supplemental disclosure (.40); review and provide comments on MFI (.20)	0.60
24 Jun 19	Arotsky, Allison	Initial review of conflicts search results for purpose of preparing First Supplemental Reisman Declaration (.40); discuss same with G. Thompson (.50); draft email to conflicts department re: interested parties list (.20); discussions with S. Rochester re: supplemental disclosure (.40)	1.50
25 Jun 19	Thompson, Grace	Correspond with Katten billings re: weekly budget (.30); prepare Monthly Fee Invoice emails (.60); revise First Supplemental Declaration for Retention Application (2.10); draft schedule 1(c) to Supplemental Declaration (.60); review Katten Retention Agreement (.30)	3.90
26 Jun 19	Siena, Marie	Continue review of June prebills for privileged and confidential information and proper assignment to matter category (.60)	0.60
27 Jun 19	Thompson, Grace	Review June prebills for privileged and confidential	1.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556088
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		information (1.40); coordinate with M. Siena re: prebills (.30); discussion with S. Rochester re: June prebills (.20)	
27 Jun 19	Rochester, Shaya J.	Office conference with A. Arotsky re: Supplemental Disclosures (.40); office conference with G. Thompson re: June prebills (.20); review and provide comments on Supplemental Declaration (.60)	1.20
27 Jun 19	Giglio, Cindi	Correspondence with A. Arotsky re: disclosures (.20)	0.20
27 Jun 19	Arotsky, Allison	Review and revise First Supplemental Declaration (1.40); discuss First Supplemental Declaration with S. Rochester and provide updates (.40); discuss supplemental disclosures with C. Giglio (.20)	2.00
30 Jun 19	Arotsky, Allison	Revise First Supplemental Reisman Declaration per S. Rochester's comments (.80)	0.80
TOTALS:			44.90

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	13.90	730.00	\$10,147.00
44904	Giglio, Cindi	0.40	965.00	\$386.00
44842	Reisman, Steven	1.30	1,220.00	\$1,586.00
44845	Rochester, Shaya J.	5.70	965.00	\$5,500.50
41782	Siena, Marie	0.60	200.00	\$120.00
44616	Thompson, Grace	14.70	450.00	\$6,615.00
45083	Wang, Thomas	8.30	200.00	\$1,660.00
TOTAL:		44.90		\$26,014.50

Katten

Katten Muchin Rosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

**575 Madison Avenue
New York, NY 10022-2585**

July 17, 2019

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

Invoice No. 1301556089
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through June 30, 2019.....	\$34,029.00
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CURRENT INVOICE TOTAL: \$34,029.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556089
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
24 Jun 19	Rochester, Shaya J.	Review 9019 precedents and office conference with G. Thompson re: same (.40); prepare for Frontier call (.30); review and provide comments on draft 9019 motion and proposed order approving Frontier settlement agreement (1.20)	1.90
25 Jun 19	Reisman, Steven	Meeting with S. Rochester to discuss matters related to Frontier settlement and note comments re: terms of settlement agreement (.70); participate in discussions with client re: Frontier settlement agreement and feedback on settlement agreement and comments thereto (.80); update re: stipulation extending bar date and next steps and coordinate with S. Rochester re: same (.20)	1.70
25 Jun 19	Rochester, Shaya J.	Pre-meeting with S. Reisman to discuss Frontier settlement agreement (.50); call with client to discuss Frontier settlement agreement and comments thereto (.80); attend to follow-up issues from call (.30); office conference with S. Reisman re: Stipulation Extending Frontier Bar Date (.30); revise Stipulation Extending Frontier Bar Date to reflect S. Reisman changes (.30); attend to follow-up issues and reply to client questions regarding Stipulation Extending Frontier Bar Date (.30); communications regarding expertise reviewing telecommunications services agreements (.30); revise Frontier settlement agreement to reflect call with client (2.40); attend to issues re: review of telecommunications services agreement (.20); communications with team re: review of telecommunications services agreement (.20)	5.60
26 Jun 19	Rochester, Shaya J.	Attend to issues re: Frontier commercial agreement (.80); further revise frontier settlement agreement (.50); reply to client inquiries re: frontier settlement agreement (.40)	1.70
27 Jun 19	Thompson, Grace	Revise Stipulation Extending Frontier Bar Date (.30)	0.30
27 Jun 19	Rochester, Shaya J.	Review client correspondence regarding Frontier settlement agreement (.30); reply to client questions regarding filing settlement agreement under seal (.30); attend to issues re: extending Bar Date for Frontier (.80)	1.40
28 Jun 19	Siena, Marie	E-file Notice of Presentment of Stipulation and Order Extending Bar Date to File a Proof of Claim for Frontier Communications Corporation on the court's docket system (.30)	0.30
28 Jun 19	Rochester, Shaya J.	Attend to client inquiries re: settlement agreement (.30); finalize and file Stipulation Extending Bar Date for Frontier (.30); call with UCC counsel re: same (.20); revise settlement agreement based on comments from client (1.40)	2.20
TOTALS:			39.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556089
Invoice Date: July 17, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	6.40	1,220.00	\$7,808.00
44845	Rochester, Shaya J.	22.40	965.00	\$21,616.00
41782	Siena, Marie	0.30	200.00	\$60.00
44616	Thompson, Grace	10.10	450.00	\$4,545.00
	TOTAL:	39.20		\$34,029.00

Katten

Katten Muchin Rosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

July 17, 2019

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

Invoice No. 1301556090
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through June 30, 2019.....	\$182,225.00
Disbursements and other charges.....	\$17,005.17

CURRENT INVOICE TOTAL: \$199,230.17

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

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).

Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Jun 19	Sims, Tami Kameda	Review and edit stipulated protective order and prepare correspondence to S. Rochester regarding same (.20); initial review of Charter's second set of document requests and interrogatories and prepare correspondence to client regarding same (.20); confer with K. Lockhart regarding revisions to draft joint report (.20)	0.60
03 Jun 19	Ross, Terence P.	Follow up on corrective mailing issue (.30); draft Settlement email (.50); read email from S. Rochester regarding revised draft protective order and review revised draft protective order (.80); write email to S. Rochester regarding revised draft protective order (.30); email exchange with S. Rochester on draft protective order (.30); continue drafting of settlement offer (1.80); read email from T. Sims regarding draft protective order (.30); read emails from S. Rochester regarding draft protective order and respond (.50)	4.80
03 Jun 19	Lockhart, Kristin	Discuss with T. Sims regarding 26(f) report (.20)	0.20
03 Jun 19	Rochester, Shaya J.	Attend to issues re: protective order and discovery plan (.30); attend to issues re: protective order and status of corrective mailing (.40); attend to issues re: service on Charter (.30); attend to issues re: new Charter discovery (.60)	1.60
04 Jun 19	Sims, Tami Kameda	Revise draft joint report and prepare correspondence to T. Ross and S. Rochester regarding same (.60); exchange correspondence with S. Rochester regarding potential revisions to the joint report and changes to the pre-trial schedule (.50); exchange correspondence with K. Lockhart regarding initial disclosures (.20)	1.30
04 Jun 19	Ross, Terence P.	Continue drafting settlement proposal (.80); consider issues presented by proposed Pre-Trial Order's schedule (1.00); email exchange with T. Sims and S. Rochester regarding agreement with opposing counsel on dates (.30); telephone conference with S. Rochester regarding issues regarding proposed schedule for Pre-Trial Order (.50)	2.60
04 Jun 19	Lockhart, Kristin	Revise 26(f) report (2.40); review edits to 26(f) report (.20); review correspondence from T. Sims regarding initial disclosures (.20); review edits to Rule 26(f) report from S. Rochester (.20)	3.00
04 Jun 19	Rochester, Shaya J.	Attend to issues re: discovery plan (.30); attend to recent case-law developments on sanctions awarded under bankruptcy court (.20); review and provide comments on Rule 26(f) Report and scheduling order (2.00); correspond with T. Sims and T. Ross re: Rule 26(f) report and scheduling order (.50); call with T. Ross re: proposed schedule for Pre-Trial Order (.50)	3.50
05 Jun 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding revised joint report (.20); review information regarding	0.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		updated legal contempt research (.20); review correspondence regarding the protective order (.10); review updated case deadlines (.10)	
05 Jun 19	Ross, Terence P.	Review revised draft Protective Order and revised draft Discovery Plan (1.40); prepare for and telephone conference with S. Rochester to discuss edits to revised draft Discovery Plan (.50); review corrective advertising issues in preparation for call with K. Smith (.50); telephone conference with K. Smith regarding reimbursement for corrective advertising (.30)	3.10
05 Jun 19	Lockhart, Kristin	discussions with S. Rochester re: Discovery Plan (.40)	2.00
05 Jun 19	Rochester, Shaya J.	Draft initial disclosures for Windstream (2.00)	1.50
		Communications with T. Ross re: Rule 26(f) Report and scheduling order (.40); update rule 26(f) report to reflect T. Ross comments (.40); call with Chambers re: scheduling final pre-trial conference (.20); communications with Charter re: Rule 26(f) Report and scheduling order (.50)	
06 Jun 19	Sims, Tami Kameda	Exchange correspondence with T. Ross regarding Charter's discovery (.10); prepare and revise Windstream's initial disclosures (.70)	0.80
06 Jun 19	Ross, Terence P.	Email exchange with opposing counsel regarding privilege log (.30); telephone conference with S. Rochester regarding protective order schedule (.30); draft email to K. Smith regarding proposed case schedule (.30); read email from S. Rochester to Deputy Clerk regarding Protective Order (.30); email exchange with S. Rochester regarding discovery (.30)	1.50
06 Jun 19	Lockhart, Kristin	Revise initial disclosures to include additional information and categories of documents (1.80)	1.80
06 Jun 19	Thompson, Grace	Analyze fee applications for various professionals (.90); revise Protective Order (.50)	1.40
06 Jun 19	Rochester, Shaya J.	Call with K. Lockhart re: initial disclosures (.30); attend to issues re: Protective Order (.30); submit Protective Order to Chambers for entry (.30); attend to issues re: Charter discovery and initial disclosures (.90)	1.80
07 Jun 19	Sims, Tami Kameda	Continue preparation of initial disclosures (.30); prepare correspondence to T. Ross and S. Rochester regarding discovery (.10)	0.40
07 Jun 19	Ross, Terence P.	Review Protective Order as issued by Court (.30); telephone conference with S. Rochester regarding tasks remaining (.30)	0.60
07 Jun 19	Rochester, Shaya J.	Attend to issues re: protective order (.30); attend to issues re: initial disclosures (.30); attend to issues re: Rule 26(f) and Scheduling Order (.30); attend to issues re: invoices for corrective mailers and scheduling call with T. Ross to discuss discovery (.30)	1.20
10 Jun 19	Sims, Tami Kameda	Continue to prepare and revise Windstream's initial disclosures (1.50); revise joint report and prepare correspondence to T. Ross and S. Rochester regarding	2.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (.30); exchange correspondence with Charter's counsel and the Committee's counsel regarding revisions to the joint report (.20); make additional revisions to joint report and prepare correspondence to Charter's counsel and Committee's counsel regarding same (.50); prepare correspondence to J. Hill regarding Windstream's privilege log (.20)	
10 Jun 19	Ross, Terence P.	Final review of approval of Discovery Plan (1.80); read multiple emails relating to finalizing Discovery Plan for submission to Court (.40); read emails regarding Initial Disclosures (.50)	3.00
10 Jun 19	Rochester, Shaya J.	Review Charter and UCC comments to Rule 26(f) Report (.30); communications regarding Charter discovery requests (.20)	0.50
11 Jun 19	Sims, Tami Kameda	Revise joint report and exchange correspondence with T. Ross and S. Rochester regarding same (.70); exchange correspondence with Charter's counsel regarding revisions to joint report (.30); confer with S. Rochester and K. Lockhart regarding Windstream's response to Charter's document request and document production (.50); finalize joint report and Judge Drain's scheduling order for filing and prepare correspondence to S. Rochester regarding same (.30); confer with S. Rochester regarding filing of joint report and Windstream's document production (.10)	1.90
11 Jun 19	Ross, Terence P.	Read email from S. Rochester regarding new discovery (.40); email to S. Rochester and T. Sims regarding edits to Discovery Plan (.30); review new Charter discovery and consider objections to make (3.00)	3.70
11 Jun 19	Lockhart, Kristin	Review correspondence from T. Sims regarding initial disclosures and Rule 26(f) Report (.30); review correspondence from S. Rochester (.30); prepare for call with S. Rochester regarding discovery (1.10); call with S. Rochester regarding discovery (.50); attend telephone conference with client regarding response to Charter discovery requests (1.00)	3.20
11 Jun 19	Thompson, Grace	Research motion for contempt example pleadings (.90); coordinate with J. Greer regarding docket requests (.20) discussions with S. Rochester regarding obtaining case files (.10); review Joint 26(f) Report and revise case calendars (.30); office conference with S. Rochester re: precedents for contempt motion (.30)	1.80
11 Jun 19	Rochester, Shaya J.	Attend to issues re: Charter discovery requests (.30); prepare for call with client regarding Charter discovery requests (.30); prepare for Pre-Trial conference (.50); office conference with G. Thompson re: precedents for contempt motion (.30); communications with K. Lockhart re: responses to Charter discovery requests (.50); review precedents compiled by G. Thompson for contempt motion (.30); review and provide comments	6.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		on initial disclosures to be filed in the adversary proceeding (.60); call with K. Lockhart to discuss Charter document request and interrogatories (.40); call with client regarding Charter document request and interrogatories (1.00); call with T. Sims re: same (.30); file Rule 26(f) Report (.30); attend to follow-up issues from call with client regarding Charter document request and interrogatories (.80); email to Chambers re: Pre-Trial and Scheduling Order and scheduling initial pretrial conference (.40); complete review and markup of initial disclosures (.30); review invoices for corrective mailing (.20)	
12 Jun 19	Sims, Tami Kameda	Revise outline of responses to Charter's document requests (1.20); prepare correspondence to K. Lockhart regarding same (.30); exchange correspondence with K. Lockhart regarding Windstream's responses to Charter's discovery (.20); review correspondence regarding notice of new disconnections of Windstream customers (.10)	1.80
12 Jun 19	Ross, Terence P.	Review draft email regarding discovery plan and email to S. Rochester re: same (.80); read email from D. Li regarding Pre-Trial Conference (.30); read email from K. Smith regarding new disconnects (.30); read email from K. Lockhart regarding response to Charter document requests and read draft document requests (1.10); draft email to S. Rochester regarding objections to document requests (.30); email from T. Sims regarding objections (.30); revise discovery responses (1.10); review information from client on new disconnects (.80); review revised draft discovery responses from K. Lockhart (.50)	5.50
12 Jun 19	Lockhart, Kristin	Review correspondence from S. Rochester regarding discovery responses (.30); discussion with client regarding responses to Charter RFPs 49 and 50 (.30); revise notes from call with client on 6/11/19 regarding discovery responses (1.80); prepare summary of proposed responses to Charter discovery (1.00); revise proposed discovery responses to Charter 2nd written discovery (.80); review edits from T. Sims and S. Rochester regarding responses to written discovery and revise summary (1.50); discuss with client regarding new documents response to Charter requests (1.00); review response from client regarding response to Charter RFPs and draft email to T. Ross and T. Sims regarding same (.80); incorporate final edits from T. Sims and S. Rochester to proposed discovery responses (.70); prepare email to client regarding same (.30); draft email to client regarding searching for additional documents for RFPs (.20)	8.70
12 Jun 19	Thompson, Grace	Review emails from client regarding Windstream	6.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		service disconnections and analyze timeline and facts (.50); meet with with S. Rochester regarding disconnects and plan letter to Charter counsel (.30); formulate additional questions for client regarding disconnects (.10); draft factual background for letter to Charter (1.00); review legal framework for automatic stay and preliminary injunction order (.20); review prior automatic stay violations (.20); review hearing transcripts for automatic stay discussions (.20); draft letter to Charter counsel incorporating the preceding research (2.40); revise letter incorporating comments from S. Rochester (1.50); review Notice of Omnibus Hearings and revise case calendars (.40)	
12 Jun 19	Rochester, Shaya J.	Attend to issues re: response to Charter discovery (.20); attend to issues re: initial pretrial conference (.30); review correspondence from client re: additional disconnects (.50); review summary of proposed responses to document production (.50); meeting with G. Thompson to discuss response letter to Charter regarding disconnections (.30); attend to follow-up issues re: same (.30); call with K. Lockhart re: summary of responses to Charter discovery requests (.20); review T. Sims comments re: same (.20); attend to issues re: preparing letter to Charter regarding additional disconnects (.80); review and provide comments on summary of responses to Charter discovery requests (1.00)	4.30
13 Jun 19	Sims, Tami Kameda	Review materials regarding additional Windstream disconnections (.10); review and edit letter to Charter regarding Windstream disconnections (.20); exchange correspondence with client regarding revisions to initial disclosures (.20); prepare correspondence to client regarding entered Pre-Trial Order (.10); exchange correspondence with S. Rochester regarding upcoming case deadlines (.20); review information from client regarding document production (.10)	0.90
13 Jun 19	Ross, Terence P.	Read and respond to numerous emails from Windstream regarding new service disconnects (1.70); review and edit draft letter regarding new disconnects (.50); read multiple emails from client regarding facts surrounding new disconnects (.80); review new facts regarding disconnects by Charter (1.50); review and edit new draft letter regarding additional disconnects and email to S. Rochester with questions regarding same (1.00)	5.50
13 Jun 19	Lockhart, Kristin	Review correspondence from client regarding Windstream response to Charter RFPs (.30)	0.30
13 Jun 19	Thompson, Grace	Discussions with S. Rochester regarding Windstream disconnects and Charter letter (.30); review additional emails from client regarding Windstream disconnects	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Jun 19	Rochester, Shaya J.	(.30); revise letter incorporating team's comments (.20) Review and provide comments on letter regarding additional disconnects by Charter (1.50); discussions with G. Thompson re: Windstream disconnects and Charter letter (.30); revise letter to Charter based on further information provided by client (.30); further revise letter to Charter based on comments from T. Ross (.80); further revise letter to Charter based on additional information provided by the client (.50); further revise letter to Charter based on additional information provided by the client regarding a newly discovered disconnect (.40); circulate revised letter (.40); update work-streams list (.60)	4.80
14 Jun 19	Sims, Tami Kameda	Review correspondence and letter regarding new disconnections (.10); revise initial disclosures (.50); exchange correspondence with K. Lockhart regarding motion for contempt and discovery responses (.10)	0.70
14 Jun 19	Ross, Terence P.	Read and consider new facts relating to most recent Charter disconnects (1.10); read and comment on revised letter regarding Charter disconnects (.60); read email from J. Dale regarding disconnects (.30); read email from J. Lloyd regarding disconnects (.70); review and revise new draft letter regarding new Charter disconnects (.50); read letter from S. Rochester to J. Kingston regarding Charter disconnects (.30); read email from opposing counsel regarding new Charter disconnects (.40); read email from T. Sims regarding Initial Disclosures (.30)	4.20
14 Jun 19	Lockhart, Kristin	Review correspondence from S. Rochester regarding new disconnects and revision to letter to Charter (.30); review correspondence from T. Sims regarding new facts to include in motion (.20)	0.50
14 Jun 19	Thompson, Grace	Review correspondence and revised draft of letter to Charter counsel re: disconnected Windstream service (.20)	0.20
14 Jun 19	Rochester, Shaya J.	Revise letter to Charter based on additional information from the client (.60); further revise letter to Charter based on additional information from the client (.40); finalize and send letter to Charter's counsel (.50); read case-law regarding sanctions in bankruptcy (.60); call with G. Thompson re: same (.30); correspondence with Charter's counsel re: new disconnects (.40)	2.80
17 Jun 19	Sims, Tami Kameda	Initial review of new Charter discovery and prepare correspondence to client regarding same (.40); exchange correspondence with Charter's counsel regarding depositions (.20); confer with T. Ross regarding depositions (.30)	0.90
17 Jun 19	Ross, Terence P.	Email exchange with S. Rochester regarding Pre-Trial Conference (.30); consider deposition needs for discovery phase (1.00); outline questions for Charter	7.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Rule(30)(b)(6) witness (1.30); consider settlement approach (.70); review bankruptcy court sanctions to include in settlement demand (2.20); read email from opposing counsel regarding depositions (.40); read Charter's Third Set of Interrogatories (.50); telephone conference with T. Sims regarding depositions of Charter witnesses (.30); read email from S. Rochester regarding discovery (.40)	
17 Jun 19	Lockhart, Kristin	Coordinate with Word Processing re: discovery responses (.30); review and revise shell discovery responses to Charter's 2nd set of written discovery requests (.30)	0.60
17 Jun 19	Rochester, Shaya J.	Attend to issues re: new discovery served by Charter and communications with team re: same (2.20)	2.20
18 Jun 19	Sims, Tami Kameda	Exchange correspondence with client regarding discovery propounded by Charter (.30); strategize regarding depositions and evidence needed for contempt motion (.30); confer with K. Lockhart regarding discovery for contempt motion and drafting of contempt motion (.50); confer with S. Rochester regarding case deadlines and settlement (.30); prepare initial outline of contempt motion (.40)	1.80
18 Jun 19	Ross, Terence P.	Email to K. Smith regarding settlement (.30); consider fees and costs to include in settlement (1.80); read email from T. Sims regarding interrogatories (.30); telephone conference with S. Rochester regarding settlement (.30); consider lost revenue component of Windstream damages (3.80)	6.50
18 Jun 19	Lockhart, Kristin	Review documents sent by client for second document collection (1.30); draft email to client regarding same (.30); review RFPs and draft email to T. Sims regarding RFP responses (.50); organize documents to be produced (.50); discuss with client corrective advertisements after TRO/PI (.50); discuss with T. Sims motion for contempt (.50); draft responses and objection to Charter's second set of RFPs (2.30); discuss with G. Thompson sanctions standards (.30); perform legal research regarding same (.70)	6.90
18 Jun 19	Rochester, Shaya J.	Review revised memo and related caselaw on obtaining sanctions for violation of automatic stay (.50); call with G. Thompson re: same (.30); review additional caselaw on obtaining sanctions for violating automatic stay (1.00); call with G. Thompson re: same (.30)	2.10
19 Jun 19	Sims, Tami Kameda	Call with client regarding contempt motion and discovery (.30); call with T. Ross regarding discovery and case strategy (.40); finalize initial disclosures and send same to counsel (.30); initial review of Charter's initial disclosures (.20); strategize regarding depositions (.20); exchange correspondence with R.	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Larsen and K. Lockhart regarding depositions (.20); exchange correspondence with client regarding discovery (.20)	
19 Jun 19	Ross, Terence P.	Draft proposed settlement terms in email form to submit to Charter after internal review (2.60); telephone conference with T. Sims regarding depositions and contempt proceeding (.40)	3.00
19 Jun 19	Lockhart, Kristin	Continue to prepare responses and objections to Charter RFP (2.70); review Charter third set of interrogatories and 30(b)(6) deposition notice (.30); attend telephone conference with client regarding contempt motion and discovery (.30)	3.30
19 Jun 19	Thompson, Grace	Call with S. Rochester regarding automatic stay sanctions legal framework (.20)	0.20
19 Jun 19	Rochester, Shaya J.	Attend to issues re: settlement negotiations with Charter (.60); review additional caselaw on sanctions for automatic stay violations (1.60); call with G. Thompson re: same (.20)	2.40
20 Jun 19	Sims, Tami Kameda	Calls with K. Lockhart regarding discovery and prepare correspondence to K. Lockhart regarding same (.30); review correspondence with K. Lockhart regarding Windstream's discovery responses (.10); discussion with T. Ross and S. Rochester regarding automatic stay sanctions (1.10)	1.50
20 Jun 19	Ross, Terence P.	Read email from S. Rochester regarding court filing (.30); finalize draft settlement and transmit to K. Smith for review (1.00); review Charter propounded discovery (2.00); draft email to K. Smith regarding settlement (.30); read email from S. Rochester regarding contempt law and read new cases (1.10); research new line of cases regarding contempt in Second Circuit (1.20)	5.90
20 Jun 19	Lockhart, Kristin	Call with G. Thompson re: sanctions standard (.30); finish draft response to Charter's second set of RFPs (1.30); discuss with T. Sims regarding document production (.30); review documents submitted by client for second document production (1.90); attend telephone conference with client regarding production (.30); revise responses to RFPs (1.60); draft response to Charter second set of interrogatories (1.10)	6.80
20 Jun 19	Motsinger, Katherine	Create privilege log for withheld and redacted documents (3.70)	3.70
20 Jun 19	Rochester, Shaya J.	Office conference with G. Thompson re: revising memo on sanctions for violating automatic stay (.20); communications with T. Sims and T. Ross re: research on sanctions for violation of automatic stay (1.10)	1.30
21 Jun 19	Sims, Tami Kameda	Exchange correspondence with N. Kinatyan regarding call recording transcript (.30); revise Windstream discovery responses (1.00); prepare correspondence to Charter's counsel regarding depositions (.10); revise	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		team regarding discovery responses (.10); exchange correspondence with G. Thompson regarding stipulated protective order (.20); review correspondence regarding settlement (.10)	
25 Jun 19	Ross, Terence P.	Finalize and transmit settlement proposal to opposing counsel (.50); draft response to K. Smith regarding discovery issues (.50); draft email to internal team regarding affirmative discovery (.30); email exchange with S. Rochester regarding Settlement proposal (.30); email exchange with T. Sims regarding depositions (.30); attend to issues re: Charter Request for Admissions (1.50); read email from K. Smith regarding settlement (.30); read deposition notice from Charter (.30)	4.00
25 Jun 19	Lockhart, Kristin	Discussion with T. Sims and T. Ross regarding settlement and discovery (.40)	0.40
25 Jun 19	Motsinger, Katherine	Revise privilege log to include missing emails and finish adding all email participants to log (.80)	0.80
25 Jun 19	Thompson, Grace	Review Protective Order deposition provisions for T. Sims (.20)	0.20
25 Jun 19	Rochester, Shaya J.	Discussions with T. Ross re: discovery and settlement negotiations (.30); review deposition notice on S. Bandy (.20); review draft responses and objections to Charter discovery requests (.60)	1.10
26 Jun 19	Sims, Tami Kameda	Exchange correspondence with T. Ross and S. Rochester regarding discovery (.10); prepare correspondence to K. Lockhart regarding revisions to responses (.10)	0.20
26 Jun 19	Ross, Terence P.	Review draft discovery answers (1.30); research damages calculation approaches (1.00); continued review of draft answer to Charter discovery (2.00)	4.30
27 Jun 19	Sims, Tami Kameda	Revise Windstream's discovery responses (.90); exchange correspondence with K. Lockhart regarding discovery responses (.30); exchange correspondence with K. Lockhart regarding document production (.20); exchange correspondence with the client regarding discovery responses (.30)	1.70
27 Jun 19	Ross, Terence P.	Review S. Rochester edits to discovery responses (.50); review multiple emails regarding discovery responses (1.30)	1.80
27 Jun 19	Lockhart, Kristin	Review and incorporate edits to responses to written discovery from S. Rochester (.30); review documents to ensure proper redactions for second document production (1.80); discuss with client regarding RFPs response and response to second set of interrogatories (.30); email to client regarding response to written discovery (.40); draft verification to interrogatory response (.30); revise draft of responses to Charter requests for production (1.00); discussions with T. Sims regarding discovery (.50)	3.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
27 Jun 19	Rochester, Shaya J.	Review and provide comments on responses to RFPs and responses to interrogatories (.60)	0.60
28 Jun 19	Sims, Tami Kameda	Exchange correspondence with K. Lockhart regarding discovery responses (.10); exchange correspondence with S. Rochester regarding depositions (.10)	0.20
28 Jun 19	Ross, Terence P.	Review edit of draft discovery responses and telephone call with K. Lockhart regarding same (.80); telephone conference with S. Rochester regarding depositions and settlement (.50); review and edit certain document production responses to Charter discovery to eliminate damages issues (1.30); discussions with S. Rochester regarding depositions and case schedule (.50)	3.10
28 Jun 19	Lockhart, Kristin	Revise responses to Charter request for production (.80); discuss with client amendments to responses and document production (1.20); discuss with S. Rochester and review proposed deposition dates for Windstream (.80); follow up with client regarding outstanding items for document production (.50); discuss with G. Thompson discovery responses (.20); call with T. Ross regarding draft discovery responses (.30)	3.80
28 Jun 19	Thompson, Grace	Coordinate with K. Lockhart re: discovery responses (.20); revise case calendar and relevant documents (.50)	0.70
28 Jun 19	Rochester, Shaya J.	Review correspondence regarding responses to Charter discovery requests (.20); call with T. Ross re: depo dates and scheduling (.30); call with UCC counsel re: upcoming depositions (.20)	0.70
30 Jun 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding discovery (.20); prepare correspondence to T. Ross regarding contempt motion and discovery (.20); prepare correspondence to K. Lockhart regarding new discovery propounded by Charter (.30); prepare correspondence to client regarding discovery served by Charter (.20); prepare correspondence to K. Lockhart regarding Windstream's discovery responses (.30); exchange correspondence with Charter's counsel regarding discovery (.20)	1.40
30 Jun 19	Ross, Terence P.	Multiple email exchanges with S. Rochester regarding Charter discovery (.50)	0.50
30 Jun 19	Rochester, Shaya J.	Correspondence with team re: discovery (.30)	0.30
TOTALS:			223.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43405	Hill, Joanna M.	0.60	695.00	\$417.00
44572	Lockhart, Kristin	47.70	605.00	\$28,858.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44596	Motsinger, Katherine	16.10	450.00	\$7,245.00
44845	Rochester, Shaya J.	41.50	965.00	\$40,047.50
44455	Ross, Terence P.	80.20	985.00	\$78,997.00
42783	Sims, Tami Kameda	25.00	845.00	\$21,125.00
44616	Thompson, Grace	12.30	450.00	\$5,535.00
	TOTAL:	223.40		\$182,225.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 04/30/19	5.37
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 04/30/19	5.79
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 04/30/19	20.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 05/01/19	4.98
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 05/01/19	20.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food and Beverage Date Incurred: 05/01/19	5.27
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Beverage Date Incurred: 05/02/19	3.79
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Hotel Stay Date Incurred: 05/02/19	142.42
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Airfare to NY Date Incurred: 05/02/19	263.35
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Baggage fee Date Incurred: 04/30/19	30.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting In-flight WiFi Date Incurred: 04/30/19	13.99
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting In-flight WiFi Date Incurred: 05/02/19	8.99
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Uber to LAX Date Incurred: 04/30/19	17.22
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Uber to Little Rock airport Date Incurred: 05/01/19	19.76
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Lyft from Langston, Texas to Dallas Date Incurred: 05/02/19	200.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Cab - Airport to Hotel Date Incurred: 04/30/19	44.50
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Cab to airport Date Incurred: 05/01/19	36.50
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Cab to hotel Date Incurred: 05/02/19	32.70
03 Jun 19	VENDOR: Veritext Corporate Services, Inc.; INVOICE#: CHI3802760; DATE: 6/3/2019 Certified transcript	937.15
03 Jun 19	VENDOR: Veritext L.L.C.; INVOICE#: CHI3802760; DATE:	937.15

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
04 Jun 19	6/3/2019 5/1/19 Lewis Langston deposition 6/4/2019 Preliminary Injunction Hearing for client Windstream. Car service from NYC to courthouse in White Plains, NY to attend Preliminary Injunction Hearing on May 14, 2019. Date Incurred: 05/14/19	212.78
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing in NY 4/13-4/16/19 - Food & Beverage Date Incurred: 04/13/19	20.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing in NY 4/13-4/16/19 - Food & Beverage Date Incurred: 04/15/19	17.85
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/13/19	6.66
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Food & beverage Date Incurred: 04/13/19	20.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/15/19	19.04
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/15/19	5.85
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/16/19	6.70
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/16/19	12.63
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing JFK to Hotel Date Incurred: 04/13/19	75.42
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Taxi Date Incurred: 04/16/19	34.06
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Taxi Date Incurred: 04/16/19	6.12
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing In-flight WiFi - 4.13.19; 4.16.19 Date Incurred: 04/13/19	32.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Residence to LAX Date Incurred: 04/13/19	17.12
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Katten office to client meeting Date Incurred: 04/14/19	10.75
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Katten office to hotel Date Incurred: 04/15/19	10.11
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Taxi Date Incurred: 04/14/19	10.11

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing in NY 4/13-4/16/19 - Hotel Stay Date Incurred: 04/13/19	2,188.41
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 201 W 74 ST M on 05/13/2019; Voucher# 357682	34.66
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 201 W 74 ST M Destination: 300 QUARROPAS S on 05/14/2019; Voucher# 357683	120.75
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/13/2019; Voucher# 351623	71.69
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/14/2019; Voucher# 346992	61.11
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 352 CROWN ST B Destination: 300 QUARROPAS S on 05/14/2019; Voucher# 339221	190.51
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/15/2019; Voucher# 342242	71.69
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/16/2019; Voucher# 360354	71.69
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5595660 DATE: 5/31/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/22/2019; Voucher# 352269	71.69
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3137932 DATE: 6/2/2019 Food service ordered on 05/28/2019 by Thompson, Grace, OrderID: 2008545308	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3137932 DATE: 6/2/2019 Food service ordered on 05/28/2019 by Rochester, Shaya, OrderID: 2008508795	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3137932 DATE: 6/2/2019 Food service ordered on 05/29/2019 by Rochester, Shaya, OrderID: 2008660143	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3123593 DATE: 5/5/2019 Food service ordered on 04/29/2019 by Rochester, Shaya, OrderID: 2005631772	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3123593 DATE: 5/5/2019 Food service ordered on 04/30/2019 by Rochester, Shaya, OrderID: 2005789329	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/13/2019 by Rochester, Shaya, OrderID: 2007129249	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/14/2019 by Rochester, Shaya, OrderID: 2007278681	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/15/2019 by	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
07 Jun 19	Rochester, Shaya, OrderID: 2007429969 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/16/2019 by Rochester, Shaya, OrderID: 2007572055	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/22/2019 by Thompson, Grace, OrderID: 2008155629	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/20/2019 by Rochester, Shaya, OrderID: 2007833015	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/21/2019 by Rochester, Shaya, OrderID: 2007979582	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/22/2019 by Rochester, Shaya, OrderID: 2008124069	20.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Printing Date Incurred: 04/15/19	29.20
10 Jun 19	VENDOR: Federal Express Corporation INVOICE#: 657676775 DATE: 6/7/2019 From: Tami Kameda Sims To: John S. Kingston, Esq. THOMPSON COBURN LLP 505 N 7TH ST STE 2700, SAINT LOUIS MO, 63101 US: On: 5/29/2019; Tracking ID: 787558411866	17.34
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	25.30
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	32.10
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	54.90
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	0.60
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	10.80
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	4.00
12 Jun 19	VENDOR: Veritext Corporate Services, Inc.; INVOICE#: CA3766510; DATE: 5/7/2019 - Audio Transcription	6,596.50
12 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-MAY2019-LAX; DATE: 6/11/2019 - Acct #KM3280: Pacer court cost incurred in May 2019, Century City.	0.70
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639 DATE: 6/14/2019 TRO Hearing - Food & Beverage Date Incurred: 04/13/19	6.66
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	DATE: 6/14/2019 TRO Hearing - Food & Beverage Date Incurred: 04/13/19	
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639	16.00
	DATE: 6/14/2019 In-flight WiFi Date Incurred: 04/13/19	
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639	16.00
	DATE: 6/14/2019 In-flight WiFi Date Incurred: 04/16/19	
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 06/12/19	18.91
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/20/19	15.56
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/22/19	20.58
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/28/19	15.57
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/30/19	16.12
18 Jun 19	Photocopies for 06/18/2019	9.90
18 Jun 19	Color Copies for 06/18/2019	2.10
19 Jun 19	VENDOR: Reisman, Steven J. INVOICE#: 3414809406191859 DATE: 6/19/2019 Taxi / Uber Service Charge Taxi Service Charge Date Incurred: 04/03/19	32.16
20 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5602154 DATE: 6/7/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/21/2019; Voucher# 335064	71.69
20 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5602154 DATE: 6/7/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/28/2019; Voucher# 351518	71.69
20 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5602154 DATE: 6/7/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/30/2019; Voucher# 350143	71.69
20 Jun 19	Postage for USPS 1st Class Mail Distribution Qty (2) envelopes, Date sent : 6/19/19	1.60
20 Jun 19	VENDOR: Rochester, Shaya INVOICE#: 3419939906201637 DATE: 6/20/2019 Telephonic appearance at court hearing Date Incurred: 06/17/19	70.00
20 Jun 19	VENDOR: Veritext L.L.C.; INVOICE#: NY3778711; DATE: 5/16/2019 Videographer services re depositions of Keith Dardis and Kelly Atkinson.	2,470.26
26 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5614818 DATE: 6/21/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 06/11/2019; Voucher# 360029	71.69
26 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5614818 DATE: 6/21/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 06/12/2019; Voucher# 350319	71.69
26 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5614818 DATE: 6/21/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 06/13/2019; Voucher# 352136	61.11
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/12/2019	40.51
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/18/2019	173.38
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/05/2019	196.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/11/2019	30.49
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/11/2019	61.20
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/21/2019	121.53
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/17/2019	40.51
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/14/2019	10.20
TOTAL:		\$17,005.17

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$200.59
Out of Town Travel	\$3,457.22
After Hours Meals Expense	\$260.00
Courier	\$17.34
Postage	\$1.60
Photocopy Costs	\$9.90
Printing/Outside Duplicating	\$29.20
Color Copies	\$2.10
Court Reporter Fees	\$8,470.80
Videographer Fees	\$2,470.26
Legal Research	\$674.42
Court Costs	\$198.40
Local Transportation	\$1,213.34
TOTAL:	\$17,005.17

MATTER TOTAL: \$199,230.17

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556091
Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00011: Case Administration

Date	Attorney or Assistant	Description	Hours
03 Jun 19	Rochester, Shaya J.	Communications with creditor re: notice of bankruptcy (.20)	0.20
14 Jun 19	Thompson, Grace	Meet with S. Rochester to discuss open admin matters (.50)	0.50
14 Jun 19	Rochester, Shaya J.	Meet with G. Thompson to discuss open case admin matters (.50)	0.50
24 Jun 19	Reisman, Steven	Update re: matters related to Windstream case, case status and next steps (.60)	0.60
TOTALS:			1.80

SUMMARY OF PROFESSIONAL SERVICES

Matter 00011: Case Administration

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	0.60	1,220.00	\$732.00
44845	Rochester, Shaya J.	0.70	965.00	\$675.50
44616	Thompson, Grace	0.50	450.00	\$225.00
TOTAL:		1.80		\$1,632.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556093
Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
17 Jun 19	Rochester, Shaya J.	Attend omnibus hearing telephonically and take notes with attention to conflict matters (2.10)	2.10
TOTALS:			<u>2.10</u>

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	2.10	965.00	\$2,026.50
TOTAL:		<u>2.10</u>		<u>\$2,026.50</u>

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556092
 Invoice Date: July 17, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
22 Apr 19	VENDOR: Reisman, Steven J. INVOICE#: 3266260704221537 DATE: 4/22/2019 Taxi / Uber Service Charge Uber Service Charge Date Incurred: 04/10/19	42.60
06 May 19	VENDOR: Reisman, Steven J. INVOICE#: 3299964705061536 DATE: 5/6/2019 Taxi / Uber Service Charge Taxi / Uber Service Charge Date Incurred: 04/04/19	120.00
06 May 19	VENDOR: Reisman, Steven J. INVOICE#: 3299964705061536 DATE: 5/6/2019 Taxi / Uber Service Charge Taxi / Uber Service Charge Date Incurred: 04/05/19	100.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3123593 DATE: 5/5/2019 Food service ordered on 05/01/2019 by Wang, Thomas, OrderID: 2005966546	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/13/2019 by Wang, Thomas, OrderID: 2007132930	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/15/2019 by Wang, Thomas, OrderID: 2007446319	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/16/2019 by Wang, Thomas, OrderID: 2007578852	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/17/2019 by Wang, Thomas, OrderID: 2007686314	20.00
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	3.70
12 Jun 19	VENDOR: Rochester, Shaya INVOICE#: 3386265506121647 DATE: 6/12/2019 after hours cab home Date Incurred: 05/29/19	49.01
12 Jun 19	VENDOR: Rochester, Shaya INVOICE#: 3386265506121647 DATE: 6/12/2019 Telephonic appearance at court hearing on 5/14/19 Date Incurred: 05/16/19	86.00
18 Jun 19	VENDOR: Arotsky, Allison INVOICE#: 3409831406181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/21/19	30.82
TOTAL:		\$532.13

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

After Hours Meals Expense	\$100.00
Court Costs	\$89.70
Local Transportation	\$342.43
TOTAL:	\$532.13

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

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**SUMMARY COVER SHEET TO THE FIRST INTERIM FEE APPLICATION OF
 KATTEN MUCHIN ROSENMAN LLP, CONFLICTS COUNSEL FOR WINDSTREAM
 HOLDINGS, INC., *ET AL.*, FOR THE PERIOD FROM FEBRUARY 25, 2019
THROUGH AND INCLUDING JUNE 30, 2019**

In accordance with the Local Rules for the Southern District of New York, Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits this summary (the “Summary”) of fees and expenses sought as actual, reasonable and necessary in the fee application to which this Summary is attached (the “Fee Application”) for the period from February 25, 2019 through and including June 30, 2019 (the “Fee Period”).

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 the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.



1922312190814000000000002

Katten submits the Fee Application as an interim fee application in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”).

General Information	
Name of Applicant:	Katten Muchin Rosenman LLP
Authorized to Provide Services to:	Windstream Holdings, Inc., <i>et al.</i> Debtors and Debtors in Possession
Petition Date:	February 25, 2019
Date of Retention Order:	April 22, 2019, <i>nunc pro tunc</i> to February 25, 2019
Summary of Fees and Expenses Sought in the Fee Application	
Period for Which Compensation and Reimbursement is Sought in the Fee Application:	February 25, 2019 through June 30, 2019
Voluntary Fee Waiver in this Fee Period:	Reduced fees by \$900.50
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$2,019,101.50 ²
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$87,193.59
Total Amount of Compensation and Expense Reimbursement Sought for the Fee Period:	\$2,106,295.09
Total Fees and Expenses Allowed Pursuant to Prior Applications	
Total Allowed Compensation Paid to Date:	N/A
Total Allowed Expenses Paid to Date:	N/A
Total Allowed Compensation and Expenses Paid to Date:	N/A

² As a courtesy to the Debtors’ estates, Katten voluntarily wrote off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and consequently does not seek payment of these fees (in the aggregate amount of \$900.50) in this Fee Application.

Total Fees and Expenses Paid to Application Pursuant to Monthly Statements	
Total Amount of Compensation Previously Requested Pursuant to the Interim Compensation Order to Date:	\$2,020,002.00 ³
Total Amount of Expense Reimbursement Previously Requested Pursuant to the Interim Compensation Order to Date:	\$87,193.59 ⁴
Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$1,419,259.60
Expenses Sought in this Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$69,674.29
Blended Rates and Other Related Information for this Fee Period	
Blended Rate in this Application for All Attorneys:	\$797.00
Blended Rate in this Application for All Timekeepers:	\$770.00
Number of Professionals Included in the Fee Application:	26
Number of Attorneys in this Fee Application Not Included in Staffing Plan Discussed with Client:	N/A
Difference Between Fees Budgeted and Compensation Sought for the Fee Period:	Fees were less than amount budgeted.
Number of Professionals Billing Fewer Than 15 Hours During the Fee Period:	9
Increases in Rates for Timekeepers in this Application Since Date of Retention:	None

This is an: ____ monthly; X interim; ____ final application.

Dated: August 14, 2019
New York, NY

/s/ Steven J. Reisman
Steven J. Reisman, Esq.
Shaya Rochester, Esq.
KATTEN MUCHIN ROSENMAN LLP
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New York, NY 10022-2585
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srochester@katten.com

*Conflicts Counsel for the Debtors and
Debtors in Possession*

³ This amount reflects 100% of the compensation requested pursuant to Katten's monthly fee statements filed during the Fee Period [Docket Nos. 504, 551, 693 and 822] (collectively, the "Monthly Fee Statements").

⁴ This amount reflects 100% of the expenses requested pursuant to the Monthly Fee Statements.

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Facsimile: (212) 940-8776

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**FIRST INTERIM FEE APPLICATION OF KATTEN MUCHIN ROSENMAN LLP,
CONFLICTS COUNSEL FOR WINDSTREAM HOLDINGS, INC., *ET AL.*, FOR THE
PERIOD FROM FEBRUARY 25, 2019 THROUGH AND INCLUDING JUNE 30, 2019**

Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its first interim fee application (the “Fee Application”) for interim allowance of compensation for professional services provided in the amount of \$2,019,101.50 and reimbursement of actual and necessary expenses in the amount of \$87,194 that Katten incurred for the period from February 25, 2019 through and including June 30, 2019 (the “Fee Period”). In support of this Fee Application, Katten submits the declaration of Steven J. Reisman, a partner at Katten (the “Reisman”

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 the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

Declaration”), which is attached hereto as **Exhibit A** and incorporated herein by reference. In further support of this Fee Application, Katten respectfully states as follows:

Preliminary Statement

1. During the Fee Period, Katten professionally, diligently and efficiently advised the Debtors on a variety of complex matters and issues, including but not limited to:

- a. commencing an action for a temporary restraining order and preliminary injunction against one of the Debtors’ key competitors, Charter Communications LLC, to enjoin Charter from engaging in a false and misleading advertising campaign against the Debtors;
- b. conducting extensive discovery in connection with the litigation against Charter, including responding to voluminous document requests and taking and defending multiple depositions;
- c. following two contested evidentiary hearings, obtaining a temporary restraining order and preliminary injunction order enjoining Charter from engaging in the prohibited activities;
- d. analyzing potential claims and causes of action of the Debtors against Frontier Communications Corporation (“Frontier”) and assisting in discussions regarding a potential settlement; and
- e. advising the Debtors with respect to the foregoing matters and communicating with other professionals in these Chapter 11 Cases regarding same.

2. With respect to each of these matters and as described in further detail below, the professional services rendered by Katten were reasonable, necessary and appropriate. In light of the complexity of the issues involved and the significant time constraints imposed in the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), Katten maintained a team of highly-qualified attorneys that completed the tasks with which they were charged in an efficient and effective manner. Accordingly, Katten respectfully requests that the Bankruptcy Court grant the relief requested herein.

Jurisdiction and Bases for Relief

3. 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 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Bankruptcy Court in connection with this Fee Application to the extent that it is later determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 330 and 331 of title 11 of the Bankruptcy Code, Bankruptcy Rule 2016, Rule 2016-1(a) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), standing General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (Bankr. S.D.N.Y. Jan. 23, 2013) (the “Local Guidelines”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the “Interim Compensation Order”) [Docket No. 374] and the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* (the “Retention Order”) [Docket No. 369].

Background

A. The Bankruptcy Filing and General Case Background

6. The Debtors are a leading provider of advanced network communications and technology solutions for businesses across the United States. The Debtors also offer broadband, entertainment and security solutions to consumers and small businesses primarily in rural areas in 18 states. Additionally, the Debtors supply core transport solutions on a local and long-haul fiber network spanning approximately 150,000 miles and have over 11,000 employees.

7. On February 25, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of certain facts and circumstances surrounding these 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* (the “First Day Declaration”) [Docket No. 27], filed on the Petition Date.

8. The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 56]. The Debtors continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 12, 2019, the United States Trustee for the Southern District of New York appointed the creditors’ committee (the “UCC”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 136].

9. On April 22, 2019, the Bankruptcy Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all estate professionals in these Chapter 11 Cases.

B. The Debtors' Retention of Katten

10. On March 26, 2019, the Debtors filed the *Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Retention Application") [Docket No. 194]. On April 22, 2019, the Bankruptcy Court entered the Retention Order, which is attached hereto as **Exhibit B**.

11. The Retention Order authorizes Katten to provide the Debtors with the professional services as described in the Retention Application and the terms of Katten's engagement letter between Katten and the Debtors (the "Engagement Letter"), which is dated as of February 24, 2019 and attached to the Retention Order as Exhibit 1. Specifically, but without limitation, the Retention Order authorizes Katten to render the following legal services where Kirkland and Ellis LLP ("K&E") has an actual or perceived conflict of interest or where the Debtors believe it would be more efficient or economical for Katten to handle the matter:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these Chapter 11 Cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these Chapter 11 Cases, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;

- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these Chapter 11 Cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

C. Disinterestedness of Katten

12. As disclosed in the *Declaration of Steven J. Reisman in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date*, attached as Exhibit B to the Retention Application (the "Declaration of Disinterestedness") (a) Katten is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates, and (b) Katten has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Declaration of Disinterestedness.

13. Katten may have in the past represented, may currently represent and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these Chapter 11 Cases. In the Declaration of Disinterestedness, Katten disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. Katten

disclosed additional connections to parties in interest in the *First Supplemental Declaration of Steven J. Reisman in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Supplemental Declaration of Disinterestedness") [Docket No. 811], filed on July 15, 2019. Katten will update the Declaration of Disinterestedness, as appropriate, if Katten becomes aware of relevant and material new information.

14. Katten performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

15. Katten has received no payment and no promises for payment from any source other than the Debtors for services provided in any capacity whatsoever in connection with these Chapter 11 Cases.

16. Pursuant to Bankruptcy Rule 2016(b), Katten has not shared, nor has Katten agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Katten or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Interim Compensation Order and Fee Examiner Protocol

17. This Fee Application has been prepared in accordance with the Interim Compensation Order.

18. Katten seeks interim compensation for professional services provided to the Debtor during the Fee Period in the amount of \$2,019,102 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of

\$87,194. During the Fee Period, Katten attorneys and paraprofessionals expended a total of 2,599 hours for which compensation is requested.²

19. In accordance with the Interim Compensation Order, as of the date hereof, Katten has received payments in the amount of \$1,488,933.89 of which \$1,419,259.60 was for services provided and \$69,674.29 of which was for reimbursement of expenses for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, Katten seeks payment of the remaining \$617,361.50 which amounts represents the unpaid fees and expenses incurred between February 25, 2019 and June 30, 2019.

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

20. Katten's hourly rates are set at a level designed to compensate Katten fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by Katten in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Katten for other restructuring matters, as well as similar complex corporate and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and significant time pressures. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as attached hereto as **Exhibit C** is Katten's budget and staffing plan for the Fee Period, and attached hereto as **Exhibit D** is a summary of blended hourly rates for all non-bankruptcy domestic timekeepers

² As a courtesy to the Debtors' estates, Katten voluntarily wrote off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and consequently does not seek payment of these fees (in the aggregate amount of \$900.50) in this Fee Application.

who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

21. In the ordinary course of Katten's practice, Katten maintains computerized records of the time expended to render the professional services required by its client. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as **Exhibit E** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- a. the name of each attorney and paraprofessional for whose work on these Chapter 11 Cases compensation is sought;
- b. each attorney's year of bar admission and area of practice concentration;
- c. the hourly billing rate for each attorney and each paraprofessional;
- d. the total hours billed by each attorney and each paraprofessional during the Fee Period; and
- e. a calculation of total compensation requested using the rates disclosed in the Fee Application.

C. Expenses Incurred During Fee Period.

22. In the ordinary course of Katten's practice, Katten maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and for which reimbursement is sought. Katten currently charges \$0.10 per page for standard black and white duplication and \$0.25 per page for color duplication. Katten does not charge its clients for incoming facsimile transmissions.

23. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as **Exhibit F** is a summary setting forth the total amount of reimbursement sought with respect to each category of expenses for which Katten is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

24. As discussed above, during the Fee Period, Katten provided extensive and important professional services to the Debtors in connection with these Chapter 11 Cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these Chapter 11 Cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

25. To provide a meaningful summary of the services rendered by Katten to the Debtors and their estates, Katten has established, in accordance with its internal billing procedures, certain subject matters categories (each, a “Matter Category”) in connection with these Chapter 11 Cases. A schedule setting forth a description of the Matter Categories utilized in these Chapter 11 Cases, the number of hours expended by Katten partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit G**.

26. **Exhibit H** is a comparison of the hours and fees budgeted for each Matter Category to which Katten professionals and paraprofessionals billed time during the Fee Period against the hours and fees for which Katten seeks compensation for during the Fee Period. In addition, Katten’s computerized records of time expended providing professional services to the Debtors and expenses are attached hereto as **Exhibit I**.

27. The following is a summary of the most significant professional services provided by Katten in each Matter Category organized in accordance with Katten’s internal system of matter numbers for these Chapter 11 Cases. The detailed descriptions demonstrate that Katten was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors’ estates in these Chapter 11 Cases.

(a) **Adversary Proceedings, Contested Matter [Matter No. 7]**

Total Fees: \$69,428.50

Total Hours: 79.60

28. This Matter Category includes time spent by Katten attorneys and paraprofessionals on certain Conflict Matters that were contested during the Fee Period. Specifically, Katten attorneys spent time advising the Debtors during settlement negotiations with Frontier Communications Corporation (“Frontier”). This also included assessing Frontier’s claims against the Debtors and the Debtors’ claims against Frontier. Ultimately, Katten attorneys were able to successfully negotiate a stipulation, the *Stipulation and Order Extending Bar Date to File a Proof of Claim for Frontier Communications Corporation* [Docket No. 764], extending Frontier’s bar date, thereby allowing the Debtors and Frontier additional time to continue settlement discussions in a productive manner.

(b) **Charter Litigation [Matter No. 8]**

Total Fees: \$1,834,720

Total Hours: 2,353.50

29. Shortly after the Debtors’ filing of these Chapter 11 Cases, Charter Communications, Inc. and Charter Communications Operating, LLC (collectively, “Charter”), began a deceptive advertising campaign under its brand name, Spectrum, to damage the Debtors’ brand, reputation and business. After Charter failed to provide the Debtors with sufficient assurances that these tactics would stop immediately, the Debtors tasked Katten to commence litigation against Charter for violating the Bankruptcy Code’s automatic stay and section 43 of the Lanham Act, which prohibits companies from engaging in deceptive marketing practices. Katten was also tasked with obtaining a temporary restraining order (“TRO”) on behalf of the Debtors against Charter as soon as possible.

30. The litigation against Charter (the “Charter Litigation”) involved extensive work on a compressed timetable. Katten attorneys researched, drafted and filed the *Debtors’ Motion for a Temporary Restraining Order, Preliminary Injunction and Other Equitable Relief Against Charter Communications, Inc. and Charter Communications Operating, LLC* [Docket No. 2] and the *Debtors’ Reply in Support of Their Motion for Temporary Restraining Order, Preliminary Injunction and Other Equitable Relief* [Docket No. 17], along with supporting declarations and evidence. Katten attorneys prepared for the TRO Hearing on April 14, including spending significant time preparing the Debtors’ witness and for cross-examination of Charter’s management. After a hotly contested evidentiary hearing, the Bankruptcy Court granted the TRO against Charter [Docket No. 25], finding that Charter had intentionally set out to deceive the Debtors’ customers and had violated both the Bankruptcy Code’s automatic stay and the Lanham Act.

31. Following the TRO, Katten attorneys began preparing for an action to obtain a preliminary injunction against Charter (the “Preliminary Injunction”). Katten thereafter engaged in written discovery and document production, including drafting and responding to document requests, Rule 30(b)(6) notices, and interrogatories, in addition to producing and reviewing documents and preparing for and defending or taking depositions. Katten attorneys spent significant time reviewing the Debtors’ internal records to protect the identities of the thousands of customers impacted by Charter’s false advertising campaign. Katten attorneys researched, drafted and filed the *Debtors’ Memorandum of Law in Support of a Preliminary Injunction Against Charter Communications, Inc. and Charter Communications Operating, LLC* [Docket No. 35] and the *Debtors’ Reply Memorandum of Law in Support of a Preliminary Injunction*

Against Charter Communications, Inc. and Charter Communications Operating, LLC [Docket No. 47], along with supporting declarations and evidence.

32. Following a contested hearing conducted on May 14, 2019, Katten attorneys successfully obtained a Preliminary Injunction against Charter [Docket No. 61]. In addition, the Bankruptcy Court ordered corrective advertising, requiring Charter to pay all of the Debtors' costs incurred in mailing a corrective mailer to persons who received the false advertising, informing them that Charter's advertising had been found by the Bankruptcy Court to be "untrue and improper."

Actual and Necessary Expenses Incurred by Katten

33. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit F** attached hereto, Katten seeks reimbursement of a total of \$87,194 for expenses incurred on behalf of the Debtors during the Fee Period. These charges are intended to reimburse Katten's direct operating costs, which are not incorporated into Katten's hourly billing rates. Katten charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee 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.

Reasonable and Necessary Services Provided by Katten

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors

34. The foregoing professional services provided by Katten on behalf of the Debtors during the Fee Period were reasonable, necessary and appropriate to address Conflict Matters in these Chapter 11 Cases.

35. Many of the services performed by partners and associates of Katten were provided by Katten's Insolvency and Restructuring Practice. Katten has a prominent practice in this area and enjoys a national reputation for its specialized expertise. The attorneys at Katten have extensive experience acting as estate professionals in many large chapter 11 cases.

36. In addition, due to the facts and circumstances of these Chapter 11 Cases, and particularly the Charter Litigation, attorneys from Katten's Litigation Practice and Intellectual Property Practice were heavily involved with Katten's representation of the Debtors. These practice groups also enjoy national reputations for their skill and knowledge advising and advocating for their clients, who operate across the globe in virtually all market sectors. Overall, Katten brings to these Chapter 11 Cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtor

37. The time constraints imposed by the circumstances of these Chapter 11 Cases required Katten attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines and otherwise provide professional services on an expedited timetable. Consistent with firm policy, and as further disclosed in the Retention Application, Katten attorneys and other Katten employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. Katten'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 rendition of legal services.

38. In addition, due to the location of the Debtors' businesses and other parties-in-interest in relation to Katten's offices, frequent multi-party telephone conferences involving

numerous parties were required. The disbursements for such services are not included in Katten's overhead for the purpose of setting billing rates and Katten has made every effort to minimize its disbursements in these Chapter 11 Cases. The actual expenses incurred in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Debtors in these Chapter 11 Cases.

39. Among other things, Katten makes sure that all overtime meals, travel meals, hotel rates and airfares are reasonable and appropriate expenses for which to seek reimbursement.

40. Specifically, Katten regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, Katten will waive certain fees and reduce its expenses if necessary. Consequently, Katten does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

Katten's Requested Compensation and Reimbursement Should be Allowed

41. Section 330 of the Bankruptcy Code 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 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, 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; and
- (e) 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).

42. Katten respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Katten further believes that it performed the services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. Katten further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties-in-interest.

43. During the Fee Period, Katten's hourly billing rates for attorneys ranged from \$440 to \$1,220. The hourly rates and corresponding rate structure utilized by Katten in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Katten for restructuring, workout, bankruptcy, insolvency and comparable matters, and similar complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. Katten strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes and severe time pressures—all of which were present in these Chapter 11 Cases.

44. Moreover, Katten's hourly rates are set at a level designed to compensate Katten fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

45. In sum, Katten respectfully submits that the professional services provided by Katten on behalf of the Debtors and their estates during these Chapter 11 Cases were necessary and appropriate given the complexity of these Chapter 11 Cases, the time expended by Katten, the nature and extent of Katten's services provided, the value of Katten's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Katten respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Reservation of Rights

46. It is possible that some professional time expended or expenses incurred during this Fee Period are not reflected in this Fee Application. Katten reserves the right to include such amounts in future fee applications.

Notice

47. The Debtors have provided notice of this Fee Application to: (a) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors' case website at www.kccllc.net/windstream) and (b) any person or entity with a particularized interest in the subject matter of the Fee Application. The Debtors respectfully submit that no other or further notice is necessary.

No Prior Request

48. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, Katten respectfully requests that the Bankruptcy Court enter an order (a) awarding Katten interim compensation for professional and paraprofessional services rendered during the Fee Period in the amount of \$2,019,102, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$87,194; (b) authorizing and directing the Debtors to remit payment to Katten for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: August 14, 2019
New York, NY

/s/ Steven J. Reisman
Steven J. Reisman, Esq.
Shaya Rochester, Esq.
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022-2585
Telephone: (212) 940-8800
Facsimile: (212) 940-8876
Email: sreisman@katten.com
srochester@katten.com

*Conflicts Counsel for the Debtors and
Debtors in Possession*

Exhibit A

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

Reisman Declaration

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

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**DECLARATION OF STEVEN J. REISMAN IN SUPPORT OF THE FIRST INTERIM
 FEE APPLICATION OF KATTEN MUCHIN ROSENMAN LLP, CONFLICTS
 COUNSEL FOR WINDSTREAM HOLDINGS, INC., *ET AL.*, FOR THE PERIOD FROM
FEBRUARY 25, 2019 THROUGH AND INCLUDING JUNE 30, 2019**

I, Steven J. Reisman being duly sworn, state the following under penalty of perjury to the best of my knowledge and belief:

1. I am a partner in the law firm of Katten Muchin Rosenman LLP (“Katten”), located at 575 Madison Avenue, New York, New York 10022. I am the Chair of the New York Insolvency and Restructuring Practice at Katten. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Courts for the Southern District of New York and Eastern District of New York and the United States

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 the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

Courts of Appeals for the Second Circuit. There are no disciplinary proceedings pending against me.

2. I have read the foregoing fee application of Katten, conflicts counsel for the debtor and debtors in possession, for the Fee Period (the “Fee Application”).² To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rule 2016-1 and the Local Guidelines.

3. In connection therewith, I certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions;
- b) the fees and disbursements sought in the Fee Application are billed at rates customarily employed by Katten and generally accepted by Katten’s clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors’ case;
- c) the total fees sought do not exceed the fees budgeted in the budget and staffing plan;
- d) Katten did not increase hourly rates from those disclosed in the Retention Application during the Fee Period;
- e) Katten is seeking compensation with respect to the 38.2 hours and \$19,016.50 in fees spent reviewing and revising time records, preparing, reviewing and revising invoices, and redacting privileged and confidential information from time records;³
- f) in providing a reimbursable expense, Katten does not make a profit on that expense, whether the service is performed by Katten in-house or through a third party;

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

³ This is limited to work involved preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing this Fee Application.

- g) in accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between Katten and any other person for the sharing of compensation to be received in connection with the Debtors' Chapter 11 Cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules;
- h) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 14, 2019
New York, NY

Respectfully submitted,

/s/ Steven J. Reisman
Steven J. Reisman
Partner, Katten Muchin Rosenman LLP

Exhibit B

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

Retention Order

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 19-22312 (RDD)
)

) (Jointly Administered)
)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
KATTEN MUCHIN ROSENMAN LLP AS CONFLICTS COUNSEL FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE *NUNC PRO TUNC* TO THE
PETITION DATE**

Upon the unopposed application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Katten Muchin Rosenman LLP (“Katten”) as their conflicts counsel effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”); and the Court having reviewed the Application, the Declaration of Steven J. Reisman, a partner of Katten (the “Reisman Declaration”), and the declaration of Kristi Moody, Executive Vice President, General Counsel, and Corporate Secretary of Windstream Holdings, Inc. (the “Moody Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant

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

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.



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to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Reisman Declaration that (a) Katten does not hold or represent an interest adverse to the Debtors' estates and (b) Katten is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is necessary and in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and after due deliberation the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Katten as their conflicts counsel *nunc pro tunc* to the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. **Katten is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Katten will render the following legal services where Kirkland has an actual or perceived conflict of interest or where the Debtors believe it would be more efficient or economical for Katten to handle the matter::**

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Katten shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

5. All compensation and reimbursement provisions of the Engagement Letter are subject to paragraph 3 hereof.

6. Katten shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Katten to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

7. Katten shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. All parties in interest retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code.

8. Katten shall not withdraw as Debtors' conflicts counsel before the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

9. The Debtors and Katten are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

11. To the extent the Application, the Reisman Declaration, the Moody Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: White Plains, NY
April 22, 2019

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Engagement Letter

Katten

Katten Muchin Rosenman LLP

575 Madison Avenue
New York, NY 10022-2585
212.940.8800 tel
www.kattenlaw.com

STEVEN J. REISMAN
sreisman@katten.com
212.940.8700 direct

Dated as of February 24, 2019

VIA EMAIL: kristi.moody@windstream.com

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

Re: **Engagement Agreement**

Dear Kristi:

We are pleased to have the opportunity to represent Windstream Holdings, Inc. and its debtor affiliates to the extent requested by the client (the "Client") with regard to providing advice and representation as co-counsel in connection with a potential in-court restructuring and such other matters as the Client may request and the Firm may agree to handle (the "Matters"). Kirkland & Ellis LLP will be serving as lead counsel. This letter and the enclosed Terms of Engagement which contains a provision on conflicts of interest, describe the basis on which the Firm provides legal services.

I will be the lawyer at the firm with the primary responsibility for the Matter and understand that it is your expectation, as well as my own intention, that I be involved in managing all aspects of this engagement. I will be assisted by such other partner(s), associate(s), and other member(s) of the Firm as appropriate. As indicated in the Terms of Engagement, our fees are based upon our hourly rates unless otherwise noted herein.

Please review the Terms of Engagement, with the assistance of independent counsel if you wish, and let me know if you have any questions about them. If all the terms are satisfactory, please indicate your consent by signing this letter and returning it to me. However, your continuing instructions in this matter will amount to your acceptance of the terms of this letter, including the Terms of Engagement (collectively the "Terms"). All parties to this agreement agree that a digital signature shall be effective to prove each party's agreement to the Terms. Furthermore, the parties agree that the Terms may be proven through an electronic copy in digital format, and that no "original" hard-copy document need be retained to prove the Terms.

Upon your commencement of a restructuring case under Chapter 11 of the U.S. Bankruptcy Code, your ongoing employment of the Firm will be subject to the approval of the

AUSTIN CENTURY CITY CHARLOTTE CHICAGO DALLAS HOUSTON IRVING LOS ANGELES
NEW YORK ORANGE COUNTY SAN FRANCISCO BAY AREA SHANGHAI WASHINGTON, DC

LONDON: KATTEN MUCHIN ROSENMAN UK LLP

A limited liability partnership including professional corporations

WIN Ex. 71



Dated as of February 24, 2019
Page 2

court with jurisdiction over the bankruptcy petition. If necessary, the Firm will take steps to prepare the disclosure materials required in connection with the Firm's retention as restructuring co-counsel/ efficiency counsel. If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties. The Firm will then give you a draft of this schedule once it is available. Even if the Firm does not believe that these relationships constitute actual conflicts of interest, these relationships must be described and disclosed in your application to the court to retain the Firm. If in the Firm's determination a conflict of interest arises in your Chapter 11 case requiring separate conflicts counsel, then you will be required to use separate conflicts counsel in those matters. Further, you understand, acknowledge, and agree that in connection with a Chapter 11 case, if you have not objected to the payment of a Firm invoice or to a Firm fee and expense application, have in fact paid such invoice, or have approved such fee and expense application, then you waive your right to subsequently object to the payment of fees and expenses covered by such invoice or fee application. You should also be aware that, under applicable law, in the event a trustee or examiner is appointed in any Chapter 11 case or a trustee is appointed in a superseding Chapter 7 case, the trustee or examiner may waive the attorney-client privilege as to otherwise privileged communications between the Firm and your representatives.

Upon your commencement of a restructuring case under Chapter 11 of the Bankruptcy Code, the Firm will comply with the United States Trustee's guidelines for fees and expenses, notwithstanding any terms herein to the contrary. In the event of a bankruptcy filing, the Bankruptcy Code will rule and override Section VIII of the Terms of Engagement regarding arbitration.

A schedule of the Firm's standard hourly rates is annexed as Exhibit A. The Firm's disbursements that are billed on a per-unit basis are annexed as Exhibit B. The Firm's wiring instructions are annexed as Exhibit C and the Firm's W-9 Taxpayer Certification is annexed as Exhibit D.



Dated as of February 24, 2019
Page 3

Thank you for allowing us the privilege of this representation. We value and appreciate the trust and confidence you have placed in us and we assure you we will do our best to see that your expectations are satisfied.

My best.

Sincerely,

Steven J. Reisman

SJR:aa
w/Attachment

cc: Ross M. Kwasteniet, Esq. (ross.kwasteniet@kirkland.com)
(Kirkland & Ellis LLP)

This letter and the Terms of Engagement are agreed to:

WINDSTREAM HOLDINGS, INC.

By:

Name:

Title:

Dated as of February 24, 2019

Kristi Moady
Kristi Moady
SVP, General Counsel & Corporate Secretary

KATTEN MUCHIN ROSENMAN LLP
TERMS OF ENGAGEMENT

The information below describes the terms that apply to the legal services provided for you by Katten Muchin Rosenman LLP (the "Firm"). We encourage you to discuss any of these Terms with us at any time. If modifications to the Terms are needed, you should discuss that with us so that agreement on changes can be reached and reduced to writing. All references to "you" or "your" means only the client or clients identified in our engagement letter. **Individuals or entities that are related to or affiliated with you, such as partners, officers, directors, stockholders, parent companies, related companies, or family members, are not clients, unless we otherwise agree in writing.**

I. Scope of Representation. The scope of the work we will do for you is limited to the description stated in our engagement letter. Any changes or additions to the scope of our work, which we would be pleased to consider, must be agreed to and memorialized by letter or email. Unless that description states otherwise, **our engagement does not include responsibility for:** (1) review of your insurance policies to determine the possibility of coverage for our fees and costs or for the claim asserted against you, (2) notification of your insurance carriers about a matter, (3) advice to you about your disclosure obligations concerning a matter under the federal securities laws or any other applicable law, or (4) advice to you about tax issues that relate to a matter. If we agree to represent you in additional matters, we will do so in writing by letter or email, and the Terms of our engagement will remain the same for these additional matters unless changed by agreement in writing.

Additionally, if in response to your request or by requirement of lawful process we: testify; gather and/or produce documents; respond to document hold or production requests; or respond to any other requests in connection with possible, threatened or actual proceedings commenced by third parties that relate to our representation of you, you agree to pay us our reasonable fees and costs incurred.

II. Staffing. Steven J. Reisman will have the primary responsibility for our relationship. We assign additional lawyers and other personnel when needed based upon the type of work and the appropriate experience level required.

III. Client Responsibilities. You agree to provide us with all information that we believe is necessary or appropriate to fulfill our professional responsibilities in this matter and to cooperate with us in matters such as fact investigation, preparation of pleadings, discovery responses, settlement conferences, etc. You will designate one or more persons to give us instructions and authority to receive our requests and inquiries. You further agree that without our express written consent, you will not use our name or the fact of your engagement of us in any form of advertising or solicitation of business.

IV. Financial Arrangements.

A. Fees and Expenses. Our fees are based primarily upon the hourly rates of our lawyers and other personnel in effect when the services are performed. These rates change periodically based upon economic factors and the experience level of our

personnel. In determining the amount of our fee, we may also consider and adjust our total fee based on other factors, including the novelty and difficulty of the issues involved, the amount involved and the results obtained, and the time limits, if any, imposed by you or by the circumstances of the engagement. We are affiliated with Katten Muchin Rosenman UK LLP of London, England, and if we obtain advice or services on your behalf from that firm, we will include their time and expenses on our bill.

Expenses include items such as consultants, experts, filing fees, court reporting fees, travel costs, overnight or other special mail services, messenger services, photocopies, long distance telephone, outgoing faxes, research service charges (e.g., LEXIS), secretarial and other staff overtime charges (when required to meet the needs of the matter), and other special services such as document imaging. Certain of these charges are adjusted to include administrative and overhead expenses incurred by the Firm to provide the billed service. With respect to costs incurred and payable to third parties, such as court reporters or experts, it is our usual policy to forward those bills to you for payment directly to the third party, and you agree to pay those fees directly to the provider. As an accommodation to you, however, we may advance those costs on your behalf and include them in our monthly bills. Some large disbursements may be forwarded to you for direct payment. Some charges may not be in the system at the time of monthly billing and will appear on a later bill.

B. Fee Deposits. The amount of any fee deposit required in this engagement, if any, is set forth in the engagement letter, which is not an estimate of the total costs of the representation, nor is it a maximum fee. This fee deposit will be deposited in the Firm's client retainer trust account and will be used to pay our fees and expenses when they come due. We will pay our monthly invoices using the fee deposit when earned, unless you already have paid the invoice or dispute the amount of our invoice before that time. You agree that you will maintain the fee deposit balance at the amount agreed in the engagement letter. Accordingly, while we will pay our invoices from the fee deposit as set forth above, you agree to maintain the agreed balance by either paying each invoice within 20 days of mailing or by replenishing the fee deposit in a like amount. In the event our fees and expenses exceed the retainer deposited with us, we will bill you for the excess. We may, as an accommodation to you, agree to waive the fee deposit if our invoices are timely paid. In the event we do so, however, you agree that we may request replenishment of the fee deposit at any time, should we determine that to be necessary, in our sole discretion. We may also request, and you agree to provide, additional fee advances from time to time based on our estimates of future work to be undertaken. If you fail to maintain the balance of the fee deposit when requested or to pay promptly any additional fees requested, we reserve the right to cease performing further work and withdraw from the representation.

C. Billing and Payment. We generally forward our statements monthly. The statements will include a brief description of the work performed, the date the work was performed, the time required to do the work, and the expenses incurred. Payment is due promptly upon receipt of our statement. We reserve the right to terminate our representation of clients who do not pay promptly. We do not and cannot guarantee the

outcome of any matter, and payment of our fees and disbursements is not conditioned on any particular outcome.

V. Electronic Communication. The use of email can be an efficient means of communication, and we use it often in communicating with clients. Some clients also use instant messaging as a means of communication. However, these electronic communications can be delayed or blocked (for example, by anti-spam software) or otherwise not transmitted. You must not assume that an email or instant message sent to us was actually opened and read by us unless you receive a non-automated reply message indicating that we have read your message.

VI. Responses to Auditors' Inquiries. We are frequently asked to provide information to auditing firms regarding client legal matters and we respond to those inquiries with the same level of care and professionalism used to handle the client's other legal work. We will accordingly charge for those services at the same rates. When you make a written request that we provide information to an auditing firm, we will deem your request to be your consent for us to disclose the requested information on your behalf. Additionally, when an auditing firm makes a written request for information on your behalf, that request will be deemed to be your consent for us to disclose that information to the auditing firm.

VII. Conflicts of Interest Issues. As you know, we are a large general services law firm with many clients and with offices located in Austin, Texas; Charlotte, North Carolina; Chicago, Illinois; Dallas, Texas; Houston, Texas; Irving, Texas; Los Angeles, California (Century City and Downtown); New York, New York; Orange County, California; San Francisco Bay Area, California; Washington D.C.; and Shanghai, China, and we have an affiliate in London, England. It is possible that, during the course of our engagement, an existing or future client may seek to hire the Firm in connection with an actual or potential transaction or pending or potential litigation or other dispute resolution proceeding in which such other client's interests are or potentially may become adverse to your interests.

Because the duty of loyalty would otherwise prevent the Firm from being adverse to a current client, rules of professional conduct prevent the Firm from accepting such engagements during the Firm's representation of you absent informed consent by you and the waiver of the duty of loyalty. In particular, the Firm often represents parties in restructuring and insolvency matters, both in- and out-of-court. By agreeing to these Terms of Engagement, you waive the duty of loyalty insofar as it would be applicable and agree that, even while the Firm is representing you, and at all times thereafter, the Firm may represent existing or new clients in any matter that is not substantially related to our work for you, even if the interests of such clients are adverse to yours (whether or not you are then represented by the Firm), or any of your affiliates, including litigation in which you or any of your affiliates are parties. This waiver also is intended to allow the Firm to examine or cross-examine you (and/or your employees and agents) on behalf of existing or new clients in other proceedings (including but not limited to proceedings to which you are not a party) provided the other matter is not substantially related to our representation of you. Notwithstanding this consent and waiver, the Firm will not undertake such representation unless we first reasonably determine that we will be able to provide competent and diligent representation to both of the affected clients. We also will continue to maintain the confidentiality of the confidential information you provide to us in the course of the Firm's

engagement by you, and will not use such information for any purpose except for the benefit of, and on behalf of, you without your written consent.

Potential adverse consequences may result from the Firm's representing parties that are adverse to you. These may include a perception that the Firm's loyalty and independence of judgment with respect to you are impaired. Also, the Firm's representation of parties adverse to you may come at a time when it would harm your interests to terminate the services of the Firm, or after expenditures of fees and costs to the Firm that might need to be replicated by new counsel. The Firm encourages you to have this conflicts waiver reviewed by independent counsel acting on your behalf before agreeing to these Terms of Engagement.

Further, in the course of our representation of you, it may be necessary for our lawyers to analyze or address their professional duties or responsibilities or those of the Firm, and to consult with the Firm's General Counsel, Deputy General Counsel, Conflicts Counsel, or other lawyers in doing so. To the extent we are addressing our duties, obligations or responsibilities to you in those consultations, it is possible that a conflict of interest might be deemed to exist as between our Firm and you. As a condition of this engagement, you waive any conflict of interest that might be deemed to arise out of any such consultations. You further agree that these consultations are protected from disclosure by the Firm's attorney-client privilege. Nothing in the foregoing shall diminish or otherwise affect our obligation to keep you informed of material developments in your representation, including any conclusions arising out of such consultations to the extent that they affect your interests.

VIII. Arbitration of Disputes. You acknowledge having reviewed a copy of Part 137 of the Rules of the Chief Administrator of the Courts of New York (available at <http://www.courts.state.ny.us/admin/feedispute/137.pdf> or upon request from us) which provides a mechanism for resolution of fee disputes between us using a particular arbitration procedure and forum; you have a right to select this mechanism for the resolution of fee disputes between us under this letter agreement unless you waive that right. You hereby waive that right, and you and we instead agree upon the following: If any dispute, controversy or claim directly or indirectly relating to or arising out of this agreement, work we perform for you or the fees charged by us or your failure to pay such fees you agree that such dispute shall be submitted to binding arbitration with JAMS in New York, New York under the JAMS Comprehensive Arbitration Rules and Procedures. The arbitrator shall have no authority to award punitive damages or to treble or otherwise multiply actual damages. The award in the arbitration shall be final and binding and judgment thereon may be entered and enforced in any court of competent jurisdiction. The costs and expenses (including reasonable attorney's fees of the prevailing party) shall be borne and paid by the party that the arbitrator, or arbitrators, determine is the non-prevailing party. You agree and consent to personal jurisdiction, service of process and venue in any federal or state court within the State of New York in connection with any action brought to enforce an award in arbitration. You further agree that service of process may be made upon you by Katten Muchin Rosenman LLP by causing process to be delivered to you at the above address (or such other address of which you hereafter shall advise us in writing) by registered or certified mail, return receipt requested.

IX. Conclusion of Representation. Our representation of you will terminate when we send you our final statement for services rendered in this matter. We may also terminate our

representation for any reason consistent with rules of professional responsibility, including conflicts of interest or your failure to pay our fees and expenses. Our representation may also be terminated upon your request. Following termination, any nonpublic information you have supplied to us which is retained by us will be kept confidential in accordance with applicable rules of professional responsibility. Once our representation is concluded, we will not be obligated to take any steps such as keeping track of deadlines, filing papers, pursuing appeals, or monitoring or advising you about changes in the law or circumstances that might bear upon the concluded matter.

X. Disposition of Client Files. Upon conclusion of your representation, we may return to you your original papers, documents and/or other property that you provided to the Firm during our engagement. You agree to accept the return of such documents and/or property. If you so request, we will also provide to you, at your expense, copies or originals of your complete file. We reserve the right to make, at our expense, copies of all documents generated or received by us in the course of our representation of you. The Firm will not provide copies or originals of the Firm Administrative or Matter Administration files pertaining to the matter, which will be retained by the Firm. All such documents retained by the Firm, including client files (including any original documents and/or property that we attempted unsuccessfully to return to you) and Firm Administrative or Matter Administration files, will be transferred to the person responsible for administering our records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any documents or other materials retained by us within a reasonable time, but not less than seven (7) years after the matter is closed.

EXHIBIT A
RATES

<u>PROFESSIONALS</u>	<u>STANDARD RANGE</u>
Partner	\$785 - \$1,430
Associate	\$450 - \$930
Counsel and Special Staff	\$665 - \$1,035
Of Counsel	\$865 - \$1,205
Paralegal	\$190 - \$545

EXHIBIT B
PER UNIT EXPENSES

Description	Cost per page
Fax	\$1.60
Photocopy Costs	\$.20
Photocopy – Wide Format	\$1.00
Color Printing / Copies	\$.25

EXHIBIT C

KATTEN MUCHIN ROSENMAN LLP

WIRE INSTRUCTIONS

Bank: JP Morgan Chase Bank
1211 Avenue of the Americas
New York, New York 10036
Attn: Mindy Drogos
Phone 1-847-398-4102

Account Name: Katten Muchin Rosenman LLP
Operating Account

Bank ABA#: 021000021

Account Number: 967343933

SWIFT Code: CHASUS33

Ref: Windstream Holdings, Inc.

<p>Form W-9 (Rev. November 2017) Department of the Treasury Internal Revenue Service</p>	<p>Request for Taxpayer Identification Number and Certification</p> <p>► Go to www.irs.gov/FormW9 for instructions and the latest information.</p>	<p>Give Form to the requester. Do not send to the IRS.</p>																																																		
<p>1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.</p> <p>Katten Muchin Rosenman LLP</p>																																																				
<p>2 Business name/disregarded entity name, if different from above</p>																																																				
<p>See Specific Instructions on page 3.</p>	<p>3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.</p> <p><input type="checkbox"/> Individual/sole proprietor or single-member LLC</p> <p><input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate</p> <p><input type="checkbox"/> Limited liability company. Enter the tax classification (C=Corporation, S=S corporation, P=Partnership) ► _____</p> <p><small>Note: Check the appropriate box in this line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.</small></p> <p><input type="checkbox"/> Other (see instructions) ► _____</p>																																																			
	<p>4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):</p> <p>Exempt payee code (if any) _____</p> <p>Exemption from FATCA reporting code (if any) _____</p> <p><small>(Applies to accounts maintained outside the U.S.)</small></p>																																																			
	<p>5 Address (number, street, and apt. or suite no.) See instructions.</p> <p>525 West Monroe Street, Suite 1900</p>																																																			
	<p>6 City, state, and ZIP code</p> <p>Chicago, Illinois 60661-3693</p>																																																			
<p>7 List account number(s) here (optional)</p>																																																				
<p>Part I Taxpayer Identification Number (TIN)</p> <p>Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i>, later.</p> <p><small>Note: If the account is in more than one name, see the instructions for line 1. Also see <i>What Name and Number To Give the Requester</i> for guidelines on whose number to enter.</small></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="10">Social security number</td> </tr> <tr> <td style="width: 20%;"> </td><td style="width: 20%;"> </td><td style="width: 20%;"> </td><td style="width: 20%;"> </td><td style="width: 20%;"> </td><td style="width: 20%;"> </td><td colspan="4"> </td> </tr> <tr> <td colspan="10" style="text-align: center;">or</td> </tr> <tr> <td colspan="10">Employer identification number</td> </tr> <tr> <td style="width: 20%;">3</td><td style="width: 20%;">6</td><td style="width: 20%;">-</td><td style="width: 20%;">2</td><td style="width: 20%;">7</td><td style="width: 20%;">9</td><td style="width: 20%;">6</td><td style="width: 20%;">5</td><td style="width: 20%;">3</td><td style="width: 20%;">2</td> </tr> </table>			Social security number																				or										Employer identification number										3	6	-	2	7	9	6	5	3	2
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<p>Part II Certification</p> <p>Under penalties of perjury, I certify that:</p> <p>1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and</p> <p>2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and</p> <p>3. I am a U.S. citizen or other U.S. person (defined below); and</p> <p>4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.</p> <p>Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.</p>																																																				
<p>Sign Here Signature of U.S. person ► Date ► <u>1/2/19</u></p>																																																				
<p>General Instructions</p> <p>Section references are to the Internal Revenue Code unless otherwise noted.</p> <p>Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.</p> <p>Purpose of Form</p> <p>An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • Form 1099-INT (interest earned or paid) • Form 1099-DIV (dividends, including those from stocks or mutual funds) • Form 1099-MISC (various types of income, prizes, awards, or gross proceeds) • Form 1099-B (stock or mutual fund sales and certain other transactions by brokers) • Form 1099-S (proceeds from real estate transactions) • Form 1099-K (merchant card and third party network transactions) • Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition) • Form 1099-C (canceled debt) • Form 1099-A (acquisition or abandonment of secured property) <p>Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.</p> <p><i>If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What Is backup withholding, later.</i></p>																																																				

Cat. No. 10231X

Form W-9 (Rev. 11-2017)

Exhibit C

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

Budget and Staffing Plan
for the Time Period of February 25, 2019 through June 30, 2019

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

Budget for the Time Period of February 25, 2019 through June 30, 2019

Matter	Matter Description	Hours Budgeted	Total Compensation Budgeted
1	General Administration	5-15	\$ 3,000 - 10,000
2	Retention and Fee Applications	125-150	85,000 - 100,000
7	Adversary Proceedings, Contested Matter	75-150	60,000 - 120,000
8	Charter Litigation	2,000-2,600	1,600,000 - 2,250,000
10	Business Operations	0-5	0.00 - 5,000
11	Case Administration	15-30	15,000 – 20,000
19	Hearings	15-25	15,000 – 25,000
Total		2,235-2,975	\$ 1,778,000 – \$2,530,000

Staffing Plan for the Time Period of February 25, 2019 through June 30, 2019

Category of Timekeeper	Number of Timekeepers Expected to Work on Matter Categories During the Budget Period	Average Hourly Rate
Partner	6	\$ 1,000
Associate	7	645
Paraprofessional	5	250
Total Attorney	13	787
Total	18	\$ 697

Exhibit D

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

Voluntary Rate Disclosures

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

Voluntary Rate Disclosures

- The blended hourly rate for Katten timekeepers in the New York, Washington, D.C. and Los Angeles offices (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the period beginning on July 1, 2018 and ending on June 30, 2019 (the “Comparable Period”) was, in the aggregate, approximately \$650 per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all Katten timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately \$770 per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at Katten	Debtor Blended Hourly Rate for this Fee Application⁴	Non-Bankruptcy Blended Hourly Rate
Partners	\$ 963.79	\$ 812.00
Counsel	N/A	685.00
Associates	556.51	514.00
Paraprofessionals	208.66	236.00
Total Combined Blended Rate	\$ 770.07	\$ 650.00

¹ It is the nature of Katten’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within Katten’s Insolvency and Restructuring Practice. Accordingly, “Non-Bankruptcy Matters” consist of matters for which Katten’s domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters may include time billed by Katten domestic timekeepers who work primarily within Katten’s Insolvency and Restructuring Practice.

² Katten calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount billed* by Katten timekeepers in the New York, Washington, D.C. and Los Angeles offices to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours billed* by Katten timekeepers in the New York, Washington, D.C. and Los Angeles offices to the Non-Bankruptcy Matters during the Comparable Period.

³ Katten calculated the blended rate for timekeepers who billed to the Debtor by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

⁴ These amounts do not reflect fees written off for time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period.

Exhibit E

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

**Summary of Total Fees Incurred and Hours Billed
for the Time Period of February 25, 2019 through June 30, 2019**

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

**Summary of Attorney Timekeepers
for the Time Period of February 25, 2019 through June 30, 2019**

Attorney Name	Position	Year Admitted	Department	Hourly Billing Rate	Hours Billed in this Fee Application	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	127.60	\$ 155,672.00
Theresa A. Foudy	Partner	1994	Restructuring	1,050	5.30	5,565.00
Floyd A. Mandell	Partner	1973	Intellectual Property	1,030	3.70	3,811.00
Terence P. Ross	Partner	1983	Intellectual Property	985	467.40	460,389.00
John P. Sieger	Partner	1997	Restructuring	975	0.50	487.50
Shaya Rochester	Partner	2003	Restructuring	965	459.60	443,514.00
Cindi M. Giglio	Partner	2007	Restructuring	965	36.50	35,222.50
Ryan Larsen	Partner	2000	Litigation	870	77.70	67,599.00
Tami Kameda Sims	Partner	2006	Litigation	845	308.30	260,513.50
Allison Arotsky	Associate	2012	Restructuring	730	70.60	51,538.00
Joanna M. Hill	Associate	2014	Litigation	695	100.90	70,125.50
Paul S. Yong	Associate	2015	Litigation	695	4.80	3,336.00
Camille A. Cameron	Associate	2015	Litigation	645	112.30	72,433.50
Kristin Lockhart	Associate	2016	Intellectual Property	605	215.60	130,438.00
Lindsay Lersner	Associate	2018	Restructuring	605	20.20	12,221.00
Rachel A. Oplinger	Associate	2017	Litigation	515	19.50	10,042.50
Melissa Velez	Associate	2017	Litigation	515	53.20	27,398.00
Grace Thompson	Associate	2019	Restructuring	450	357.40	160,830.00
Jake Nussbaum	Associate	2019	Litigation	450	14.90	6,705.00
Katherine M. Motsinger	Associate	2018	Litigation	450	37.40	16,830.00
Catherine E. O'Brien	Associate	2018	Litigation	440	13.80	6,072.00
Totals for Attorneys					2507.20	\$ 2,000,743.00
Total Fees Written-Off					.50	\$ 487.50
Totals for Attorneys After Write-Off					2,506.70	\$ 2,000,225.50

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

**Summary of Paraprofessional Timekeepers
for the Time Period of February 25, 2019 through June 30, 2019**

Paraprofessional Name	Position	Number of Years in that Position	Department	Hourly Billing Rate	Hours Billed in this Fee Application	Total Compensation
Adriane Konrath	Litigation Support Specialist	22	Litigation Support	\$ 390	3.4	\$ 1,326.00
Carl Rossing	Litigation Support Operator	21	Litigation Support	330	0.9	297.00
John Greer	Docket Manager	30	Docketing	290	0.4	116.00
Thomas Wang	Paralegal	1	Restructuring	200	56.9	11,380.00
Marie Siena	Paralegal	12	Restructuring	200	30.7	6,140.00
Totals for Paraprofessionals					92.3	\$ 19,259.00
Total Fees Written-Off¹					1.3	\$ 413.00
Total for Paraprofessionals After Write-Off					91.0	\$ 18,846.00

¹ As a courtesy to the Debtors' estates, Katten voluntarily wrote off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and consequently does not seek payment of these fees in this Fee Application.

Exhibit F

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

**Summary of Actual and Necessary Expenses
for the Time Period of February 25, 2019 through June 30, 2019**

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

**Summary of Actual and Necessary Expenses
for the Time Period of February 25, 2019 through June 30, 2019**

Expense¹	Amount
Court Costs & Litigation Expenses ²	\$ 28,475.82
Duplicating Expenses	3,009.10
Legal Research	37,176.38
Local Transportation	5,029.15
Meals	2,159.84
Out of Town Travel & Airfare	10,970.08
Telephone, Postage and Courier	373.22
TOTAL	\$ 87,193.59

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

² Transcription services were provided by a third-party vendor.

Exhibit G

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

Summary of Fees and Expenses by Matter
for the Time Period of February 25, 2019 through June 30, 2019

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

Summary of Fees and Expenses by Matter¹
for the Time Period of February 25, 2019 through June 30, 2019

Matter Number	Matter Description	Hours Billed	Fees Requested	Expenses Requested	Total Fees and Expenses Requested
1	General Administration	1	\$ 200.00	\$ 0.00	\$ 200.00
2	Retention and Fee Applications	138.40	91,561.50	0.00	91,561.50
7	Adversary Proceedings, Contested Matter	79.60	69,428.50	0.00	69,428.50
8	Charter Litigation	2,353.50	1,834,720.00	86,639.71	1,921,359.71
10	Business Operations	2.60	3,172.00	0.00	3,172.00
11	Case Administration	15.1	13,391.00	0.00	13,391.00
19	Hearings	9.30	7,529.00	0.00	7,529.00
32	Expenses	0	0.00	553.88	553.88
TOTALS		2,599.50	\$ 2,020,002.00	\$ 87,193.59	\$ 2,107,195.59

¹ These amounts do not reflect fees written off for time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period.

Exhibit H

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

**Summary of Fees Budgeted and Fees Incurred by Matter
for the Time Period of February 25, 2019 through June 30, 2019**

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

**Summary of Fees Budgeted and Fees Incurred by Matter
for the Time Period of February 25, 2019 through June 30, 2019¹**

Matter	Matter Description	Hours		Total Fees	
		Budgeted	Billed	Budgeted	Billed
1	General Administration	5-15	1	\$ 3,000 - 10,000	\$ 200.00
2	Retention and Fee Applications	125-150	138.40	85,000 - 100,000	91,561.50
7	Adversary Proceedings, Contested Matter	75-150	79.60	60,000 - 120,000	69,428.50
8	Charter Litigation	2,000-2,600	2,353.50	1,600,000 - 2,250,000	1,834,720.00
10	Business Operations	0-5	2.60	0.00 - 5,000	3,172.00
11	Case Administration	15-30	15.1	15,000 – 20,000	13,391.00
19	Hearings	15-25	9.30	15,000 – 25,000	7,529.00
Totals		2,235-2,975	2,599.50	\$ 1,778,000 – \$2,530,000	\$ 2,020,002.00

¹ These amounts do not reflect fees written off for time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period.

Exhibit I

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

**Detailed Description of Services Provided and
Detailed Description of Expenses and Disbursements
for the Time Period of February 25, 2019 through June 30, 2019**

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

May 9, 2019

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

Invoice No. 1301540512
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through March 31, 2019 \$38,648.50

CURRENT INVOICE TOTAL: \$38,648.50

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

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

WIN Ex. 71

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
25 Feb 19	Giglio, Cindi	Coordinate review of conflicts search in connection with Katten's retention application (.70)	0.70
25 Feb 19	Arotsky, Allison	Coordinate with Conflicts Department regarding commencing search of potentially interested parties (1.00)	1.00
26 Feb 19	Giglio, Cindi	Email correspondence with A. Arotsky re: disclosures (.40)	0.40
26 Feb 19	Arotsky, Allison	Prepare email for S. Reisman to send to the Firm re: conflicts search revise same, and related correspondence with C. Giglio (.50); review information provided by conflicts department re: conflict search (.10)	0.60
27 Feb 19	Giglio, Cindi	Emails re: attorney stock holdings for required disclosures (.40)	0.40
28 Feb 19	Giglio, Cindi	Call with A. Schackart re: disclosure schedules (.40)	0.40
11 Mar 19	Siena, Marie	Revise formatting of retention application per C. Giglio's comments (2.50)	2.50
11 Mar 19	Reisman, Steven	Review draft retention application and note comments and follow up re: disclosures and matters related to Katten's retention in Windstream case as conflicts counsel (1.70)	1.70
11 Mar 19	Giglio, Cindi	Review disclosure schedules and Kirkland sample retention application and discuss same with A. Arotsky (3.80)	3.80
11 Mar 19	Arotsky, Allison	Review spreadsheets generated by Conflicts Department with results of conflicts search and discuss same with C. Giglio (.50); draft email to M. Siena re: Katten retention application (.10); email correspondence with A. Schackart re: conflicts searches (.20); email correspondence with T. Wang re: preparing binder of conflicts information (.20)	1.00
11 Mar 19	Wang, Thomas	Prepare and index binder of conflicts materials for attorney review and communications with A. Arotsky re: same (1.90); circulate calendar notices for key dates relating to Katten's retention application (.20)	2.10
12 Mar 19	Arotsky, Allison	Prepare portions of Katten retention application, including drafting language regarding Katten's disclosures (3.00)	3.00
12 Mar 19	Wang, Thomas	Prepare files to compile conflicts results (1.30)	1.30
13 Mar 19	Reisman, Steven	Review and sign off on Reisman declaration and confer with A. Arotsky re: comments to same (.70)	0.70
13 Mar 19	Arotsky, Allison	Complete draft of retention application and schedules to Reisman declaration (2.70); draft email S. Reisman re: schedules (.20); further revise retention application per C. Giglio comments (1.00)	3.90
15 Mar 19	Arotsky, Allison	Emails with F. Petrie of Kirkland re: timing for draft retention application (.50)	0.50
18 Mar 19	Arotsky, Allison	Update schedules to Declaration to reflect searches of additional parties-in-interest (2.80)	2.80

PROFESSIONAL SERVICES
Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
19 Mar 19	Reisman, Steven	Review and comment on draft retention application and provide feedback to A. Arotsky and C. Giglio and review updated version for approval and sign off (1.30)	1.30
19 Mar 19	Giglio, Cindi	Review revised retention disclosures and work to finalize draft of retention application for internal review, including discussions with S. Reisman and A. Arotsky (2.40); email with Kirkland re: same (.10)	2.50
19 Mar 19	Arotsky, Allison	Revise disclosures in Declaration, discuss with C. Giglio, and email S. Reisman re: updated draft (.50); discuss draft Retention Application with S. Reisman and C. Giglio (.20); review, revise and update Retention Application, Declaration, and Schedules to Declaration (1.70)	2.40
20 Mar 19	Reisman, Steven	Discussion with C. Giglio re: disclosures in connection with retention and follow up re: same (.40)	0.40
20 Mar 19	Giglio, Cindi	Discuss disclosures with S. Reisman and follow up with A. Arotsky re: same (.40); further review of application and internal discussions re: same (.60)	1.00
20 Mar 19	Arotsky, Allison	Confer with C. Giglio re: revisions to Katten's disclosures (.50)	0.50
21 Mar 19	Sieger, John P.	Review and revise application and declaration (.20); related emails with C. Giglio (.10)	0.30
21 Mar 19	Reisman, Steven	Review and markup Katten retention application with comments and follow up re: conflict disclosures (2.10)	2.10
21 Mar 19	Giglio, Cindi	Review disclosure schedule (1.20); communication with Conflicts Department re: same (.40)	1.60
21 Mar 19	Arotsky, Allison	Discuss disclosure language with C. Giglio and revise Declaration accordingly (.30); review comments to Retention Application and revise accordingly (.20); draft follow-up email to A. Schackart (.20); draft cover email to F. Petrie re: draft retention application (.20)	0.90
22 Mar 19	Giglio, Cindi	Follow up emails re: circulating retention application to Kirkland team (.20)	0.20
23 Mar 19	Arotsky, Allison	Draft emails to C. Giglio and S. Resiman re: budget (.10)	0.10
24 Mar 19	Giglio, Cindi	Email with A. Arotsky re: fee estimates to A&M (.10)	0.10
24 Mar 19	Arotsky, Allison	Prepare email to A. Gasbara re: accrued fees and expenses and budget matters (.50)	0.50
25 Mar 19	Giglio, Cindi	Review Katten's fees as of 3/25 for compliance with UST guidelines and to prepare weekly fee and expense estimate (.50); review staffing plan (.20); review comments from Kirkland and company to Katten's retention application (.30)	1.00
25 Mar 19	Arotsky, Allison	Review comments to Retention Application from Kirkland / Company (.20); Revise email to A. Gasbara re: accrued fees and expenses and budget matters (.50); prepare Katten Staffing Plan for company's review in connection with Retention Application (.50).	1.20
26 Mar 19	Reisman, Steven	Review and comments on retention application and related documentation with efforts to finalize same and	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540512
Invoice Date: May 9, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
26 Mar 19	Arotsky, Allison	confer with A. Arotsky re: comments (.80) Incorporate Kirkland and company's comments into retention application (1.00); revise retention application per S. Reisman comments (.50); update retention application with respect to new interested parties (.80); review conflicts search results with respect to new interested parties and revise Schedule 2 (1.30); finalize Katten Retention Application for filing (1.00)	4.60
27 Mar 19	Giglio, Cindi	Follow up on weekly estimate (.10)	0.10
28 Mar 19	Arotsky, Allison	Email C. Harmon re: weekly fees and expenses report (.10)	0.10
TOTALS:			48.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	23.10	730.00	\$16,863.00
44904	Giglio, Cindi	12.20	965.00	\$11,773.00
44842	Reisman, Steven	7.00	1,220.00	\$8,540.00
32703	Sieger, John P.	0.30	975.00	\$292.50
41782	Siena, Marie	2.50	200.00	\$500.00
45083	Wang, Thomas	3.40	200.00	\$680.00
TOTAL:		48.50		\$38,648.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Mar 19	Reisman, Steven	Attend to matters re: potential violation of the automatic stay by Charter and review of matters in connection with same (1.00); discussion with C. Giglio re: same (.20)	1.20
19 Mar 19	Giglio, Cindi	Discuss new matter re: automatic stay violation with S. Reisman (.20)	0.20
20 Mar 19	Reisman, Steven	Review documentation related to relationship between Windstream and Charter in preparation for conference call with client (1.50); discussion of issues with C. Giglio related to same (.10); participate in conference call with representatives of Windstream re: Charter service suspension and potential violation of automatic stay and review materials following call and follow up related to same (2.60); discussion re: potentially proceeding forward with letter re: violation of automatic stay or motion to hold Charter for contempt and violation of the automatic stay (.70)	4.90
20 Mar 19	Giglio, Cindi	Review background on relationship between Windstream and Charter in preparation for call with client (.90); discussion with S. Reisman re: same (.10); call with client and follow up call with L. Lersner (.80); draft notes for same per S. Reisman (.20); review L. Lersner memoranda re: sanctions for stay violations (.20)	2.20
20 Mar 19	Lersner, Lindsay	Participate in call with Windstream re: Charter service suspension (.60); discuss same with C. Giglio (.20); conduct legal research on sanctions for willful stay violations and prepare summary of same (1.20)	2.00
21 Mar 19	Reisman, Steven	Review matters re: automatic stay issues with Charter Communications (.50); follow up with client re: same (.10)	0.60
21 Mar 19	Giglio, Cindi	Review background on potential assumption of Charter agreement (.50)	0.50
22 Mar 19	Reisman, Steven	Review document re: agreement between Charter and Spectrum and follow up re: same (1.10); discussion of issues re: potential violation of automatic stay by Charter and strategy related to same (.60); review issue with respect to payment of admin portion of post petition services provided by Charter (.40); continued follow up re: issues related to Charter and potential next steps to be taken (.70)	2.80
22 Mar 19	Giglio, Cindi	Review contract with Spectrum (.70); review correspondence re: potential assumption or rejection (.30); related discussions with L. Lersner (.40); related discussions with S. Reisman (.50); review and provide edits to L. Lersner draft email re: same (1.10)	3.00
22 Mar 19	Lersner, Lindsay	Review Value Added Reseller Agreement with Spectrum and prepare analysis and client update re: same (3.80); discuss same with C. Giglio (.40)	4.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540517
Invoice Date: May 10, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
24 Mar 19	Reisman, Steven	Update and follow up re: Charter dispute (.40)	0.40
25 Mar 19	Reisman, Steven	Conduct analysis re: Charter agreement and potential for assumption of same and issues with respect to automatic stay and need for stay violation letter to be sent to Charter (1.40); meeting with C. Giglio to discuss same (.30)	1.70
25 Mar 19	Giglio, Cindi	Meeting with S. Reisman on potential Charter assumption (.30); review correspondence related to new Charter stay violation (.40); discuss research into customer relationship interference as stay violation with A. Arotzky (.10); draft stay violation letter (1.70)	2.50
25 Mar 19	Arotzky, Allison	Research case law re: interference with customer relations as a violation of the automatic stay (1.40); confer with C. Giglio re: same (.10)	1.50
27 Mar 19	Thompson, Grace	Research legal standard for violation of automatic stay by debtor's competitors and related communications with S. Rochester (2.90)	2.90
27 Mar 19	Reisman, Steven	Follow up re: issues related to potential violation of automatic stay by Charter and various emails and research and review of case law related to same (.70)	0.70
27 Mar 19	Rochester, Shaya J.	Attend to issues regarding potential TRO for stay violation, including research and communications with G. Thompson and C. Giglio re same (1.20)	1.20
27 Mar 19	Giglio, Cindi	Discuss issue with S. Reisman re: Charter (.20); follow up with S. Rochester re: same, including related emails and discussions (.50); email with A. Arotzky re: same (.10); review case law identified by G. Thompson (.20)	1.00
27 Mar 19	Arotzky, Allison	Correspondence with S. Reisman and C. Giglio re: emails received from Company re: need for response to stay violation (.20)	0.20
28 Mar 19	Mandell, Floyd A.	Review emails and conference with S. Reisman regarding TRO and high level strategy (.30)	0.30
28 Mar 19	Sieger, John P.	Emails with S. Rochester re potential TRO (.20)	0.20
28 Mar 19	Sims, Tami Kameda	Call with K. Lockhart regarding potential legal claims on behalf of Windstream (.20); analyze factual background information (1.10); analyze potential legal claims on behalf of Windstream and associated legal research issues (.80); discuss same with S. Rochester (.50)	2.60
28 Mar 19	Lockhart, Kristin	Teleconference with T. Sims regarding overview of potential claims and issues in dispute with Clear Spectrum (.20)	0.20
28 Mar 19	Thompson, Grace	Review Charter Communications v. DirecTV docket related to temporary restraining order (1.00); research standards for violations of Lanham Act for false advertising (2.70); research case law involving Lanham Act claims in bankruptcy courts (2.30); research legal standard for violation of automatic stay by debtor's competitors (1.20); research jurisdiction and venue issues for temporary restraining orders (1.00); analyze	12.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		SDNY and bankruptcy court pleadings for temporary restraining orders (1.60); begin drafting motion for temporary restraining order document (2.60); begin drafting complaint document (.30)	
28 Mar 19	Reisman, Steven	Participate in various calls re: issues with Charter Communications and Spectrum which may require the need for temporary restraining order or/and a preliminary injunction as well as a complaint for violation of the automatic stay (.70); internal discussions Lanham Act violations by Charter and confer with K. Lochhart, T. Sims and others at Katten re: experience and proceeding forward with potential complaint against Spectrum (.80); review underlying statute and case law related to potential Lanham Act and automatic stay violations (3.40); coordination with C. Giglio and G. Thompson related to same (.40)	5.30
28 Mar 19	Rochester, Shaya J.	Review TRO precedents in connection with potential TRO against Spectrum (.50); call with client regarding potential TRO as a result of negative ads published by Spectrum (.30); review TRO pleadings filed by Charter against Direct TV (.80); meetings with C. Giglio re Spectrum's actions are violative of the Lanham Act and/or automatic stay (1.50); call with client re same (.40); call with T. Sims re same (.50); research whether Spectrum's actions constitute violation of the automatic stay (3.30); review and provide comments on stay violation letter (.70); prepare summary of research and proposed next steps (.50)	8.50
28 Mar 19	Giglio, Cindi	Review precedent for TRO (.30); call with K. Smith and related follow up (.40); review and take notes on procedure for TRO in Bankruptcy Court (.80); continue to update and revise letter holding Charter responsible for violation of automatic stay (2.90); call with client to discuss same (.40); meeting with S. Reisman and S. Rochester to discuss matter and TRO related strategy (1.50); call with T. Sims re: Lanham Act concerns (.50); discuss Lanham Act with R. Larsen and others (.40); emails with S. Rochester re: strategy and status of documents and research (.40)	7.60
28 Mar 19	Arotsky, Allison	Respond to C. Giglio re: language from first day decl. re: balance sheet restructuring (.10)	0.10
28 Mar 19	Wang, Thomas	Prepare index and prepare key documents binder for attorney review (.40)	0.40
29 Mar 19	Mandell, Floyd A.	Exchange emails with TRO Team and S. Reisman (.30)	0.30
29 Mar 19	Larsen, Ryan	Review and analyze Charter v. DirectTV complaint and TRO papers from when Charter was in bankruptcy (.80); review client documents and summary of dispute to outline claims to plead in adversary complaint (.60); review procedural research for adversary complaint,	2.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		TRO, preliminary injunction in SDNY District Court (.20); review and analyze form complaints for Lanham Act violations and consumer confusion state law violations (.80)	
29 Mar 19	Sims, Tami Kameda	Analyze legal research findings regarding potential causes of action on behalf of Windstream (1.90); analyze legal issues concerning a potential request for temporary restraining order against Charter (1.50); call with S. Rochester regarding potential complaint and causes of action (.30); review and edit factual background on Windstream's Chapter 11 filing (.90); prepare factual background for motion for temporary restraining order and preliminary injunction (1.80)	6.40
29 Mar 19	Cameron, Camille A.	Review case background information in preparation for researching and drafting complaint (2.30)	2.30
29 Mar 19	Lockhart, Kristin	Perform further research on bankruptcy provisions for venue (2.50); discussion with T. Sims regarding status of research of veracity of claims (.30); attend status teleconference with team to discuss potential claims (.60); perform further research on case law regarding elements of claim (2.30); draft remaining portion of legal standard for motion (.80); research case law regarding additional claims under Lanham Act and draft email to T. Sims regarding same (.50); research case law regarding claims under Lanham Act (1.50); draft section regarding standards for claims in brief (2.30); research case law relating to potential causes of action against Charter (2.30); draft email to T. Sims regarding summary of research (.50)	13.60
29 Mar 19	Thompson, Grace	Research case law precedent for temporary restraining order cases in bankruptcy court (3.00); discuss same with S. Rochester (.30); continue researching jurisdiction rules for temporary restraining orders in bankruptcy court (.30); conference call with Katten team regarding temporary restraining order (.60); compile key contacts list for client and Katten team (.50); research choice of law standard in bankruptcy (1.20); research SDNY bankruptcy complaints which alleged an automatic stay violation (.40)	9.00
29 Mar 19	Reisman, Steven	Review of pleadings in connection with moving forward with TRO and provide comments re: same (1.70); review of case law on ability to obtain TRO in bankruptcy court and process and procedure related to same (1.10); review materials re: appropriate venue for bring Lanham Act claim and ability to proceed before bankruptcy court (1.10); various emails throughout the day with Katten team including F. Mandell, K. Lockhart, S. Rochester and T. Sims (.70)	4.60
29 Mar 19	Rochester, Shaya J.	Review and provide comments on draft TRO pleadings (.70); call with G. Thompson re research regarding	7.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		TRO pleadings, including automatic stay violation (.30); call with client regarding potential TRO (.40); call with T. Sims re potential TRO (.30); review and provide extensive comments on TRO/PI motion (2.20) and proposed form of order (2.20); multiple calls with S. Reisman and C. Giglio re same (1.00); correspondence with client regarding certain information related to claims asserted in Complaint (.70)	
29 Mar 19	Giglio, Cindi	Discuss potential TRO with S. Reisman (.10); call with S. Reisman, S. Rochester and K. Smith re: same (.40); multiple calls with S. Rochester to discuss status of project, research updates and litigation (1.00); prepare for and participate in call with litigation team to discuss plan to complete TRO (.60); call with T. Sims to discuss state law issues and related research (.40); drafting background on bankruptcy section, automatic stay and other issues and related correspondence with G. Thompson (3.60)	6.10
30 Mar 19	Larsen, Ryan	Review and analyze research on Lanham Act and state specific statutes for consumer confusion to potentially plead in adversary complaint (1.80); review and analyze research on dilution claim to potentially plead in adversary complaint (.50); review and analyze Windstream/Spectrum contract re notice provisions and use of confidential information (.70)	3.00
30 Mar 19	Sims, Tami Kameda	Strategize with K. Lockhart regarding legal issues relating to a request for temporary restraining order on behalf of Windstream (.80); analyze legal research findings regarding potential causes of action to assert on behalf of Windstream (.50); analyze legal research findings relating to Windstream's request for a temporary restraining order (.90); strategize regarding preparation of a Complaint and a motion for temporary restraining order and preliminary injunction (.60); strategize regarding additional materials needed for factual background (.40); continue preparation of factual background for motion for temporary restraining order and preliminary injunction (2.80)	6.00
30 Mar 19	Cameron, Camille A.	Perform legal research regarding causes of action for complaint (4.50); review client documents regarding causes of action for complaint (2.60); perform legal research regarding legal issues for complaint (3.20); call with M. Velez re: the same (.60)	10.90
30 Mar 19	Velez, Melissa	Call with C. Cameron re: legal research regarding issues for the Complaint against Spectrum (.60)	0.60
30 Mar 19	Lockhart, Kristin	Draft email to team regarding standard for emergency relief (.50); perform brief research on whether to bring additional claims (.80); instruct G. Thompson to conduct research on issue of emergency relief and draft	16.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		email regarding same (.50); strategize with T. Sims regarding additional claims to raise in complaint (.30); research additional case law regarding examples of claims to be alleged (.80); revise draft of legal standards and send to T. Sims for review (.80); perform further research on case law relating to elements of claims under Lanham Act (1.00); revise section of brief relating to standard emergency relief (1.30); perform research on element of standard for emergency relief (3.00); draft email to T. Sims regarding varying standards to same (.50); draft section of brief regarding legal standard for emergency relief (.80); discussion with T. Sims regarding available standards for relief (.50); perform additional research on case law on element of Lanham Act claim (.80); draft section of brief regarding additional element of claim and revise standard for emergency relief (1.30); draft relevant section of brief relating to element of claim (.80); perform research on standard for granting emergency relief in Second Circuit (1.30); perform further research on standard for granting emergency relief in Second Circuit (1.00)	
30 Mar 19	Thompson, Grace	Research competition issues between Charter and Windstream (2.00); review Case Management Order and other SDNY bankruptcy rules for timing and format of pleadings (.50); research possible customer complaints or alerts online regarding Charter/Spectrum's advertisements about Windstream (1.70); research "likelihood of success" legal standard for multiple claims (.50)	4.70
30 Mar 19	Reisman, Steven	Review documentation re: TRO, complaint and provide feedback and comments on draft documentation and research (3.00); updates on status and strategy throughout the day (1.40); review draft order to show causes in 2nd circuit and before Judge Drain and preparation for same (.60); discussions throughout the day with T. Sims and others re: research, drafting of pleadings, next steps and strategy (.60)	5.60
30 Mar 19	Rochester, Shaya J.	Review correspondence with client regarding call records and direct mailers (.60); review and provide comments on Motion for Preliminary Injunction (1.60)	2.20
30 Mar 19	Giglio, Cindi	Research related to operational issues to continue drafting background (.40)	0.40
31 Mar 19	Larsen, Ryan	Review pleadings and research (3.60); draft (4.50) and revise (1.00) adversary complaint for violation of Lanham Act, state consumer fraud statutes, breach of contract, violation of automatic stay; phone conference with S. Rochester, T. Sims, C. Cameron, K. Lockhart re complaint, TRO motion papers, and next steps (.70)	9.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
31 Mar 19	Sims, Tami Kameda	Analyze new factual background information provided by client (.70); continue preparation of factual background to add additional facts (.90); analyze additional legal research findings on potential causes of action to assert on behalf of Windstream (.80); strategize with team regarding the preparation of the Complaint and motion for temporary restraining order and preliminary injunction (.70); analyze legal research findings regarding Windstream's request for temporary restraining order and preliminary injunction (.90); revise Complaint (.80); prepare legal argument section for motion on the likelihood of success on the merits (.60); prepare legal argument section for motion on false statements under the Lanham Act (1.90); prepare legal argument section on consumer deception (1.70); prepare legal argument section for motion on material deception (.50); prepare legal argument section for motion on interstate commerce (.20); prepare legal argument section for motion on injury (.80)	10.50
31 Mar 19	Cameron, Camille A.	Perform legal research regarding causes of action for complaint (4.10); perform legal research regarding legal issues for complaint (2.10); review client documents regarding causes of action for complaint (.50); review and revise complaint (.80); draft factual background section for injunctive relief motion (1.40); attend conference call with team regarding open items relating to the foregoing (.70)	9.60
31 Mar 19	Velez, Melissa	Legal research regarding issues for the Complaint against Spectrum (3.80)	3.80
31 Mar 19	Lockhart, Kristin	Review and edit statement of facts for briefing in support of TRO (.70); perform legal research on and draft section on issue in brief (1.60); perform legal research on and draft section on issue in brief (1.30); draft email to T. Sims regarding level of proof claims (.60); perform legal research on elements for additional claims (1.80); perform legal research on additional federal claims (1.60); draft application of legal standard in brief (.80); draft additional application of legal standard in brief (.60); attend teleconference with attorneys to discuss status and outstanding items for filing of motion and complaint (.70); research case law regarding further claims (1.60); draft proposed order (1.10)	12.40
31 Mar 19	Thompson, Grace	Draft pro hac vice documents for Katten litigators based in Los Angeles (.70); draft and edit Motion to File Under Seal (1.60); attend conference call with Katten team regarding status of pleadings drafts (.70); draft notes and follow-up action items from conference call (.30); review Case Management Order for notice requirements for filing temporary restraining orders	3.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540517
Invoice Date: May 10, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
31 Mar 19	Reisman, Steven	(.20) Review documentation, case law and proposed pleadings in connection with anticipated order to show cause seeking temporary restraining order and preliminary injunction against Charter Communications related to violations of Lanham Act (2.30); emails and follow up related to preparation of documentation for going before US Bankruptcy Court Southern District of NY Judge Drain seeking interim and expedited relief including discussions, emails and mark up of documentation related to proposed relief (2.30)	4.60
31 Mar 19	Rochester, Shaya J.	Review and make changes to background section of TRO motion (2.20); correspond with client regarding factual support for relief requested in the TRO motion (.30); review and provide comments pro hac vice applications (.30) and draft sealing motion and proposed order (.70); call with team regarding status of TRO motion and Complaint (.70); call with C. Giglio re same (.30); communications with client re breach of contract claim (.50); provide further comments on sealing papers (.30); review Case Management Order and local rules regarding emergency relief and prepare summary re same (.50)	5.80
31 Mar 19	Giglio, Cindi	Correspondence related to TRO and related calls with S. Rochester (.70)	0.70
TOTALS:			234.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotzky, Allison	1.80	730.00	\$1,314.00
43690	Cameron, Camille A.	22.80	645.00	\$14,706.00
44904	Giglio, Cindi	24.20	965.00	\$23,353.00
34231	Larsen, Ryan	15.20	870.00	\$13,224.00
44932	Lersner, Lindsay	6.20	605.00	\$3,751.00
44572	Lockhart, Kristin	42.20	605.00	\$25,531.00
31420	Mandell, Floyd A.	0.60	1,030.00	\$618.00
44842	Reisman, Steven	32.40	1,220.00	\$39,528.00
44845	Rochester, Shaya J.	25.50	965.00	\$24,607.50
32703	Sieger, John P.	0.20	975.00	\$195.00
42783	Sims, Tami Kameda	25.50	845.00	\$21,547.50
44616	Thompson, Grace	32.80	450.00	\$14,760.00
43994	Velez, Melissa	4.40	515.00	\$2,266.00
45083	Wang, Thomas	0.40	200.00	\$80.00
TOTAL:		234.20		\$185,481.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540517
 Invoice Date: May 10, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
27 Mar 19	Color Printing	29.25
28 Mar 19	Color Printing	12.25
28 Mar 19	Color Printing	17.00
28 Mar 19	Color Copies for 03/28/2019	96.75
29 Mar 19	Binding: 3/12/19	9.00
29 Mar 19	Binding: 3/28/19	3.00
29 Mar 19	Binding: 3/28/19	12.00
31 Mar 19	Westlaw Legal Research: THOMPSON,GRACE on 03/29/2019	1,069.23
31 Mar 19	Westlaw Legal Research: THOMPSON,GRACE on 03/30/2019	301.08
31 Mar 19	Westlaw Legal Research: THOMPSON,GRACE on 03/28/2019	857.23
31 Mar 19	Westlaw Legal Research: VELEZ,MELISSA on 03/31/2019	406.36
31 Mar 19	Westlaw Legal Research: CAMERON,CAMILLE A on 03/29/2019	476.24
31 Mar 19	Westlaw Legal Research: CAMERON,CAMILLE A on 03/31/2019	960.19
31 Mar 19	Westlaw Legal Research: CAMERON,CAMILLE A on 03/30/2019	1,476.22
31 Mar 19	Westlaw Legal Research: VELEZ,MELISSA on 03/30/2019	25.37
31 Mar 19	Westlaw Legal Research: LOCKHART,KRISTIN on 03/30/2019	818.25
31 Mar 19	Westlaw Legal Research: LOCKHART,KRISTIN on 03/31/2019	1,209.18
31 Mar 19	Westlaw Legal Research: LOCKHART,KRISTIN on 03/29/2019	1,238.18
TOTAL:		\$9,016.78

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Binding	\$24.00
Color Printing	\$58.50
Color Copies	\$96.75
Legal Research	\$8,837.53
TOTAL:	\$9,016.78

MATTER TOTAL: \$194,497.78

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540519
Invoice Date: May 9, 2019

PROFESSIONAL SERVICES

Matter 00011: Case Administration

Date	Attorney or Assistant	Description	Hours
25 Feb 19	Reisman, Steven	Review First day pleadings in Windstream case after chapter 11 filing for update on business, chapter 11 matters and follow up re: matters related to same including coordination with Kirkland & Ellis re: retention, conflicts and other matters (1.90)	1.90
25 Feb 19	Arotsky, Allison	Review first day pleadings and District Court decision for case background (2.00)	2.00
26 Feb 19	Reisman, Steven	Review First Day Pleadings in connection with conflicts counsel role including affidavit re: background of filing and capital structure and other First Day Pleading related to Debtor in Possession financing and critical vendor payments (2.20)	2.20
26 Feb 19	Arotsky, Allison	Review First Day Declaration (.90); email S. Resiman re: hearing agenda and First Day Declaration (.20)	1.30
28 Feb 19	Giglio, Cindi	Draft email re: request for update from Kirkland team (.40)	0.40
01 Mar 19	Giglio, Cindi	Check in on progress with A. Arotsky re: case update (.10)	0.10
04 Mar 19	Arotsky, Allison	Review recent filings, including first day orders, for case background and status (.50)	0.50
07 Mar 19	Arotsky, Allison	Review recent filings and publications as of 3/7/2019 for status and analysis (.50)	0.50
08 Mar 19	Arotsky, Allison	Review recent filings and publications as of 3/8/2019 for status and analysis (.50)	0.50
12 Mar 19	Arotsky, Allison	Review recent filings and analysis as of 3/12/2019 relevant to Katten's role as conflicts counsel to the Debtors (.50)	0.50
19 Mar 19	Arotsky, Allison	Review recent filings and analysis as of 3/19/2019 relevant to Katten's role as conflicts counsel to the Debtors (.40)	0.40
20 Mar 19	Arotsky, Allison	Review recent filings and analysis as of 3/20/2019 relevant to Katten's role as conflicts counsel to the Debtors (.50)	0.50
21 Mar 19	Giglio, Cindi	Participate in webinar to gain overview of issues in connection with role as conflicts counsel (.70); draft email to A. Arotsky re: same (.10)	0.80
21 Mar 19	Arotsky, Allison	View Reorg Research webinar on background of Windstream case, first day pleadings, and key legal issues (.70)	0.70
22 Mar 19	Arotsky, Allison	Review recent filings and analysis relevant to Katten's role as conflicts counsel to the Debtors (.50)	0.50
TOTALS:			12.80

SUMMARY OF PROFESSIONAL SERVICES

Matter 00011: Case Administration

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540519
 Invoice Date: May 9, 2019

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	7.40	730.00	\$5,402.00
44904	Giglio, Cindi	1.30	965.00	\$1,254.50
44842	Reisman, Steven	4.10	1,220.00	\$5,002.00
	TOTAL:	12.80		\$11,658.50

Katten

KattenMuchinRosenman LLP

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212-940-6512
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575 Madison Avenue
New York, NY 10022-2585

May 9, 2019

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

Invoice No. 1301540520
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through March 31, 2019 \$2,684.00

CURRENT INVOICE TOTAL: \$2,684.00

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

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

WIN Ex. 71

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540520
 Invoice Date: May 9, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
26 Feb 19	Reisman, Steven	Dial in to First Day Hearing in White Plains before Judge Drain re: matters related to Windstream and First Day Relief (2.20)	2.20
TOTALS:			<u>2.20</u>

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	2.20	1,220.00	\$2,684.00
TOTAL:		<u>2.20</u>		<u>\$2,684.00</u>

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301540521
Invoice Date: May 9, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
12 Mar 19	Color Printing	21.75
TOTAL:		\$21.75

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Color Printing	\$21.75
TOTAL:	\$21.75

Katten

KattenMuchinRosenman LLP

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575 Madison Avenue
New York, NY 10022-2585

May 17, 2019

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

Invoice No. 1301541613
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through April 30, 2019 \$8,950.50

CURRENT INVOICE TOTAL: \$8,950.50

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

WIN Ex. 71

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 Apr 19	Rochester, Shaya J.	Call with C. Giglio re retention application (.30)	0.30
08 Apr 19	Wang, Thomas	Review the February and March prebills for proper assignment of tasks and privileged and confidential information (1.00)	1.00
09 Apr 19	Rochester, Shaya J.	Attend to issues re Katten retention application and coordinating with Kirkland regarding Court approval (.40)	0.30
10 Apr 19	Thompson, Grace	Review Windstream ch. 11 case Motion for Establishing Procedures for Interim Compensation and Motion and Motion for the Retention and Compensation of Professional to ensure Katten compliance and parties objection rules (.50)	0.50
10 Apr 19	Rochester, Shaya J.	Review Windstream Billing Guidelines and communications with Kirkland regarding same (.20); office conference with S. Reisman re same (.40); attend to issues re DIP reporting (.40); attend to issues re Katten retention order (.30)	1.30
10 Apr 19	Arotsky, Allison	Review Case Management order: re objections and proposed orders and respond to S. Rochester re: same (.20); communications with S. Rochester re: compliance with budget reporting (.50)	0.70
11 Apr 19	Wang, Thomas	Communications with S. Rochester, A. Arotsky, and Katten's billing department regarding the February-March fee statement (.40)	0.40
12 Apr 19	Arotsky, Allison	Review February and March time records for privileged and confidential information and proper assignment of matters to matter categories (2.50); draft email to team re: compliance with budget-reporting requirements (.20)	2.70
15 Apr 19	Wang, Thomas	Review the April prebills (to date) for proper assignment of tasks and privileged and confidential information and reconcile with A. Arotsky's comments to same (1.00)	1.00
16 Apr 19	Arotsky, Allison	Correspondence with I. Cheban and S. Rochester re: preparing weekly report and budget (.20)	0.20
16 Apr 19	Wang, Thomas	Continue to review February, March, and April prebills for proper assignment of tasks and privileged and confidential information (1.20); communications with A. Arotsky and Katten's billing department re: the same (.10)	1.30
17 Apr 19	Rochester, Shaya J.	Attend to issues re fee estimate to A&M (.20); review and provide comments on February-March invoices to ensure non-disclosure of confidential and privileged information (1.00)	1.20
18 Apr 19	Rochester, Shaya J.	Attend to issues re February/March Monthly Fee Statement to ensure compliance with UST guidelines (.30)	0.30
18 Apr 19	Arotsky, Allison	Review interim compensation procedures and prepare form of monthly fee statement (.90); prepare email to	1.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541613
 Invoice Date: May 17, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
18 Apr 19	Wang, Thomas	team re: budget compliance (.10) Various communications with S. Rochester, A. Arotsky, and other Katten staff re: February-March fee statement (.30); perform spot check of time sheets and follow up related to same (.80)	1.10
19 Apr 19	Wang, Thomas	Prepare markup of April prebills for S. Rochester (.50); follow up conversation with T. Sims re: same and prepare additional markup for her (.40)	0.90
23 Apr 19	Rochester, Shaya J.	Attend to issues re fee estimate for DIP Budget (.30)	0.30
23 Apr 19	Arotsky, Allison	Communications with C. Harmon and S. Rochester regarding weekly report and budget (.20); draft and revise email to A. Gasbarra re: estimated fees and expenses (.30)	0.50
26 Apr 19	Arotsky, Allison	Email reminder to team re: weekly budget (.10)	0.10
29 Apr 19	Arotsky, Allison	Follow-up with timekeepers re: weekly budget (.10)	0.10
30 Apr 19	Arotsky, Allison	Prepare email to Alvarez and Marsal re: weekly budget reporting (.20)	0.20
TOTALS:			15.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	5.50	730.00	\$4,015.00
44845	Rochester, Shaya J.	3.70	965.00	\$3,570.50
44616	Thompson, Grace	0.50	450.00	\$225.00
45083	Wang, Thomas	5.70	200.00	\$1,140.00
TOTAL:		15.40		\$8,950.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Apr 19	Larsen, Ryan	Draft (6.00) and revise (2.50) adversary complaint for violation of Lanham Act, state consumer fraud statutes, breach of contract, violation of automatic stay; review and revise TRO papers (.50); conference call with T. Sims and S. Rochester re: complaint, TRO, client affidavit (.50); analyze complaint and Windstream/Spectrum contract for potentially filing under seal (.40)	9.90
01 Apr 19	Sims, Tami Kameda	Prepare legal argument section on irreparable harm (.90); revise legal argument section on public interest and balancing of harms (.30); revise order on motion (.20); prepare preliminary statement for motion (.50); strategize regarding finalization of Complaint, motion for temporary restraining order, and order to show cause (.70); analyze information required for supporting affidavit (.50); revise affidavit supporting motion for temporary restraining order and preliminary injunction (1.60); strategize with S. Rochester and R. Larsen regarding exhibits to be included with supporting affidavit (.50); discuss trademark search with K. Lockhart (.10); analyze additional factual background information from client (.60); revise factual background section of motion (.70); review and edit order to show cause (.20); review and edit Complaint (.40); continue to prepare and revise legal argument section on consumer deceit for motion for temporary restraining order (.90); continue to prepare and revise legal argument section on injury for motion for temporary restraining order (.20); continue to prepare and revise legal argument section on irreparable harm for motion for temporary restraining order (.30); revise entire motion for temporary restraining order and preliminary injunction (1.20)	9.80
01 Apr 19	Cameron, Camille A.	Draft (3.50) and revise (1.10) declaration in support of motion for injunctive relief; prepare exhibits to declaration in support of motion for injunctive relief (1.30); review client documents for exhibits to declaration in support of motion for injunctive relief (.80)	6.70
01 Apr 19	Lockhart, Kristin	Review and analyze draft brief in support of motion (.50); research case law on legal standard for issue in brief (1.60); revise section of brief to incorporate new research on legal standard (1.20); discussion with G. Thompson regarding status of motions and proposed orders (.40); review Trademark Office website and search for trademarks belonging to WINDSTREAM (.30); discuss results of trademark search with T. Sims (.10); perform research on legal theories for complaint (1.10); draft summary to T. Sims regarding same (1.10)	6.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Apr 19	Thompson, Grace	Edit Notice of Hearing on TRO (.60); draft Notice of Hearing for Sealing Motion (.50); revise Motion to Seal (1.60); research pleadings precedent in Windstream case filed by Kirkland and Ellis (1.70); attend conference call with S. Rochester, T. Sims and R. Larsen regarding status of pleadings (.50); review First Day Declaration in Windstream case and incorporate applicable details into TRO, Complaint, Affidavits, Motion to Seal, and Notice of Hearing pleadings (.40); edit citations in the same (.30); edit jurisdiction, notice, and introduction sections of the same (1.30); copy edit and format the same (.60); review Critical Vendors Motion (.20); draft Affidavit of T. Thomas (1.50); revise fact section from second Affidavit (.40); review language on relief granted in applicable Windstream pleadings (.30); discussion with K. Lockhart re: status of motions (.40)	10.30
01 Apr 19	Reisman, Steven	Various emails and review of proposed pleadings in connection with anticipated filing of order to show cause seeking temporary restraining order and preliminary injunction against Charter for violations of the Lanham Act related to deceptive and false advertising as well as review of recorded messages of discussions between Windstream and customers related to Charter's actions (1.30); emails with client re: proposed pleadings, timing of distribution, update on request for information related to proposed relief and follow up (.40); discussions with S. Rochester and team re: revisions to complaint seeking temporary restraining order and preliminary injunction and matters related to same (.50); continued review of order to show cause and pleadings in support of TRO and related relief as well as markup and comments re: same (2.30); discuss complaint with C. Giglio (.10)	4.60
01 Apr 19	Rochester, Shaya J.	Review complaint and TRO motion (.30); call with C. Giglio re same (.20); communications with client regarding facts to support TRO (1.10); review and provide comments on Adversary Complaint (2.90); review Bankruptcy Rules, Local Bankruptcy Rules, Chambers Rules and Case Management Order regarding TROs and Preliminary Injunctions (.60); call with S. Reisman, T. Sims and R. Larsen to discuss next steps (.50); review and provide comments on Order to Show Cause (.60); review and provide comments on Motion for Temporary Restraining Order and Preliminary Injunction (2.60); review and provide comments on Pleadings Checklist (1.70); review and provide comments on sealing motion and order and ensure compliance with applicable Chambers Rules and Case Management Order (.40); review and provide	14.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Apr 19	Giglio, Cindi	further comments on Adversary Complaint (.80); review and provide comments on Affidavit in Support of Motion (1.40); review and provide comments on Motion to Seal and review local rules in connection with same (.60); review and provide comments of Notices of Hearing on the Motion (.30); review and provide comments on the Complaint (.40); review and provide comments on the Order to Show Cause (.50) Discuss complaint with S. Reisman (.10); related follow up call with S. Rochester (.20); review and provide comments to draft complaint (1.00)	1.30
02 Apr 19	Sims, Tami Kameda	Exchange correspondence with P. Anderson regarding background information (.60); analyze new factual information for inclusion into the Complaint (1.50); communications with S. Rochester regarding revisions to the Complaint and motion for temporary restraining order (.80); revise Complaint (2.60); exchange correspondence with K. Smith regarding draft pleading, motion, and supporting documents (.40); exchange emails with K. Lockhart regarding additional legal research for motion (.20)	6.10
02 Apr 19	Lockhart, Kristin	Perform further research on initial interest confusion standards in Second Circuit (1.40); briefly review legal research of affirmative injunctions (.70); review and reply correspondence from T. Sims regarding separate basis for Lanham Act claim (.40); review brief to confirm correct incorporation of legal standard regarding additional basis for claim under the Lanham Act (.70)	3.20
02 Apr 19	Thompson, Grace	Edit adversary complaint (.20); review Case Management Order for rules related to request to seal pleadings (.40); review Kirkland Windstream pleadings to ensure all appropriate uniformity (.90); revise pleadings (TRO, Complaint, Order to Show Cause, Affidavit, Motion to Seal, Notice of Hearings, and Pro Hac Vice application) incorporating changes from S. Reisman and S. Rochester (3.00); various calls and emails with S. Rochester re: the same (.80); continue drafting second affidavit (.50); research granting of equitable subordination for automatic stay violations (3.20)	9.00
02 Apr 19	Reisman, Steven	Review and comment on draft of complaint, temporary restraining order motion, related affidavit (3.00); conference with S. Rochester re: comments to TRO motion affidavit and complaint (.80); participation in calls throughout the day with Katten team and Windstream team re: potential Lanham Act claims, claims for violation of the automatic stay and other changes necessary for documentation for TRO complaint and order to show cause (1.20)	5.00

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
02 Apr 19	Foudy, Theresa	Review and edit drafts of Complaint against Charter, TRO Motion papers, and accompanying affidavit (3.10)	3.10
02 Apr 19	Rochester, Shaya J.	Review and provide further comments on TRO Motion (1.80), Affidavit (.80), and Adversary Complaint (1.80); multiple calls/emails with G. Thompson re same (.90); review Case Management Order to confirm compliance (.50) office conference with S. Reisman to discuss his comments on the TRO Motion, Adversary Complaint and Affidavit (.80); turn TRO Motion, Affidavit and Adversary Complaint to reflect S. Reisman changes (1.00); review T. Foudy comments to TRO Motion (.50); review T. Foudy comments to Complaint (.50); update pleadings checklist for TRO Motion (.30); prepare action items list for filing of TRO papers and sealing papers (1.50); call with T. Sims re additional comments to papers and additional call-in information provided by client (.80); research equitable subordination and other claims (1.50)	12.70
03 Apr 19	Sims, Tami Kameda	Analyze additional factual information provided by client and related communications with S. Rochester (.50); analyze additional legal research findings (.40); continue to revise and prepare Complaint (3.40); continue to revise and prepare motion for TRO and related communications with team (3.50); review and edit proposed letter regarding corrective advertising (.20); review and edit draft letter to the Court (.20); finalize evidence in support of motion for TRO (1.80)	10.00
03 Apr 19	Lockhart, Kristin	Perform legal research of case law relating to additional form of equitable relief under the Lanham Act (2.30); perform additional legal research of case law relating to additional form of monetary relief under the Lanham Act (.60)	2.90
03 Apr 19	Thompson, Grace	Continue researching granting of equitable subordination for automatic stay violations (2.20); review Windstream declarations and Case Management Order for any recent updates (.20); perform initial redactions on Motion for Temporary Restraining Order and Complaint (1.10); review transcript of customer calls (.50); perform redactions of customers' personal information on exhibits (1.00); draft proposed letter from Charter to Windstream customers as Appendix I to the Motion (.30); draft agenda for hearing (.50); draft cover letter to Judge Drain (.50); continue revising and formatting Motion for TRO (1.60); continue revising and formatting Complaint (1.50); continue editing Motion to Seal and Notice of Hearing on Motion to Seal (1.00); revise Notice of Hearing on Motion for TRO (.50) review federal, local, and Case Management rules on filing,	12.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		notice, summons, and cover sheets (.70); review Windstream pleadings filed by Kirkland and Ellis and revise Katten Windstream pleadings to ensure uniformity (1.00)	
03 Apr 19	Reisman, Steven	Attend to review of materials received from client re: Charter's actions and coordination of materials for inclusion in TRO request (.60); discussion with S. Rochester re: same (.30); review and mark up TRO motion order to show cause and related pleadings as well as complaint, sealing motion and other materials in preparation for TRO hearing (1.60); review and comment on agenda (.40); review proposed letter to be attached to TRO which we are requesting that Charter send out (.40); discussions throughout the day with T. Sims, S. Rochester and others re: order to show cause in TRO (.60)	3.90
03 Apr 19	Foudy, Theresa	Review research and cases on claims for equitable subordination based upon stay violations (.50)	0.50
03 Apr 19	Rochester, Shaya J.	Communications with client and Katten team regarding new information about customers disconnecting service as a result of Charter's actions (.60); discussion with S. Reisman re: materials for inclusion in TRO (.30); review and provide comments on updated Complaint, reflecting client's comments (.70); review and provide comments on updated TRO Motion, reflecting client's comments (1.60); multiple emails with client reply to questions regarding TRO application (.70); prepare email to chambers re TRO request (.70); review and provide comments on updated Affidavit, reflecting client's comments (1.80); review and provide comments on Order to Show Cause (.80); prepare Annex I to TRO Order (1.10); attend to issues Affidavit in Support (1.10); prepare pleadings for filing, including Order to Show Cause, TRO Motion, Complaint, Affidavit, Sealing Motion, Notices of Motion and Hearing Agenda (2.80)	12.20
03 Apr 19	Giglio, Cindi	Review email correspondence and documents related to TRO and complaint (.50)	0.50
04 Apr 19	Greer, John	Advise regarding information and procedures with respect to Injunction and OSC in a SDNY Bankruptcy Court adversary proceeding, provide forms and instructions for Summons, and advise regarding signing of documents or e-signature (.40)	0.40
04 Apr 19	Mandell, Floyd A.	Review draft TRO papers (1.20); draft comments to T. Kameda Sims (.80)	2.00
04 Apr 19	Siena, Marie	Prepare binder of draft pleadings in adversary proceeding (.50)	0.50
04 Apr 19	Sims, Tami Kameda	Revise motion for temporary restraining order (2.70); revise affidavit in support of motion for temporary restraining order (2.50); revise adversary complaint	10.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(1.60); strategize regarding motion to seal (.40); prepare all documents and exhibits for filing (1.70); strategize regarding discovery to propound on Charter (.60); prepare for call with court regarding request for temporary restraining order (.90); call Court (.20); review correspondence from Judge Drain regarding hearing availability (.10)	
04 Apr 19	Velez, Melissa	Finalize complaint and motion for temporary restraining order (2.70); review complaint and motion for temporary restraining order (1.30)	4.00
04 Apr 19	Thompson, Grace	Continue reviewing Federal, Local, Chambers, and Case Management Order rules to ensure filing compliance (.90); revise exhibits in Motion for TRO in preparation for filing (1.00); continue editing the same (2.50); confer with A. Arotzky re: status of same (.30); revise exhibits in Complaint in preparation for filing (1.70) continue editing the same (2.70); revise exhibits in Affidavit (.80); continue editing the same (1.00); continue revising Motion to Seal (1.00); prepare exhibits in Motion to Seal for filing (1.70); meeting with S. Rochester re: status of pleadings (.80)	14.40
04 Apr 19	Reisman, Steven	Review and revise TRO papers including affidavit, complaint and related documentation (1.30); review emails to chambers re: TRO application and motion to seal and follow up with S. Rochester re: same (.60); participate in various calls with chambers re: filing of TRO and scheduling of hearing and coordination of matters related to hearing (.60); review draft of discovery request in connection with TRO and preliminary injunction related litigation (1.60); review motion to seal (.40); review and comment on final form of pleadings in connection with litigation against charter (.80); review complaint in connection with TRO and related relief (.40); discussion with S. Rochester re: edits to complaint and calling chambers (.80)	6.50
04 Apr 19	Rochester, Shaya J.	Review redactions to TRO papers (.70); review and provide comments on updated version of Motion for TRO and Preliminary Injunction (1.30); review and provide comments on updated version of Complaint (1.40); email correspondence with client re same (.80); oversee preparations for filing documents under seal and complying with Court protocol (1.40); prepare email to Chambers regarding TRO application and Motion to Seal and discussion with S. Reisman re: same (.80); provide instructions re: Summons (.80); review clients' changes to the Motion for TRO and Preliminary Injunction (1.10); review clients' changes to the Complaint (.90); office conference with S. Reisman regarding calling chambers (.80); stratagize re	13.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		discovery requests (1.20); prepare pleadings for filing including redactions, Chambers copies and service copies for impacted parties (1.60); meeting with G. Thompson re: same (.80)	
04 Apr 19	Arotsky, Allison	Communications with G. Thompson re: status of TRO documents for filing (.30)	0.30
05 Apr 19	Mandell, Floyd A.	Review emails regarding TRO issues and exchange emails with T. Kameda Sims and S. Reisman (.40)	0.40
05 Apr 19	Siena, Marie	Open adversary proceeding via ECF, e-file pleadings and conversations with chambers re same (3.00)	3.00
05 Apr 19	Sims, Tami Kameda	Exchange correspondence with K. Smith regarding filing (.20); revise redacted Complaint and prepare same for filing (.90); review email from Judge Drain regarding TRO request and prepare correspondence regarding same (.30); strategize with S. Rochester regarding TRO hearing date and proposed schedule (.70); call with Charter's counsel, B. Hockett (.30); strategize regarding discovery to Charter with S. Rochester (.20); prepare and revise document requests to Charter (1.80); strategize regarding deposition notice to Charter (.40)	4.80
05 Apr 19	Velez, Melissa	Draft and revise discovery requests (3.80); further revise document requests (.50)	4.30
05 Apr 19	Thompson, Grace	Continue final preparation for filing of Motion for TRO, Complaint, Affidavit, and Motion to Seal (3.20); prepare unredacted sealed documents for submission to Judge Drain and U.S. Trustee (2.00); revise internal documents in preparation for continued litigation (2.20); coordinate with Katten paralegal T. Wang on preparing binders OP internal materials (1.00)	8.40
05 Apr 19	Reisman, Steven	Review and final sign off on TRO documentation as well as review final TRO application and complaint and materials in preparation for upcoming TRO hearing (1.40); follow up discussions with S. Rochester re: issues related to redacting confidential information and filing certain documents under seal and next steps (.60); review draft of discovery and strategy re: same (.60); discussions re: timing of serving discovery and obtaining court approval for same (.30); review final affidavit, motion to seal and related documents in connection with upcoming hearing on TRO (1.20); prepare for TRO hearing (1.00)	5.10
05 Apr 19	Rochester, Shaya J.	Oversee filing of Motion for TRO and Preliminary Injunction, Affidavit in Support, Adversary Complaint and Motion to Seal (2.60); communications with Chambers re same (.50); provide telephonic and email notice of TRO application pursuant to Case Management Order (.50); attend to issues re discovery including conference with T. Sims (.50); calls with S. Reisman re status of TRO application (.60); calls with	8.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		T. Sims re status of TRO application (.70); prepare for TRO hearing, including scripting arguments and key facts (2.10); review and provide comments on document request (.50); prepare update for client (.30)	
05 Apr 19	Arotzky, Allison	Respond to G. Thompson and M. Velez re: document requests and notices of deposition samples (.20)	0.20
05 Apr 19	Wang, Thomas	Assist in preparation of binders of documents relating to Debtors' TRO Application in the Adversary Proceeding against Charter for Judge Drain and the US Trustee (1.10); prepare binders of documents related to the TRO application for internal use, incorporating multiple rounds of attorney review (2.90); various communications with G. Thompson re: coordinating same (1.00); begin pulling statutes, cases, and rules cited in the Complaint, TRO application, and Langston Affidavit (.20)	5.20
06 Apr 19	Mandell, Floyd A.	Exchange emails with S. Reisman regarding TRO Hearing this month (.20)	0.20
06 Apr 19	Reisman, Steven	Follow up with F. Mandell re: TRO hearing, scheduling and coverage for upcoming TRO argument (.70)	0.70
06 Apr 19	Rochester, Shaya J.	Review correspondence re: Charter's counsel (.30); reply to client re: TRO hearing (.20); emails re discovery (.20)	0.70
07 Apr 19	Sims, Tami Kameda	Continue revisions to document requests to Charter (.70); revise deposition notice for Charter (.40)	1.10
07 Apr 19	Thompson, Grace	Coordinate with Katten paralegal T. Wang on preparing internal materials and revise materials (.80); revise working group list (1.50)	2.30
07 Apr 19	Rochester, Shaya J.	Review and provide comments on updated document requests (1.50); review and provide comments on working group list (.30)	1.80
07 Apr 19	Wang, Thomas	Finish pulling statutes, cases, and rules cited in the Complaint, TRO application, and Langston Affidavit (2.80); prepare binder index of same and submit for attorney review (1.00); communications with G. Thompson re: same (.80)	4.60
08 Apr 19	Sims, Tami Kameda	Strategize with S. Reisman, S. Rochester and T. Ross regarding hearing on temporary restraining order (1.00); prepare additional information required for pro hac vice application (.10); call with Charter's counsel regarding TRO hearing and proposed schedule (.20); exchange correspondence with D. Li, courtroom deputy clerk (.40); review correspondence with Charter's counsel regarding depositions (.10); exchange correspondence with client regarding advertisements (.20); strategize with S. Rochester re: next steps (.70); revise document requests to Charter (.40); revise deposition notice to Charter (.40); exchange correspondence with client regarding preparation for	4.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
08 Apr 19	Ross, Terence P.	TRO hearing (.50) Call with S. Reisman, S. Rochester and T. Sims to discuss hearing on Motion for TRO (1.00); read and analyze Declaration in Support of Motion for Temporary Restraining Order and attached exhibits (2.00); read and analyze In re Portrait Corp. case (.50); read and analyze relevant Second Circuit cases on false advertising under the Lanham Act (1.50); read and comment on draft email to Court seeking a hearing date (.30); read and respond to multiple emails from T. Sims and S. Rochester regarding Charter request for deposition (.30); read Complaint including review of exhibits thereto (1.00); read email from K. Smith regarding Comcast advertisement (.30); read key cases on TROs in Second Circuit (1.00); read Motion for Temporary Restraining Order (.30); review and respond to emails from S. Rochester regarding TRO hearing (.30); review and respond to emails from S. Rochester regarding witness preparation (.30)	8.80
08 Apr 19	Thompson, Grace	Research preliminary injunction and temporary restraining order precedent in this court (2.00); discuss same with S. Rochester (.50); revise working group list and draft correspondence for interested parties (.20)	2.70
08 Apr 19	Reisman, Steven	Participate in Katten call with T. Ross and T. Sims to go over background and preparation for upcoming TRO hearing (1.00); review matters re: scheduling in connection with Windstream case and next steps (.70); discussions with Chambers re: scheduling of TRO and other matters as well as noticing, objection deadlines and scheduling (.70); discussions with T. Foudy re: same (.10)	2.50
08 Apr 19	Foudy, Theresa	Confer with S. Reisman in regards to preparation for hearing before Judge Drain (.10)	0.10
08 Apr 19	Rochester, Shaya J.	Attend to research on Judge Drain TRO cases (2.10); review research on Judge Drain Lanham Act cases (1.10); strategize re: reply brief (1.30); call with T. Ross and S. Reisman to discuss next steps with litigation, including scheduling (1.00); prepare email to chambers re: scheduling (.50); calls with Charter counsel re: scheduling (.50); call with client regarding scheduling and deposition prep (.50); communications with Chambers re: scheduling (.50); prepare notice of hearing at chambers' request (.80); multiple calls with T. Sims re next steps (.70); office conference with S. Reisman re next steps (.50); meeting with G. Thompson re: research (.50); review and revise discovery requests and deposition request (1.00)	10.60
08 Apr 19	Wang, Thomas	Arrange for copies of pleadings and authorities binders to be sent to T. Ross in Washington office (.10); prepare and circulate calendar notice for the Pretrial	0.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Apr 19	Sims, Tami Kameda	Conference in the Charter case and various dates regarding the Debtor's TRO Application (.50); file Notice of Hearing on Debtor's TRO Application on the main case docket [Doc. No. 250] and the Charter adversary proceeding docket [Adv. Doc. No. 6] (.30) Call regarding TRO hearing strategy with T. Ross, S. Reisman and S. Rochester (.80); analyze new factual information from client (1.00); prepare and revise supplemental declaration in support of TRO and accompanying exhibits (1.80); exchange correspondence with Charter's counsel (.30); exchange correspondence with Judge Drain chambers regarding the TRO hearing (.20); strategize regarding evidence and witnesses for TRO hearing (1.40); analyze legal research findings for legal issues for TRO hearing (.50); continue to revise document requests (.40); strategize with T. Ross, S. Rochester, and T. Foudy re TRO hearing (.40); strategize regarding direct and cross-examinations of Windstream's witness (.50); exchange correspondence with client regarding preparation for TRO hearing (.30)	7.60
09 Apr 19	Cameron, Camille A.	Draft and revise supplemental declaration in support of TRO motion (2.20); prepare exhibits to supplemental declaration in support of TRO motion (.20); prepare direct-examination questions for L. Langston (2.50)	4.90
09 Apr 19	Ross, Terence P.	Draft email regarding use of witness at TRO hearing (.30); edit email to client regarding witness preparation (.30); edit email to Judge Drain inquiring about live witnesses at TRO hearing (.30); edit email to opposing counsel regarding depositions prior to TRO hearing (.30); read cases controlling false advertising issues in Second Circuit (2.50); read cases in Second Circuit on law governing standards for grant of TRO and PI (3.00); read multiple emails from client regarding Charter door-to-door campaign to deceive consumers into switching (.50); telephone conference with S. Reisman, S. Rochester and T. Sims to discuss strategy for TRO hearing (.80); telephone conference with T. Foudy, S. Rochester, and T. Sims re: same (.40); conference with K. Lockhart to discuss door-to-door campaign (.50)	8.90
09 Apr 19	Lockhart, Kristin	Teleconference with team regarding preparation for TRO hearing (.80); discuss with T. Ross regarding new campaign by Spectrum (.50); research evidentiary issues for reply brief and TRO hearing (1.30); review case law cited in opening brief (.50); research case law for support for reply brief and TRO hearing (3.90)	7.00
09 Apr 19	Thompson, Grace	Continue researching preliminary injunction and temporary restraining order precedent in this court (.80); review local and federal rules on affidavits (.30);	4.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review docket status for Motion for TRO and accompanying pleadings (.30); research objections filed in Windstream case (.30); research document request and deposition notice precedents (1.50); research discovery service rules in SDNY Bankruptcy Court (.30); research Windstream motions to reject contracts and leases filed thus far (.80); revise working group list (.20)	
09 Apr 19	Reisman, Steven	Review of discovery request, update re: case law and review notice of hearing re: filing documentation under seal (1.40); call regarding Monday's TRO hearing with T. Ross, S. Rochester, and others (.80); preparation for testimony and coordination for Monday's TRO hearing (2.20)	4.40
09 Apr 19	Foudy, Theresa	Confer with S. Rochester, T. Ross, and T. Sims on preparation for TRO hearing (.40)	0.40
09 Apr 19	Rochester, Shaya J.	Prepare agenda for team call (.50); attend to emails from client regarding new door to door campaign launched by Charter and how to incorporate into the TRO application (1.40); call with S. Reisman and T. Ross re: Charter deposition request, requirement for live testimony, reply brief and discovery (.80); attend to issues re: depo prep, planning and strategy (1.40); prepare email re: staffing (.30); attend to issues bonding requirement under FRCP (.50); attend to issue re: audio transcriptions and submitting to court (1.10); review and provide comments on supplemental brief in support of TRO application (1.40); review and provide further comments on documents request and deposition notice (1.20); call with T. Foudy and T. Ross re: court issues and attend to follow-up (.40); communications with UCC and DIP Lender re: support for TRO application (.40); multiple emails throughout day with client regarding TRO application (1.20); assist in deposition prep for L. Langston (2.10); research TROs issued by Judge Drain (.80)	13.50
10 Apr 19	Siena, Marie	E-file motion to seal with exhibits and prepare chambers copies (1.00)	1.00
10 Apr 19	Sims, Tami Kameda	Continue to prepare and revise supplemental declaration in support of TRO (.80); continue preparation of exhibits for supplemental declaration (.70); prepare and revise draft direct examination of Windstream's witness (.50); prepare and revise draft cross examination of Windstream's witness (.90); exchange correspondence with client regarding discovery (.20); revise document requests to Charter (.40); revise deposition notice to Charter (.30); call with S. Rochester re: strategy regarding discovery and depo prep (.80); exchange correspondence with client regarding preparation for TRO hearing (.40); call with	6.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Apr 19	Cameron, Camille A.	S. Rochester regarding creditors' committee (.30); prepare for TRO hearing (.50); analyze legal research findings for issues relating to reply brief (.40); confer with K. Lockhart regarding draft reply brief (.30) Review TRO filing and exhibits re redactions (.80); prepare direct-examination questions for L. Langston (1.80); prepare cross-examination questions for L. Langston (.90)	3.50
10 Apr 19	Ross, Terence P.	Draft argument for TRO hearing (4.30); draft opening statement for TRO hearing (2.80); read and edit draft Parish Declaration and emails regarding same (1.00); read and exchange emails regarding supplemental declaration related to Charter's door-to-door campaign (.50); read and exchange emails regarding witness preparation (.30); read cases on use of hearsay in TRO proceedings (1.30); read draft cross-exam questions for preparation of L. Langston (1.00); read email from client regarding witness preparation (.30); telephone conference with counsel for Debtor in Possession Funder regarding coordination of strategy on TRO hearing (.50)	12.00
10 Apr 19	Lockhart, Kristin	Review and analyze case law relating to potential defense in reply brief (3.30); research case law in support of reply brief (4.00); review and distinguish case law for reply brief (2.00); discussion with T. Sims regarding research of case law for reply brief (.30)	9.60
10 Apr 19	Thompson, Grace	Review and revise redactions on previous pleadings (2.50); review revised pleadings on docket to ensure proper redaction (1.20); coordinate refiling of pleadings (.40); draft Notice of Hearing on Sealing Motion (.80); review Chambers rules for electronic devices (.30) coordinate internally and draft proposed order on the same (1.10); draft and revise Supplemental Declaration of Lewis Langston including redactions (1.60); coordinate with KCC regarding new pleadings and affidavits of service (.50); update Working Group List as needed (.20)	8.60
10 Apr 19	Reisman, Steven	Prepare for re: upcoming temporary restraining order hearing and discovery in connection with TRO hearing, need for witness preparation testimony to be given at Monday's TRO hearing and exchange of emails with client re: same (.60); discussions with S. Reisman re: same (.50); review document request and deposition notice in connection with preliminary injunction hearing related to Charter adversary proceeding and note comments and follow up re: same (.80); participate in calls with Judge Drain's chambers re: scheduling, notice, and availability of court and other technical issues in connection with Monday's temporary restraining order hearing (.40); emails and	4.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		follow up re: Debtor in Possession lender and Creditors Committee participation in connection with Windstream vs Charter adversary proceeding related to violations of the automatic stay and request for temporary restraining order (.80); discussions with L. Marinuzzi re: same (.20); discussions with Kirkland & Ellis re: scheduling and general update on facts of Windstream case including Monday's TRO hearing and coordination re: factual background of chapter 11 filing and stability of company (.40); review questions per Lewis direct testimony provide comments (.80)	
10 Apr 19	Foudy, Theresa	Review and respond to email from G. Thompson regarding service of discovery requests (.10); attend to matters regarding redactions of filed documents and replacement of previously-filed documents, including calls with court personnel regarding same (1.10)	1.20
10 Apr 19	Rochester, Shaya J.	Attend to issues re: re-redacted pleadings (.90); attend to issues re: logistics and strategy for hearing on Monday (.80); call with DIP Lender counsel re: support of TRO application (.50); review communications re: with UCC support of TRO application (.50); call with T. Sims re: same (.30); review and provide comments on Supplemental Lewis Declaration (1.20); review and provide comments on Deposition Notice (.90); review and provide comments on Document Request (1.10); call with T. Sims re: strategy for serving discovery (.30); prepare for depositions preparation sessions (1.20); office conference with S. Reisman re: comments on discovery (.50); attend to issues clawback letters (.90); review and provide comments on direct and cross-examination scripts (1.70); call with T. Sims re: discovery and depo prep (.50); attend to issues re: bonding requirements (.50); coordinate TRO logistics (.80)	12.60
10 Apr 19	Wang, Thomas	Circulate calendar notices for the hearing preparation sessions for L. Langston (.20)	0.20
11 Apr 19	Sims, Tami Kameda	Finalize written discovery and serve on Charter's counsel (.40); call S. Rappoport regarding creditors' committee (.10); exchange correspondence with client on witness preparation (.20); prepare correspondence to client regarding discovery and supplemental declaration (.10); analyze legal research findings for reply brief (.50); conduct witness preparation session with client (1.50); analyze opposition and strategize additional legal research issues needed for the reply with team (2.00); strategize regarding additional legal research issues for reply with K. Lockhart (.50); analyze legal research findings for reply brief and incorporate into reply (1.80); prepare reply brief for	10.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Apr 19	Yong, Paul S.	Motion for TRO (3.40) Conduct legal research (3.80); draft email memorandum concerning federal securities law issues in connection with TRO briefing (1.00)	4.80
11 Apr 19	Cameron, Camille A.	Prepare cross-examination questions for L. Langston (.20); draft amended complaint (2.00); draft factual background section for reply (.60); draft legal argument sections for reply (1.80); research case law for reply (3.30)	7.90
11 Apr 19	Velez, Melissa	Legal research for reply in support of temporary restraining order (8.20)	8.20
11 Apr 19	Ross, Terence P.	Analyze Charter opposition to Motion for TRO and consider rebuttal argument (2.00); continue to draft argument for TRO hearing (2.30); edit and revise notes regarding witness cross-examination (.80); read and respond to multiple emails regarding serving discovery on Charter prior to Rule 26(f) Conference (.30); read Charter opposition to Motion for TRO (2.00); read Supplemental Declaration of L. Langston (.50); review and analyze supplemental exhibits filed with Court (.50); telephone conference with S. Reisman regarding obtaining Court permission to serve early discovery (.30); telephone conference with S. Reisman regarding strategy for TRO (.50); telephone conference with S. Rochester and T. Sims regarding rebuttal of 10k argument (.30); telephone conference with S. Rochester regarding witness for TRO (.30); telephone conference with S. Rochester to discuss request to Judge Drain for early service of discovery and edit email regarding same (.50)	10.30
11 Apr 19	Lockhart, Kristin	Research and draft standards section for reply brief (2.30); perform further research and draft additional sections for reply brief (2.70); discuss with T. Sims strategy for drafting reply to opposition (.50); review and analyze charter opposition to Windstream' TRO (.80); research case law regarding elements for establishing entitlement to emergency relief (.60); research recent case law and draft sections of reply in support of Windstream motion for emergency relief (4.00)	10.90
11 Apr 19	Thompson, Grace	Review and revise redactions in Supplemental Langston Declaration (1.00); prepare Supplemental Declaration and exhibits for filing (.20); draft and revise Motion to Seal Supplemental Declaration (1.70); coordinate contact information with client and revise Working Group List (.50); draft cover letters to Chambers and Court Clerk for Thursday 4/11 filings (.50); draft Notice of Hearing on the Motion to Seal the Supplemental Declaration (.50); coordinate formatting and filing of pleadings and submissions to chambers	13.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Apr 19	Reisman, Steven	(1.20); revise agenda for hearing (.40); read and analyze Charter opposition brief (2.00); revise TRO/order to show cause (1.60); draft automatic stay section for Debtors' reply brief (1.20); review Charter's 2009 ch. 11 docket, analyzing company statements on likelihood of successful restructuring (2.50); draft cover letter to Chambers and Court Clerk for 4/12 filings (.30)	4.80
11 Apr 19	Rochester, Shaya J.	Review and follow up re: matters related to discovery, TRO hearing and complaint and general update on status (1.10); follow up re: reaching out to creditors committee counsel re: joining in with respect to relief requested in TRO and preliminary injunction (.40); coordination re: preparing for opposition by Charter to Windstream TRO and assembling team to address same (.60); discussions with T. Ross re: matters related to serving discovery and next steps (.30); discussion with T. Ross re: strategy for TRO, coverage of TRO hearing and overall TRO/preliminary injunction coverage and strategy (.50); review supplement declaration in connection with upcoming TRO hearing (.40); review emails related to same as well as follow up re: opposition brief by Charter to relief requested and review of same (1.10); coordination re: coverage for TRO hearing by T. Ross and Katten litigation team (.20); correspondence with bankruptcy court re: TRO discovery and discovery related to preliminary injunction (.20)	15.30
11 Apr 19	Wang, Thomas	Review Supplemental Langston Affidavit (.90); review and provide comments on direct and cross-examination scripts (1.40); correspondence with Chambers re discovery requests (.50); communications with T. Sims re UCC pleading (.40); call with team regarding discovery issues (.70); finalize and serve discovery (.50); communications with DIP Lender re TRO request (.40); prepare sealing motion for Supplemental Declaration (.50); review news articles regarding Windstream Chapter 11 filing (.50); attend depo prep session with client (.90); review Charter Opposition Brief (.90); prepare detailed summary of Charter Opposition Brief (1.40); call with team to discuss Charter Opposition Brief (.60); update cross-examination script (1.30); update re-direct script (.80); prepare insert for automatic stay section of Reply Brief (1.80); call with R. Zelikoff re securities law issues (.50); prepare notice of hearing on motion to seal supplemental declaration (.50); review Charter 2009 10-K (.80)	3.00
		Prepare multiple updates to the TRO/Charter Complaint pleadings binder throughout the day (1.50);	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Apr 19	Sims, Tami Kameda	research news articles relating to Windstream's chapter 11 filing, focusing specifically on articles that portray Windstream negatively or refer to "uncertainty" (1.20); arrange live line for 4/16 hearing (.10); file Notice of Hearing for Sealing Motion [Adv. Doc. No. 15] (.20) Analyze legal research findings for reply brief and incorporate into reply brief (1.10); analyze Charter's 10K 2009 filing (.30); analyze Windstream's 2018 10K filing (.50); continue to prepare reply brief to Motion for TRO (2.70); telephone conference with team to discuss reply brief (.80); revise reply brief to Motion for TRO to add additional arguments and revise existing arguments (3.10); finalize reply brief and exhibit A for filing (.60); revise cross examination preparation for Windstream's witness (.20); attend preparation session for Windstream's witness (.60); prepare and revise proposed amended complaint (.60); revise order to show cause (.20)	10.70
12 Apr 19	Cameron, Camille A.	Research case law for reply (2.40)	2.40
12 Apr 19	Velez, Melissa	Legal research for reply in support of temporary restraining order (3.60)	3.60
12 Apr 19	Ross, Terence P.	Continue to revise draft reply brief in support of motion for TRO (1.30); draft email to K. Smith regarding reply brief (.30); draft revisions to witness preparation (.80); incorporate reply brief arguments into TRO hearing Opening and Closing statements (3.00); make final edits to draft reply brief in support of Motion for TRO (2.00); prepare witness for testimony at TRO hearing (.80); read and edit draft reply brief in support of motion for TRO (1.70); conference with team re: items to address in reply brief (.80); read brief by Creditors in Support of Motion for TRO (1.00); telephone conference with client and S. Rochester regarding response to Charter discovery (.80)	12.50
12 Apr 19	Lockhart, Kristin	Research additional case law regarding evidentiary showing for emergency relief (1.40); draft email to T. Sims with results of research and relevant section to include in reply brief (2.60); review and revise reply brief in support of preliminary injunction and temporary restraining order (.80); attend teleconference with S. Rochester, T. Sims, and T. Ross strategizing remaining items to address in reply brief in support of motion for preliminary injunction and TRO (.80); draft footnote for reply brief regarding standard for injunctive relief (.40)	6.00
12 Apr 19	Thompson, Grace	Coordinate filing of pleadings and submissions to Chambers and the Clerk of Court (1.10); revise agenda for hearing (.20); review rules on revising proposed orders (.30); prepare materials for preparation session	7.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with witness (3.00); prepare materials for hearing on Monday 4/15 (2.00); calls with S. Rochester to discuss same (.40)	
12 Apr 19	Reisman, Steven	Review and edit reply brief in support of temporary restraining order; continued follow up with respect to reply to brief in support motion for temporary restraining order and note comments to same (1.10); strategize re: discovery in connection with preliminary injunction and service of same (.40); call with S. Rochester re: coordination with first lien lenders and unsecured creditors committee re: joining in relief requested by debtors and attend to matters with respect to UCC's support of relief request with respect to temporary restraining order and next steps with respect to same (.80); review of brief of official committee of unsecured creditors in support of temporary restraining order (.70); prepare for upcoming hearing in connection with TRO (1.10)	4.10
12 Apr 19	Rochester, Shaya J.	Review and provide comments on Reply Brief (3.10); call with T. Ross and T. Sims to discuss Reply Brief (.80); call with client and T. Ross re discovery and attend to follow-up (1.00); call with chambers regarding protocol for filings (.30); review Exhibit Binders (.30); review pleading in support from UCC (.30); review and provide comments on updated Reply Brief (2.30); prepare agenda for filing (.50); prepare for depo prep call with client (.50); attend depo prep call with client and attend to follow up (1.00); call with S. Reisman to discuss UCC reply and Debtor Reply (.80); calls with G. Thompson to discuss hearing prep (.40)	11.30
13 Apr 19	Sims, Tami Kameda	Strategize regarding cross-examination of Charter employee (.40); prepare for TRO hearing (.40); review revised temporary restraining order and order to show cause setting preliminary injunction and prepare correspondence to T. Ross regarding revisions to same (.50); prepare and revise draft cross-examination of Charter representative (.30); analyze new factual information from client (.50); review discovery propounded to Windstream from Charter (.20); revise cross-examination outline for Windstream's witness (.50); strategize regarding evidence to use for TRO hearing and witness examinations (.30); continue to prepare re-direct examination outline for Windstream's witness (.30); travel time from Los Angeles to New York, billed at half time the total amount (2.40)	5.80
13 Apr 19	Cameron, Camille A.	Prepare cross-examination outline for Charter representative (3.70)	3.70
13 Apr 19	Velez, Melissa	Analyze opposition motion exhibits for temporary restraining order hearing (.60)	0.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		emails with S. Rochester, T. Sims and K. Lockhart regarding work on PI and schedule going forward (1.00); multiple telephone conferences with client regarding TRO decision (.50); prepare L. Langston for testimony at TRO hearing (2.00); represent Windstream at TRO hearing (5.50); review and edit revised TRO (1.00); review and revise report on TRO describing parameters of prohibition and work on discovery to be performed (1.00); review draft cross-examination for TRO hearing (1.50); travel from NYC to D.C. return from TRO hearing (2.50)	
15 Apr 19	Lockhart, Kristin	Research case law regarding matters for Windstream TRO hearing (2.80);	2.80
15 Apr 19	Thompson, Grace	Travel to SDNY White Plains Courthouse (billed at half time) (1.00); attend Windstream hearing on TRO (5.50); travel time from SDNY White Plains Courthouse (billed at half time) (1.30); revise Order to Seal to more closely mirror Judge Drain's Order to Seal in Sears case (2.00)	9.80
15 Apr 19	Reisman, Steven	Participate in portion of court hearing by telephone re: TRO motion request for relief and matters related to sealing motion and entry of TRO order and determination by Judge Drain of matters related to requested relief (2.20); follow up with Katten team re: next steps, summary for client and strategy going forward (.30)	2.50
15 Apr 19	Rochester, Shaya J.	While traveling to hearing on TRO Motion, preparing for oral argument and reviewing relevant cases and statutes (1.30); prepare for TRO hearing, including meeting with client and discussions with T. Ross and T. Sims (2.80); attend and participate at TRO hearing (2.50); travel back from hearing (billed at half time) (.50); prepare summary of hearing for client (1.00); revise TRO Order to reflect instructions from Judge (1.20); revise Sealing Order to reflect instructions from Judge (1.00); incorporate further changes to revised TRO (.80); call with S. Reisman re TRO (.30); further changes to TRO based on comments from team (.80); changes to Sealing Order based on comments from team (.30)	12.50
16 Apr 19	Mandell, Floyd A.	Exchange emails with T. Kameda Sims and S. Reisman regarding next step/strategy (.50)	0.50
16 Apr 19	Sims, Tami Kameda	Strategize regarding discovery propounded to Windstream and additional deposition topics for Charter's 30(b)(6) (.50); strategize with S. Reisman and F. Mandell regarding preliminary injunction hearing and discovery and briefing needed for that hearing (.40); analyze proposed TRO order submitted by Charter (.20); prepare correspondence to Chambers regarding Charter's revisions and Windstream's	4.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Apr 19	Ross, Terence P.	objections thereto (.50); exchange correspondence with Chambers and J. Kingston regarding Charter's proposed TRO order (.20); strategize regarding response to Judge Drain on the proposed TRO Order (.10); analyze entered TRO order (.10); travel from New York to Los Angeles, billed at half time (2.60) Draft Settlement position memorandum for client to consider in settlement discussions (.80); confer with K. Lockhart on TRO findings that can be used in PI Brief (.80); email exchange with S. Rochester regarding settlement (.30); email exchange with S. Rochester regarding Charter changes to TRO (.30); research law on extension of TRO (1.00); read as issued TRO (.50); telephone conference with S. Rochester regarding how to respond to Charter's TRO edits (.30); email exchange with S. Rochester regarding settlement (.30); compare as issued TRO to proposed TRO to identify Court changes (.50); review draft amended Complaint (1.80); multiple emails with T. Sims regarding PI hearing (.30); review and approve revised TRO for submission to Court (.50); email to opposing counsel regarding PI hearing (.30); telephone conference to Chambers regarding date for PI hearing (.30); review email from opposing counsel regarding waiver (.30); review and edit update to client regarding TRO as issued (.50); outline settlement potential discovery schedule to submit to opposing counsel (1.30)	10.10
16 Apr 19	Lockhart, Kristin	Discuss with T. Ross regarding TRO findings that can be used in PI brief and attend to follow up research (1.80)	1.80
16 Apr 19	Thompson, Grace	Review changes between TRO as entered and as submitted to the court (.30); review and coordinate affidavits of service and pro hac vice application (.20); research notice and approval procedures in DIP Credit Agreement and Interim Order Authorizing Post-Petition Financing (1.50)	2.00
16 Apr 19	Reisman, Steven	Conversations with S. Rochester and others in connection with next steps for obtaining preliminary injunction, limiting cost to client and discovery necessary in order to obtain preliminary injunction (.80); confer with F. Mandell and T. Sims re: same (.40) review emails related to communications with various Windstream customers re: Charter's efforts to move Windstream customers to Charter platform and listen to recordings re: same and follow up (.80); review TRO issued by bankruptcy court and various discussions with Katten team re: next steps, discovery and potential need for amended complaint (.80)	2.80
16 Apr 19	Rochester, Shaya J.	Communications with Chambers re entry of proposed	8.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		TRO and Sealing Order (.30); call with S. Reisman re discovery and briefing schedule (.30); communications with client regarding status of TRO and recent articles about TRO (.30); attend to issues re discovery and briefing schedule (1.60); attend to issues re potential settlement (.50); communications with Chambers regarding TRO and Sealing Orders (1.20); communications with Charter's counsel re same (.80); prepare update for client regarding TRO, scheduling, Charter discovery and settlement options (.80); ensure service of TRO in accordance with TRO order (.30); communications with client, T. Ross, and Katten team regarding entry of TRO and next steps (.90); review amended complaint (1.80)	
16 Apr 19	Wang, Thomas	Update S. Rochester's pleading binder with recent filings and other documents (.50)	0.50
17 Apr 19	Sims, Tami Kameda	Strategize with team regarding potential amended Complaint and expedited discovery (.80); call with T. Ross and client regarding discovery and proposed schedule for preliminary injunction hearing (.80); analyze information from client and exchange correspondence with client regarding same (.30); review interrogatory to Windstream propounded by Charter (.10); review information from client regarding request from Charter and exchange correspondence regarding same (.20)	2.20
17 Apr 19	Ross, Terence P.	Telephone conference with S. Rochester regarding PI (.30); review interrogatories propounded by Charter (.80); telephone conference with S. Rochester, T. Sims and K. Lockhart regarding amendment of Complaint, PI hearing and other issues (.80); review options for witness at PI hearing (.90); review case law on extension of TRO (1.00); preparation regarding hearing witnesses (1.50); email from S. Rochester regarding work needed on case (.30); telephone conference with T. Sims and K. Smith regarding production request from Charter (.80); telephone conference with J. Kingston to discuss schedule for discovery and briefing of P.I. (.80)	7.20
17 Apr 19	Lockhart, Kristin	Attend telephone conference with T. Sims, T. Ross and S. Rochester regarding amendments to complaint (.80)	0.80
17 Apr 19	Reisman, Steven	Attend to matter related to TRO and potential amended complaint, discovery in connection with preliminary injunction and follow up with S. Rochester re: various work streams, plan of action and moving forward in order to obtain relief on preliminary and permanent injunction and discovery re: additional violations by Charter of law and potential the temporary restraining order issued by Judge Drain (1.80)	1.80
17 Apr 19	Rochester, Shaya J.	Prepare summary of work-streams related to PI action	5.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
18 Apr 19	Lockhart, Kristin	business person to J. Dale (.50); edit and transmit email regarding "Last Mile" customers to opposing counsel (.80); read cases on standing for Creditor Committee to join adversary proceeding (2.30)	4.50
18 Apr 19	Thompson, Grace	Perform legal research viability of potential defenses to be raised by Charter (3.00); revise complaint to include additional claims (1.50)	4.60
18 Apr 19	Rochester, Shaya J.	Research standard for intervention in adversary proceedings (2.90); multiple discussions re: same with S. Rochester (.60); revise proposed Preliminary Injunction Order to more closely mirror Temporary Restraining Order as filed (1.10)	5.10
18 Apr 19	Arotzky, Allison	Attend to issues re business person to business person discovery request from Charter (.60); attend to issues re hearing transcript for TRO hearing (.40); attend to issues re scheduling TRO (.20); preliminary research re legal standards for intervention (.90); call with T. Ross re UCC intervention request (.50); call with S. Reisman re same (.30); attend to issues re new interrogatory served by Charter's counsel (.50); call with T. Sims to discuss discovery and scheduling (.30); analyze UCC intervention issues and calls with G. Thompson re same (1.40)	0.40
19 Apr 19	Sims, Tami Kameda	Review affidavit of service and respond to S. Rochester re: same (.10); locate and review precedent for stipulation allowing Committee to intervene (.30)	2.20
19 Apr 19	Thompson, Grace	Call with S. Rochester regarding creditors' committee (.50); prepare document requests to Charter (1.70)	5.90
19 Apr 19	Reisman, Steven	Research examples of responses to requests for production (.60); research examples of stipulations for intervention and discuss same with S. Rochester (2.10); research examples of orders where Judge Drain granted or denied requests to intervene (3.20)	1.70
19 Apr 19	Rochester, Shaya J.	Follow up with S. Rochester re: matters related to UCC intervention, next steps and call with attorneys from Morrison & Foerster law firm re: intervening in adversary proceeding (.50); follow up re: matters related to inquiry from Charter re: prior involvement in Charter bankruptcy case and responding to inquiries related to same (.60); follow up re: discovery and next steps in connection with preliminary injunction hearing (.60)	2.40
21 Apr 19	Sims, Tami Kameda	Attend to research re UCC intervention and scheduling call re same (.50); call with S. Reisman re UCC intervention and next steps (.50); call with G. Thompson re same (.40); review intervention cases found by G. Thompson (.50); call with T. Sims re UCC intervention (.50)	0.30
		Draft email to S. Reisman regarding case management (.30)	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Apr 19	Cameron, Camille A.	Review Charter's requests for production (.30); draft objections to Charter's requests for production (.60)	0.90
21 Apr 19	Ross, Terence P.	Review new research on creditor joinder and consider conclusions reached by S. Rochester regarding same (2.50)	2.50
21 Apr 19	Rochester, Shaya J.	Review correspondence missed over Passover relating to litigation against Charter (.50)	0.50
22 Apr 19	Sims, Tami Kameda	Review correspondence regarding discovery response to Charter's request for documents (.20)	0.20
22 Apr 19	Cameron, Camille A.	Draft objections and responses to Charter's requests for production (4.30); revise objections and responses to Charter's requests for production (1.10)	5.40
22 Apr 19	Ross, Terence P.	Email exchange with S. Rochester regarding creditor joinder (.30); read email from S. Rochester on creditor joinder (.30); email to J. Kingston regarding PI schedule and hearing (.30); review draft email setting out position of creditor joinder and comment on same (.50); review notice sent out by Charter to purportedly comply with TRO (.50); read email from S. Rochester regarding entry of order on Katten retention and review order (.30); email exchange with S. Rochester regarding PI witness and schedule (.30); draft email to S. Reisman and S. Rochester regarding opposing counsel cancellation of meet and confer (.30); exchange emails with J. Kingston, opposing counsel, regarding PI schedule and motion (.50); read email from S. Sullivan regarding recorded calls and update on confusion reports (.30)	3.60
22 Apr 19	Thompson, Grace	Draft stipulation for intervention between Windstream and the UCC (1.00); call with S. Rochester re same (.30)	1.30
22 Apr 19	Rochester, Shaya J.	Review and respond to emails from T. Ross re UCC intervention, litigation schedule and other issues (.60); call with Mofo re UCC intervention (.30); prepare email to client re same (.30); call with G. Thompson re preparing consensual stipulation re UCC intervention (.30); review and provide comments on intervention stip (1.20)	2.70
23 Apr 19	Sims, Tami Kameda	Analyze materials from client regarding potential document review (1.80); exchange correspondence with client regarding document production (.40); revise Windstream's response to Charter's document requests (.90); exchange correspondence with Charter's counsel regarding revised Langston declaration exhibits (.10); exchange correspondence with S. Rochester regarding order to show cause (.20); exchange correspondence with T. Ross regarding discovery and witness preparation (.20)	3.60
23 Apr 19	Cameron, Camille A.	Revise objections and responses to Charter's requests for production (.70); review Windstream documents in	1.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
23 Apr 19	Ross, Terence P.	preparation for production (.30) Review proposed creditor joinder stipulation (.50); read and respond to email from T. Sims regarding discovery and witness preparation (.30); telephone conference with J. Kingston regarding PI hearing (.30); review record of contacts with opposing counsel (1.00); draft email to S. Rochester and T. Sims regarding call with opposing counsel (.30); telephone conference with K. Smith regarding Rule 30(b)(6) deponent and PI hearing (.50); telephone conference with S. Rochester regarding submission of Show Cause Order to Judge Drain (.30); attend to issues re: joinder of creditors (1.00); review and approve revised Show Cause Order (.50); telephone conference with J. Kingston, opposing counsel, regarding PI hearing and possibility of Agreed injunction (.50); read email by S. Rochester to Deputy Court Clerk (.30); review and edit draft Show Cause Order for PI hearing (.80)	6.30
23 Apr 19	Thompson, Grace	Revise proposed Show Cause Order (.30); review Show Cause Order as entered (.20)	0.50
23 Apr 19	Reisman, Steven	Update re: matters related to discovery in connection with upcoming preliminary injunction hearing and coordination re: same (.40)	0.40
23 Apr 19	Rochester, Shaya J.	Call with T. Ross re submission of Order to Show Cause to Chambers (.30); prepare email to Chambers re: same (.30); review revised Show Cause Order and correspond with T. Sims re: same (.30)	0.90
24 Apr 19	Larsen, Ryan	Call with T. Sims re: 30(b)(6) deposition of Charter (.10); review and analyze complaint, motion, opposition, reply, exhibits to prepare for deposition (3.50)	3.60
24 Apr 19	Sims, Tami Kameda	Continue to revise Windstream's responses to Charter's request for documents and send to client (.50); exchange correspondence with client regarding discovery responses (.30); analyze information provided by client for potential production (3.20); exchange correspondence with client regarding materials for potential production (.80); exchange correspondence with C. Cameron regarding processing documents for production (.30); call with R. Larsen regarding Charter's 30(b)(6) (.10); strategize regarding review protocol for review of Charter's document production with J. Hill (.20); emails with S. Rochester re: same (.20); exchange correspondence with client regarding deposition preparation (.20); call with T. Ross and S. Rochester regarding discovery and depositions (1.00); exchange correspondence with court reporter regarding instructions for transcriptions of recordings (.30); preparation for defense of Windstream's 30(b)(6) deposition (.20)	7.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
24 Apr 19	Hill, Joanna M.	Strategize with T. Sims re impending document productions (.20)	0.20
24 Apr 19	Cameron, Camille A.	Review and prepare Windstream documents for production (4.90); emails with T. Sims and S. Rochester re: same (.40)	5.30
24 Apr 19	Ross, Terence P.	Address discovery issues raised by P. Anderson and S. Sullivan (.50); draft email to S. Rochester and T. Sims regarding discovery (.30); draft lengthy email to K. Smith regarding agreement reached with opposing counsel (.80); draft responses and objections to Charter Rule 30 (b)(6) topics (2.30); edit Rule 30(b)(6) topics to comply with Court's Show Cause Order (2.50); email exchange with K. Smith regarding deposition (.30); email exchange with S. Rochester regarding discovery (.30); read email from P. Anderson regarding document production (.30); review and edit draft objections to document production (1.00); review Rule 30(b)(6) topics for L. Langston to prepare on and email to K. Smith regarding same (1.00); review Show Cause Order issued by Judge Drain (.50); telephone conference with S. Rochester and T. Sims regarding discovery (1.00)	10.80
24 Apr 19	Thompson, Grace	Draft topic guidelines for review of Charter documents and confer with S. Rochester re: same (.70)	0.70
24 Apr 19	Reisman, Steven	Follow up re: discovery related to Charter preliminary injunction hearing, scheduling of depositions and strategy re: obtaining relief or settlement (.30); update re: Windstream discovery responses and review emails from various people re: same including T. Sims and P. Anderson at Windstream (.30)	0.60
24 Apr 19	Rochester, Shaya J.	Call with T. Ross and T. Sims re discovery and hearing schedule and attend to follow-up (1.10); communications with G. Thompson and T. Sims re review of Charter documents (.60); attend to issues re UCC intervention (.30); communications with client regarding entry of Order to Show Cause (.30); compare OSC to proposed OSC (.30); review and respond to emails regarding document production (1.20); attend to issues re review of Charter document production (.60); communications with reviewers of Charter documents (.40)	4.80
24 Apr 19	Wang, Thomas	Circulate internal calendar notices for multiple dates relating to the Preliminary Injunction Request (.90)	0.90
25 Apr 19	Larsen, Ryan	Review transcript of TRO hearing to prepare for 30(b)(6) deposition (4.00); draft deposition outline re same (3.00)	7.00
25 Apr 19	Sims, Tami Kameda	Analyze additional materials from the client regarding the document production (1.10); exchange correspondence with the client regarding Windstream's document production (1.50); analyze and prepare	6.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		documents for Windstream's document production (1.60); call with S. Rochester and review team regarding strategy for document review protocol (.70); exchange correspondence with court reporter vendor regarding transcription of customer call recordings (.50); exchange correspondence with client regarding redactions to transcripts (.30) call with Charter's counsel regarding document productions and depositions (.50); prepare correspondence to Charter's counsel regarding the parties' agreements regarding discovery (.20)	
25 Apr 19	Hill, Joanna M.	Analyze prior TRO briefing (1.00); conference call with team re upcoming document productions (.60); begin preparations for upcoming document review (.50)	2.10
25 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (.80)	0.80
25 Apr 19	Velez, Melissa	Conference call re: document review (.60); redact customer call transcripts for document production (.90); redact documents for production for privileged content (1.10); review documents for production (1.70); review temporary restraining order filings and hearing transcript for document review (.70)	5.00
25 Apr 19	Oplinger, Rachel A.	Review Windstream's motion for temporary restraining order in preparation for conference to discuss Charter document review (1.40); phone conference with S. Rochester, T. Sims, J. Nussbaum, G. Thompson, J. Hill, and M. Velez to discuss Charter document review (.60); review lists of key topics for Charter document review from G. Thompson and T. Sims (.50); review template for Charter document review notes from G. Thompson (.10)	2.60
25 Apr 19	Ross, Terence P.	Conference with K. Lockhart to discuss drafting Rule 30(6)(b) Notice (.30); develop uniform definitions to use in Rule 30(6)(b) Notice to Charter (1.30); draft lengthy email to T. Sims regarding document production and deposition (.50); draft outline of deposition of Charter representative (1.00); email exchange with S. Rochester regarding Creditor joinder (.30); prepare general objections anticipated for Rule 30(6)(b) topics (1.00); read and respond to multiple emails relating to document production among following team: T. Sims, S. Sullivan, P. Anderson, A. Thompson, J. Nussbaum and J. Hill (3.00); read and respond to question posed by opposing counsel regarding Rule 30(6)(b) depositions (.50); read email from S. Sullivan regarding document production (.30); read email from T. Sims regarding document production (.30); read multiple emails regarding Charter's document production and consider how to	10.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Apr 19	Lockhart, Kristin	conduct interview (.80); revise and edit Rule 30(6)(b) Notice to be propounded to Charter (1.50) Discuss with T. Ross regarding objections to Charter 30(6)(b) notice and Windstream's own 30(6)(b) notice of deposition topics (.30); draft email to word processing regarding instruction for creating shells for notices and objections to 30(6)(b) deposition topics (.65); draft revised 30(6)(b) notice of deposition and topics for Charter Communications Operating LLC (1.70)	2.50
25 Apr 19	Thompson, Grace	Research federal, local, Case Management Order, and Chambers rules on notices of presentment (.30); review precedent for notice of presentments on stipulations (.40); draft notice of presentment for stipulation on UCC intervention (.80); attend internal conference call planning review of Charter documents (.60); correspond with Katten attorneys coordinating document review (.50); draft and revise case calendar (.80)	3.40
25 Apr 19	Nussbaum, Jake	Review motion for TRO papers in preparation of documents review (.60); review TRO opposition papers in preparation of document review (.30); review reply memorandum in support of TRO in preparation of document review (.50); review transcript from TRO hearing in preparation of document review (2.10); attend conference call with S. Rochester and T. Sims to discuss upcoming document production and review (.60)	4.10
25 Apr 19	Rochester, Shaya J.	Attend to issues re UCC intervention (.30); attend to issues re review of Charter documents (.50); attend to issues re case calendar (.30); attend call with team re Charter document production and attend to follow-up (1.00); communications with client re UCC intervention (.30)	2.40
25 Apr 19	Arotsky, Allison	Review procedures re: submitting a stipulation for intervention to the Court with G. Thompson (.50)	0.50
26 Apr 19	Konrath, Adriane	Load data and images relating to volume VOL001 to the Charter databases on the network (.50)	0.50
26 Apr 19	Larsen, Ryan	Phone conference with T. Ross re 30(b)(6) deposition (.40); review deposition notice and categories (.40); conduct research re Charter witness, Charter website, and advertising campaigns (1.20); draft deposition outline (2.60)	4.60
26 Apr 19	Sims, Tami Kameda	Analyze materials from client for document production (.90); call for deposition preparation with client and Windstream's deposition witness (1.60); exchange correspondence with client regarding document production (.80); revise written response to Charter's document requests and prepare same for service (.80); analyze documents and prepare documents for	8.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
26 Apr 19	Hill, Joanna M.	Windstream's document production (1.90); exchange correspondence with J. Hill regarding Windstream's document production (.50); exchange correspondence with Charter's counsel regarding Charter's document production (.40); exchange correspondence with Charter's counsel regarding transcripts of customer calls (.20); strategize regarding document review protocol for Charter's document production (.50); exchange correspondence with J. Hill regarding review protocol for Charter's document production (.30); exchange correspondence with C. Cameron regarding production of transcripts of customer calls (.30)	10.40
26 Apr 19	Cameron, Camille A.	Review documents for production in response to RFP No. 24 (.50); redact privilege material (4.80); strategize with document review team re weekend assignments (.40); prepare review strategy for Charter's first round of document production (1.80); respond to numerous emails from T. Sims and review team re document review questions (2.20); redact transcript of customer phone calls for private information (.70)	6.40
26 Apr 19	Velez, Melissa	Continue to review and prepare Windstream documents for production (5.80); review and respond to emails from T. Sims re: customer call transcripts (.60)	1.30
26 Apr 19	Oplinger, Rachel A.	Review documents for production for privileged content and emails with J. Hill re same (1.30)	5.20
26 Apr 19	O'Brien, Catherine E.	Review affidavit of L. Langston in support of Windstream's motion for temporary restraining order in preparation for Charter document review (.30); review supplemental affidavit of L. Langston in support of Windstream's motion for temporary restraining order in preparation for Charter document review (.20); review Charter's opposition to Windstream's motion for temporary restraining order in preparation for Charter document review (1.70); review Windstream's reply to Charter's opposition to Windstream's motion for temporary restraining order in preparation for Charter document review (.70); review transcript from hearing on Windstream's motion for temporary restraining order in preparation for Charter document review (1.10); attend review protocol call with J. Hill (.40); review approximately 20 emails produced by Charter (.80)	2.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		documents produced by Charter (.60); review approximately 190 emails produced by Charter (3.70); phone conference with J. Hill re: same (.10); review approximately 300 marketing materials produced by Charter (3.20)	
27 Apr 19	O'Brien, Catherine E.	Review approximately 150 documents produced by Charter and related communications with review team (3.80); review approximately 90 documents produced by Charter and related communications with review team (2.00); review approximately 127 documents produced by Charter and related communications with review team (1.90); review approximately 528 documents produced by Charter and related communications with review team (2.50)	10.20
27 Apr 19	Ross, Terence P.	Analyze/strategize re: how newly found Charter documents in PI brief (2.30); email exchange with S. Rochester regarding Charter 30(b)(6) deposition (.30); email to C. Cameron regarding progress on transcription of Call Center calls (.30); read multiple emails from document review team of types of documents being found (.30); review "hot" documents uncovered in Charter document production (1.00); review additional "hot" documents from Charter production (1.00)	5.20
27 Apr 19	Motsinger, Katherine	Identify and tag critical documents defendant produced (3.00); review of documents defendant produced related to plans to capitalize on Windstream's bankruptcy (1.50); review of relevant pleadings to ascertain which documents defendant produced support Windstream's position (.50)	5.00
27 Apr 19	Thompson, Grace	Review approximately 450 documents from first batch of Charter document production and communications with review team (2.90); review approximately 200 additional documents from first batch of Charter documents and communications with review team (2.10); review approximately 75 "queried" documents from first batch of Charter documents (1.50); review approximately 600 documents from second batch of Charter documents (3.40)	9.90
27 Apr 19	Nussbaum, Jake	Review 466 documents from first Charter production for docs re: Windstream and related communications with review team (3.20); review 220 additional documents from first production for docs re: Windstream (1.60); review 42 documents that were marked query in first production for docs re: Windstream (.60); review 684 documents from second Charter production for docs re: Windstream (2.80); review 530 additional documents from second production for documents re: Windstream (2.60)	10.80
27 Apr 19	Rochester, Shaya J.	Review and respond to missed correspondence,	1.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		including hot docs, Charter objections to Windstream RFP and Charter 30b6 deposition notice (1.70)	
27 Apr 19	Wang, Thomas	Circulate updated calendar notices re: Langston deposition (.20)	0.20
28 Apr 19	Konrath, Adriane	Prepare document production data and converting docs to PDFs and prepare tag report for Hot documents (1.50)	1.50
28 Apr 19	Larsen, Ryan	Review and analyze select documents from Charter document production to prepare for 30(b)(6) deposition (1.20)	1.20
28 Apr 19	Sims, Tami Kameda	Exchange correspondence with J. Hill regarding document review protocol and review of Charter's document production (.70); exchange correspondence with C. Cameron regarding production of transcripts of customer calls (.30); exchange correspondence with Epiq regarding transcription of customer calls (.20); analyze summary of review of Charter's document production and initial review of documents from Charter's production (1.10); prepare correspondence to client regarding Charter's document production (.40); analyze transcripts of Windstream's customers and prepare correspondence to client regarding same (.30)	3.00
28 Apr 19	Hill, Joanna M.	Analyze transcripts of customer service calls (1.50); redact sensitive private information from transcripts (2.80); identify key information in transcripts and draft summary (2.70); identify and analyze key documents produced by Charter (1.60); summarize key documents (1.40); respond to multiple emails from T. Sims and team re document production (2.20)	12.20
28 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (9.90); correspond with T. Sims re: same (.50)	10.40
28 Apr 19	O'Brien, Catherine E.	Review Charter documents tagged "NA" in Concordance by Katten reviewers to find and pull the documents that were corrupt (.30); conduct targeted searches in Concordance to find and pull the corrupt documents produced by Charter (.80)	1.10
28 Apr 19	Ross, Terence P.	Draft initial objections to Charter Rule 30(b)(6) deposition topics (2.50); follow up on possible TRO violation by Charter at Wal-Mart (.30); read multiple emails regarding call center transcript redaction (.30); review newly found Charter "hot" documents indicating intent to deceive customers (1.00); read lengthy email from J. Hill regarding "super hot" documents uncovered during Charter document review (.50)	4.60
28 Apr 19	Thompson, Grace	Review redacted Windstream customer service call transcripts A-1, A-2 and A-3 identifying key exchanges and related communications with J. Hill (1.50); review and redact transcript D1 (1.10); review	3.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		and redact transcript B3 (1.00)	
28 Apr 19	Rochester, Shaya J.	Begin review of hot docs (.90)	0.90
29 Apr 19	Konrath, Adriane	Prepare document production data (.40)	0.40
29 Apr 19	Rossing, Carl	Review documents in Concordance Charter database for technical issues (.90)	0.90
29 Apr 19	Larsen, Ryan	Review Charter produced documents (3.40); prepare deposition examination outline for Charter 30(b)(6) deposition and related emails with T. Ross (3.30); call with T. Ross, T. Sims, and S. Rochester re: same (1.50)	8.20
29 Apr 19	Sims, Tami Kameda	Analyze documents and prepare deposition exhibits for deposition of Windstream's witness (2.90); call with T. Ross, S. Rochester, and R. Larsen regarding the depositions of Windstream's and Charter's witnesses (1.50) call with client regarding deposition preparation (.60); exchange correspondence with C. Cameron regarding production of Windstream's documents (.40); analyze materials from client (.30); exchange correspondence with client regarding Windstream's document production (.50); prepare correspondence to Windstream's witness regarding deposition (.30); prepare deposition outline of Windstream's witness (1.90)	8.40
29 Apr 19	Hill, Joanna M.	Redact transcripts of calls for production (5.70); strategize with C. Cameron re: document productions (1.20); identify and summarize additional key documents (1.10); prepare for upcoming depositions (1.20); identify and compile deposition exhibits (2.10); correspond with clients re: discovery updates (.80)	12.10
29 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (4.70); emails with T. Sims and T. Ross re: same (.50); communications with J. Hill re: same (1.20) draft emails to opposing counsel re Windstream document production (.20)	6.60
29 Apr 19	Velez, Melissa	Redact customer call transcripts for personal information (3.80)	3.80
29 Apr 19	Ross, Terence P.	Draft email to K. Smith describing negotiations on agreed PI (.80); email exchange with C. Cameron regarding transcription of call center calls (.30); email to J. Glasser regarding Rule 30(b)(6) deposition of Charter (.30); email to R. Larsen regarding Charter Rule 30(b)(6) deposition (.30); emails to J. Glasser regarding deposition (.30); telephone conference with S. Rochester, T. Sims and R. Larsen regarding intervention, depositions document production and briefing (1.50); telephone conference with S. Rochester regarding UCC joinder (.30); telephone conference with S. Rappaport of UCC and S. Rochester regarding Stipulation of Joinder(.30); telephone conference with opposing counsel, J. Kingston, regarding UCC intervention and deposition (.80); telephone conference	9.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with opposing counsel regarding agreed Preliminary Injunction (.50); review new examples of confusion sent by S. Sullivan (.50); review and edit draft objection to Rule 30(b)(6) Notice from Charter(1.50); read email about problem with document extraction (.30); prepare additional questions for Charter Rule 30(b)(6) deposition (1.00); multiple emails regarding Rule 30(b)(6) depositions (.50); multiple email exchanges with S. Rochester regarding UCC intervention (.30); emails to J. Glasser regarding deposition (.30)	
29 Apr 19	Lockhart, Kristin	Attend telephone conference with R. Larsen, T. Sims, T. Ross and S. Rochester regarding strategy for preliminary injunction motion and topics and objections to 30(b)(6) depositions (1.50); draft and revise objections and responses to Defendant's Rule 30(b)(6) amended notice of deposition (3.60); prepare amended Notice of 30(b)(6) deposition and prepare email to opposing counsel (.60); review 30(b)(6) notice of deposition of Windstream Holdings, Inc. (1.30); review Charter Objections to Windstream's 30(b)(6) notice of deposition (.40)	7.40
29 Apr 19	Motsinger, Katherine	Evaluate issues related to redacting Windstream customer calls (.10); prepare repository of key quotes for use in depositions (.20); redact first batches of Windstream customer calls to serve as exhibits (2.80); redact second batch of Windstream customer calls to serve as exhibits (.30)	6.20
29 Apr 19	Thompson, Grace	Research notice of withdrawal of counsel precedents (.20); draft notice of withdrawal (.20); review and redact Windstream customer service call transcripts volume F1 (1.00); research precedent for intervention via stipulation without motion to intervene (.70); perform second level review of approximately 650 key documents from Charter document production for deposition preparation (3.00); perform second level review of 150 additional key documents from Charter document production (.90); call with S. Rochester re: notice of presentment and sealing motion (.30)	6.30
29 Apr 19	Reisman, Steven	Final coordination and communication re: transitioning of matter to S. Rochester and sign off on disclosure re: no confidential information revealed to Windstream in connection with prior involvement with charter matter (1.10)	1.10
29 Apr 19	Rochester, Shaya J.	Prepare updated WIP list for team call to discuss (.50); review and provide comments on draft Agreed PI Order (.30); communications with team re UCC intervention (.70); call with UCC re intervention stip and depos (.30); call with T. Ross re: same (.30); attend to issues re logistics for depositions and deposition	6.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		prep (.50); review notice of withdrawal (.30); update markup of draft Agreed PI Order (.50); review hot docs produced by Charter in connection with Preliminary Injunction Hearing (.50); review rules for notice of presentment with respect to UCC intervention stipulation (.50); call with T. Ross and T. Sims re depositions and next steps (1.50); call with G. Thompson re notice of presentment and sealing motion (.30); review and provide comments on proposed form of Preliminary Injunction Order (.10)	
29 Apr 19	Wang, Thomas	Circulate calendar notices for K. Atkinson deposition on 5/1 (.10); update pleadings binder re: TRO application for S. Rochester (.50)	0.60
30 Apr 19	Larsen, Ryan	Travel from Los Angeles to Stamford, CT for Charter (30)(b)(6) deposition (10.00); review box of exhibits from Charter production and draft and revise deposition outline for 30(b)(6) deposition (4.50)	9.50
30 Apr 19	Sims, Tami Kameda	Continue to analyze materials and prepare deposition exhibits for Windstream's witness (2.70); continue preparation of deposition outline for Windstream's witness (3.20); prepare for the defense of the deposition of Windstream's witness (.60); analyze new materials from the client (.30); exchange correspondence with C. Cameron and J. Hill regarding additional document production by Windstream (.50); confer with J. Hill regarding privileged documents (.40); travel from Los Angeles to Little Rock billed at half time (2.00)	9.70
30 Apr 19	Hill, Joanna M.	Redact and finalize call transcripts and confer with T. Sims re: same (2.40); identify transcripts with favorable information (1.40); prepare deposition exhibits (3.70); review new SUPER HOT docs and draft summary (1.60); prepare documents for client review (.90); correspondence with T. Sims re: the foregoing (.50)	10.50
30 Apr 19	Cameron, Camille A.	Continue to review and prepare Windstream documents for production (.50); emails with T. Sims re: same (.60) review Windstream documents for depositions (6.80)	7.90
30 Apr 19	Velez, Melissa	Draft deposition objection chart (.60); redact customer call transcripts (.90)	1.50
30 Apr 19	Ross, Terence P.	Draft additional potential questions regarding documents to ask Charter at deposition (1.30); draft email to J. Kingston regarding Langston deposition (.30); review email from opposing counsel regarding K. Dardis of Charter (.30); email to T. Sims regarding potential questions to be posed to L. Langston (.30); multiple email exchanges regarding edits to Creditors Stipulation on intervention to provide protection for documents (.50); prepare possible questions for Charter	6.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition (1.30); read Creditor's letter to Charter regarding intervention (.30); read email from S. Rochester regarding UCC changes to joinder stipulation and review same (.50); read summary prepared by T. Sims of call with opposing counsel as to discovery agreements resolved (.50); review and approve draft Notice of Withdrawal of S. Reisman (.30); review and comment on edits to draft stipulation of joinder by Creditors (.50); telephone conference with S. Rochester regarding intervention stipulation (.30); read email from Creditors counsel regarding change to Stipulation (.30)	
30 Apr 19	Lockhart, Kristin	Review select documents from Charter document production in preparation for drafting preliminary injunction motion (2.00); review transcript of TRO hearing (3.00)	5.00
30 Apr 19	Motsinger, Katherine	Preparation of chart categorizing key transcripts (1.80); prepare excerpts of "hot" transcripts for use as exhibits (1.50); prepare excerpts of "hot" transcripts for use as exhibits (.20); review of documents produced relating to Spectrum Business and identification of key "hot" documents (2.00); review of documents that need to be prepared as exhibits (.20); revise repository of key transcripts and excerpts to include Bates numbers and key excerpts identified in Langston deposition prep (1.70)	7.40
30 Apr 19	Thompson, Grace	Call with S. Rochester re: outstanding items (.30); continue researching notice of withdrawal of counsel and revise draft (1.20); revise Preliminary Injunction Order and perform redline comparisons on drafts and TRO (.40); draft Motion to Seal Debtors' Memorandum in Support of a Preliminary Injunction (1.00); draft Notice of Hearing for May 14 Preliminary Injunction Hearing (.30); draft agenda for the same (.40); draft Notice of Hearing on the Motion to Seal (.30); draft cover letter to Chambers and U.S. Trustee for May 6 pleadings (.30); draft proposed electronics device order (.30); draft Notice of Filing of Revised Proposed Preliminary Injunction Order (.50); call with S. Rochester re: status of pleadings (.30)	5.30
30 Apr 19	Rochester, Shaya J.	Call with G. Thompson re open work-streams, including sealing motion and revised proposed Preliminary Injunction Order (.30); review and provide comments on Mofo markup of intervention stipulation (.80); call with T. Ross re UCC intervention stip (.30); call with Mofo re UCC intervention stip (.40); update with C. Giglio re Charter litigation (.50); revise notice of withdrawal (.50); proposed Preliminary Injunction Order (.30); call with G. Thompson re work-streams, including case calendar, deadline to amend complaint	3.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Apr 19	Giglio, Cindi	and pre-trial conference (.30) Discussion with S. Rochester re: status of Committee intervention and related follow up (.50)	0.50
TOTALS:			1,204.70

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	3.60	730.00	\$2,628.00
43690	Cameron, Camille A.	84.70	645.00	\$54,631.50
44843	Foudy, Theresa	5.30	1,050.00	\$5,565.00
44904	Giglio, Cindi	2.30	965.00	\$2,219.50
01195	Greer, John	0.40	290.00	\$116.00
43405	Hill, Joanna M.	59.90	695.00	\$41,630.50
32375	Konrath, Adriane	2.90	390.00	\$1,131.00
34231	Larsen, Ryan	44.00	870.00	\$38,280.00
44572	Lockhart, Kristin	72.70	605.00	\$43,983.50
31420	Mandell, Floyd A.	3.10	1,030.00	\$3,193.00
44596	Motsinger, Katherine	20.00	450.00	\$9,000.00
44618	Nussbaum, Jake	14.90	450.00	\$6,705.00
44306	O'Brien, Catherine E.	13.80	440.00	\$6,072.00
44050	Oplinger, Rachel A.	19.50	515.00	\$10,042.50
44842	Reisman, Steven	63.80	1,220.00	\$77,836.00
44845	Rochester, Shaya J.	198.70	965.00	\$191,745.50
44455	Ross, Terence P.	186.70	985.00	\$183,899.50
32379	Rossing, Carl	0.90	330.00	\$297.00
41782	Siena, Marie	23.80	200.00	\$4,760.00
42783	Sims, Tami Kameda	168.30	845.00	\$142,213.50
44616	Thompson, Grace	160.80	450.00	\$72,360.00
43994	Velez, Melissa	33.40	515.00	\$17,201.00
45083	Wang, Thomas	16.40	200.00	\$3,280.00
43403	Yong, Paul S.	4.80	695.00	\$3,336.00
TOTAL:		1,204.70		\$922,126.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
 Invoice Date: May 20, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
	Inv#4939 ticket#7353404073	
28 Apr 19	SIMS/TAMI KAMEDA 04/30/2019 Los Angeles/Houston/Little Rock Inv#4901 ticket#7353404050	343.60
28 Apr 19	SIMS/TAMI KAMEDA 05/01/2019 Little Rock/Dallas/Los Angeles Inv#4902 ticket#7353404051	416.80
29 Apr 19	PAYEE: Arkadin Inc.; REQUEST#: 812886; DATE: 4/23/2019. - To record Arkadin Teleconferencing charges, Inv. No. INUS190300706 dated 03/31/2019; Conference call for Cindi Giglio on 3/29/2019	6.29
30 Apr 19	Color Printing	25.00
30 Apr 19	Color Printing	15.00
30 Apr 19	Westlaw Legal Research: CAMERON,CAMILLE A on 04/12/2019	553.44
30 Apr 19	Westlaw Legal Research: CAMERON,CAMILLE A on 04/11/2019	246.11
30 Apr 19	Westlaw Legal Research: SIMS,TAMI on 04/12/2019	88.43
30 Apr 19	Westlaw Legal Research: VELEZ,MELISSA on 04/11/2019	795.85
30 Apr 19	Westlaw Legal Research: VELEZ,MELISSA on 04/12/2019	1,004.24
30 Apr 19	Westlaw Legal Research: AKCHIN,SEAN on 04/16/2019	96.27
30 Apr 19	Westlaw Legal Research: AKCHIN,SEAN on 04/14/2019	336.96
30 Apr 19	Westlaw Legal Research: YONG,PAUL on 04/11/2019	44.21
30 Apr 19	Westlaw Legal Research: YONG,PAUL on 04/12/2019	132.64
30 Apr 19	Westlaw Legal Research: KELLY,KAREN on 04/09/2019	294.96
30 Apr 19	Westlaw Legal Research: KELLY,KAREN on 04/11/2019	1,031.06
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/09/2019	181.89
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/10/2019	121.26
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/12/2019	154.36
30 Apr 19	Westlaw Legal Research: ROSS,TERENCE on 04/23/2019	46.87
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/18/2019	706.93
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/01/2019	1,318.16
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/03/2019	1,212.30
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/09/2019	108.12
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/09/2019	2,040.82
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/10/2019	108.12
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/10/2019	760.68
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/11/2019	889.81
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/12/2019	1,543.97
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/14/2019	1,032.37
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/15/2019	80.30
30 Apr 19	Westlaw Legal Research: LOCKHART,KRISTIN on 04/16/2019	1,164.78
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/01/2019	144.41
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/02/2019	385.10
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/03/2019	759.77
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/08/2019	26.13
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/08/2019	230.92
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/09/2019	43.56
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/09/2019	301.28
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/11/2019	48.14
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/14/2019	915.29
30 Apr 19	Westlaw Legal Research: WANG,THOMAS on 04/05/2019	48.14

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301541615
Invoice Date: May 20, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/18/2019	178.75
30 Apr 19	Westlaw Legal Research: THOMPSON,GRACE on 04/19/2019	335.62
TOTAL:		\$24,179.17

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Out of Town Travel	\$807.20
Telephone Charges	\$6.29
Postage	\$2.30
Color Printing	\$68.75
Legal Research	\$19,512.02
Airfare	\$2,493.21
Airfare	\$984.60
Court Costs	\$304.80
TOTAL:	\$24,179.17

MATTER TOTAL: \$946,305.17

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548007
 Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00001: General Administration

Date	Attorney or Assistant	Description	Hours
04 Apr 19	Siena, Marie	E-file pro hac vice application of T. Sims and arrange for chambers copy and CD of proposed order to be submitted (1.00)	1.00
TOTALS:			1.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00001: General Administration

	Attorney or Assistant	Hours	Rate	Amount
41782	Siena, Marie	1.00	200.00	\$200.00
TOTAL:		1.00		\$200.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548008
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 May 19	Rochester, Shaya J.	Review Monthly Fee Statement for privileged and confidential information (.50)	0.50
03 May 19	Reisman, Steven	Review invoice for approval and note comments re: same in connection with submission for approval and compliance with United States Trustee guidelines (.40)	0.40
03 May 19	Rochester, Shaya J.	Review invoices for privileged and confidential info (.50)	0.50
03 May 19	Arotsky, Allison	Email team on all Windstream matters re: weekly budget reporting requirements (.10)	0.10
06 May 19	Arotsky, Allison	Begin review of April invoices for privileged and confidential information and proper assignment of matters (1.50)	1.50
06 May 19	Wang, Thomas	Prepare exhibit tables for Katten's First Monthly Fee Statement (2.40)	2.40
07 May 19	Arotsky, Allison	Prepare weekly budget report for Alvarez and Marsal (.30); continue review of April invoices for privileged and confidential information and proper assignment of entries to matter categories(1.90)	2.20
07 May 19	Wang, Thomas	Perform check of latest draft of February-March prebills, follow up with Katten's Billing Department (.60) and communications with A. Arotsky re: the same (.40)	1.00
08 May 19	Reisman, Steven	Review of monthly statements for compliance United States Trustee guidelines for submissions in accordance with bankruptcy court order (.70)	0.70
08 May 19	Rochester, Shaya J.	Review Monthly Fee Statement to ensure compliance with UST Guidelines (.30)	0.30
08 May 19	Arotsky, Allison	Communications with T. Wang and C. Harmon re: fee statement (.40); review and revise monthly fee statement for the period of Petition Date - March 31st (1.50)	1.90
08 May 19	Wang, Thomas	Assist in preparing February-March fee statement for S. Rochester review (.70); related communications with A. Arotsky (.40)	1.10
09 May 19	Giglio, Cindi	Review fee statement (.50)	0.50
09 May 19	Arotsky, Allison	Revise first monthly fee statement per comments from S. Rochester (.90)	0.90
09 May 19	Wang, Thomas	Confer and correspond with Katten's billing department re: edits to the February-March Fee Statement (.20); perform additional check of same prior to finalization (.60)	0.80
10 May 19	Reisman, Steven	Review and comment on fee statement in accordance with United States Trustee guidelines and sign off on same (.40)	0.40
10 May 19	Arotsky, Allison	Review revised fee statement and exhibits (.30); revise fee statement per S. Reisman comments (.80)	1.10
10 May 19	Wang, Thomas	Update exhibit tables of February-March fee statement to reflect voluntary expense write offs (.30)	0.30
13 May 19	Arotsky, Allison	Follow-up the team re: weekly budget reporting (.10)	0.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548008
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
14 May 19	Wang, Thomas	Review the April prebills for privileged and confidential information and proper assignment to matter category (1.00)	1.00
15 May 19	Arotsky, Allison	Draft email re: April monthly fee statement and preparation of Exhibit D (.30)	0.30
15 May 19	Wang, Thomas	Review the April prebills for privileged and confidential information and proper assignment to matter category (2.10)	2.10
16 May 19	Rochester, Shaya J.	Review April invoices for privileged and confidential information (1.00)	1.00
16 May 19	Arotsky, Allison	Follow-up with S. Rochester re: second monthly fee application (.10)	0.10
17 May 19	Arotsky, Allison	Send email to team re: weekly budget reporting (.10)	0.10
17 May 19	Wang, Thomas	Prepare the exhibit tables to the Second Monthly Fee Statement (.20); communications with A. Arotsky re: the same (.70)	0.90
18 May 19	Arotsky, Allison	Review and revise April Monthly Fee Statement and exhibits (.90)	0.90
19 May 19	Arotsky, Allison	Respond to S. Rochester re: April Fee Application (.20)	0.20
20 May 19	Rochester, Shaya J.	Review and provide final comments on April Fee Statement (.30)	0.30
20 May 19	Arotsky, Allison	Finalize April Fee Statement and send to S. Reisman for review (.30)	1.80
20 May 19	Wang, Thomas	Communications with A. Arotsky re: finalizing the April Fee Statement (.20)	0.20
21 May 19	Rochester, Shaya J.	Meeting with S. Reisman to discuss changes to April Monthly Fee Statement and file (.30)	0.30
21 May 19	Arotsky, Allison	Send email to S. Rochester re: requirements under Interim Compensation Order and requirements sent by Alvarez & Marsal (.40); meet with S. Reisman and S. Rochester re: monthly fee statement (.30); revise monthly Fee Statement per S. Reisman (1.00)	1.70
22 May 19	Arotsky, Allison	Prepare certification of no objection to first monthly fee statement (1.00)	1.00
23 May 19	Arotsky, Allison	Revise monthly fee invoice (.30)	0.30
24 May 19	Arotsky, Allison	Email S. Reisman re: deadline for objections to first monthly fee statement (.10); email team re: weekly budget reporting (.10)	0.20
31 May 19	Arotsky, Allison	Review Monthly Fee Invoice and prepare email to company re: same (.50)	0.50
TOTALS:			29.60

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	14.90	730.00	\$10,877.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548008
Invoice Date: June 18, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44904	Giglio, Cindi	0.50	965.00	\$482.50
44842	Reisman, Steven	1.50	1,220.00	\$1,830.00
44845	Rochester, Shaya J.	2.90	965.00	\$2,798.50
45083	Wang, Thomas	9.80	200.00	\$1,960.00
	TOTAL:	29.60		\$17,948.00

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
03 May 19	Rochester, Shaya J.	Attend to issues re: potential claims against Frontier and call with S. Reisman re: same (.70)	0.70
06 May 19	Reisman, Steven	Review documentation re: Frontier (.30); discussions with S. Rochester re: same (.20); review and comment on draft letter to Frontier re: potential preference payment and edits to same (.40); participate in call with Alvarez & Marsal re: demand letter for Frontier to return preference or continue to engage in negotiations re: overall settlement (.50); call with client re: demand letter on strategy (.50)	1.90
06 May 19	Rochester, Shaya J.	Office conference with L. Lersner re Frontier (.20); review Settlement Agreement between Frontier and Windstream (1.00); review and provide comments on draft demand letter to Frontier (.80); make further changes to demand letter (.60); pre-meeting with S. Reisman re: demand letter (.30); call with A&M re: demand letter (.50); call with client re: demand letter to Frontier, including discussing strategy (.50); revise demand letter based on calls with A&M and client (1.00)	4.90
06 May 19	Lersner, Lindsay	Review materials re: Frontier preference payment (.50); discuss same with S. Rochester (.20); draft letter to Frontier re: preference payment (1.70); conduct legal research re: preference law (2.30); review and revise letter to Frontier (.30); review terms of Frontier proposed settlement (.80)	5.80
07 May 19	Reisman, Steven	Review and revise Frontier demand letter based upon discussions with client and discussions with S. Rochester of Katten (1.10)	1.10
07 May 19	Rochester, Shaya J.	Office conference with L. Lersner re: Frontier (.20); update letter to Frontier based on client comments and review draft settlement agreement (1.20); call with client re: demand letter to Frontier (.40); revise letter based on call and discussions with S. Reisman (.50)	2.40
07 May 19	Lersner, Lindsay	Meet with S. Rochester to discuss Frontier preference complaint (.20); begin to review precedent for complaint (.40)	0.60
13 May 19	Rochester, Shaya J.	Prepare email to client re Frontier (.30)	0.30
13 May 19	Lersner, Lindsay	Review Judge Drain precedent re: preference actions (.50); draft complaint re: Frontier preference (1.40)	1.90
15 May 19	Rochester, Shaya J.	Review and provide comments on Frontier complaint (2.90)	2.90
15 May 19	Lersner, Lindsay	Conduct legal research to identify precedent in the SDNY re: preference complaints (.70)	0.70
16 May 19	Rochester, Shaya J.	Review precedents for preference complaint (.50); discussion with C. Giglio re same (.20)	0.70
17 May 19	Reisman, Steven	Review and comment on Frontier preference complaint and next steps in connection with same (1.60)	1.60
17 May 19	Rochester, Shaya J.	Make extensive revisions to Complaint against Frontier	2.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548009
 Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
17 May 19	Lersner, Lindsay	(2.60); communications with L. Lersner re same (.20) Review and revise Frontier preference complaint based on comments from S. Rochester (1.00); related communications with S. Rochester (.20)	1.20
18 May 19	Lersner, Lindsay	Review and revise Frontier preference complaint (.40); draft email to client sending complaint and requesting additional information (.60)	1.00
20 May 19	Rochester, Shaya J.	Review and provide comments on revised complaint against Frontier (1.70)	1.70
20 May 19	Lersner, Lindsay	Research Frontier corporate status in response to questions to S. Rochester (.80); prepare email re: service requirements for Frontier (.30)	1.10
21 May 19	Reisman, Steven	Responding to inquiry from client on feedback on draft complaint and pursuit of same (1.10)	1.10
21 May 19	Rochester, Shaya J.	Review emails for L. Lesner re: corporate status and service (.30); Attend to issues re: Frontier complaint (.30); call with L. Lersner re: claims preclusion (.20); communications with S. Reisman re: client inquiries on draft complaint against Frontier (.30); review research and strategize potential claims preclusion argument (.30)	1.40
21 May 19	Lersner, Lindsay	Conduct legal research re: claim preclusion (1.20); call with S. Rochester to discuss same (.20); draft email summarizing findings (.30)	1.70
22 May 19	Rochester, Shaya J.	Review Frontier response letter (.50); communications with S. Reisman re: same (.40); prepare client update regarding re: same with recommendations (.90)	1.80
23 May 19	Rochester, Shaya J.	Communications with client regarding reply to Frontier response letter (.40); meeting with C. Giglio re: Frontier response to demand letter (.40); communications with client regarding potential litigation with Frontier (.30)	1.10
TOTALS:			40.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44932	Lersner, Lindsay	14.00	605.00	\$8,470.00
44842	Reisman, Steven	5.70	1,220.00	\$6,954.00
44845	Rochester, Shaya J.	20.70	965.00	\$19,975.50
TOTAL:		40.40		\$35,399.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 May 19	Larsen, Ryan	Prepare (1.50) for and conduct 30(b)(6) deposition of Charter witnesses K. Atkinson (4.50) and K. Dardis (1.50); multiple emails with attorneys re deposition and document production (.50)	8.00
01 May 19	Siena, Marie	Prepare for efilng and e-file Notice of Limited Withdrawal of Counsel in the adversary proceeding (.50)	0.50
01 May 19	Sims, Tami Kameda	Exchange correspondence with client regarding deposition exhibits (.20); conduct preparation session with client's witness for deposition (.60); defend client's witness during deposition for the morning session (2.70); meet with client and client's witness during lunch break (.70); defend client's witness during afternoon session of deposition (1.20); take client's witness's deposition and defend client witness against further questions by Charter (2.80); review information concerning deposition (.20); exchange correspondence with T. Ross, S. Rochester, and R. Larsen regarding depositions (.30); review proposed stipulation regarding creditors' committee intervention (.10); travel time to deposition from hotel, billed at half time (.20); travel time, to airport in Little Rock to Longview, TX due to weather disruption, billed at half time (1.70)	9.00
01 May 19	Hill, Joanna M.	Analyze new key documents produced by Charter and revise summaries (1.30); prepare additional exhibits for deposition (1.70)	3.00
01 May 19	Cameron, Camille A.	Review and prepare Windstream documents for deposition (1.40)	1.40
01 May 19	Ross, Terence P.	Email exchanges with R. Larsen regarding Charter deposition and answers he is receiving (.50); Read email from T. Sims regarding Langston deposition (.30); Read Summary of Atkinson deposition provided by R. Larsen (.50); Review new "hot" documents from Charter production found and forwarded by G. Thompson (.50); Email exchange with S. Rochester regarding deposition summary (.30); Review Charter's proposed edits to Creditor's Stipulation of intervention (.50); Draft Agreed Preliminary Injunction to offer opposing counsel (1.00); Review edits to Withdrawal Notice (.30); Forward new documents to R. Larsen with suggestions on use at deposition (.50); Review new edits to stipulation of intervention proposed by Creditors (.80); Analyze issues re: how to use new information from Charter deposition in PI brief (1.50); Read email from S. Rochester regarding depositions (.30)	7.00
01 May 19	Lockhart, Kristin	Research case law for procedural issue in preliminary injunction (2.30); perform further research case law for	10.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		procedural issue in preliminary injunction (4.00); draft standards section for preliminary injunction motion (1.50); draft application of section of brief (.50); revise factual section of preliminary injunction memorandum (2.30)	
01 May 19	Thompson, Grace	Perform second level review of key documents from Charter's third document production (.60); edit notice of withdrawal of counsel (.40)	1.00
01 May 19	Rochester, Shaya J.	Review Charter and UCC markups of intervention stip and provide comments (1.00) review and provide comments on sealing motion (.70); communications with T. Ross re depositions (1.0)	2.70
01 May 19	Giglio, Cindi	Review email correspondence re: hot documents (.20); review correspondence regarding summary of depositions (.20)	0.40
02 May 19	Larsen, Ryan	Travel from Stamford, CT to Los Angeles (5.00); review rough transcript of 30(b)(6) deposition (1.50)	6.50
02 May 19	Sims, Tami Kameda	Exchange correspondence with J. Hill regarding the Charter document review (.10); call with T. Ross regarding the Windstream deposition (.30); prepare correspondence to K. Lockhart regarding motion for preliminary injunction (.10); review and edit stipulation of intervention of the creditors' committee (.30); prepare correspondence to S. Rochester and T. Ross regarding open case items (.20); exchange correspondence with court reporter regarding rough and final transcripts for Windstream deposition (.20); review and edit revised proposed order for motion for preliminary injunction (.20); travel time from Longview to Dallas, billed at half time (1.10); travel time from Dallas to Los Angeles billed at half time (1.70)	4.70
02 May 19	Hill, Joanna M.	Prepare transcript of calls exhibit for use in preliminary injunction motion (.70); prepare key documents for Charter production for use in preliminary injunction motion (1.30)	2.00
02 May 19	Ross, Terence P.	Review revised Stipulation of Creditor intervention per request of S. Rochester (.50); Make further edits to proposed agreed PI (.50); Read rough transcript of Atkinson (1.50); Telephone conference with T. Sims regarding summary of Langston deposition (.30); Emails regarding planning for PI hearing (.30); Email from K. Smith approving agreed PI proposal (.30); Email exchange with S. Rochester regarding Creditors intervention (.30); Read email from S. Rochester regarding deposition summary (.30); Draft email to opposing counsel proposing agreed PI (.30); Email exchange with K. Smith regarding proposed agreed PI (.30); Telephone conference with S. Rochester regarding PI hearing and PI briefs (.50); Telephone	5.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 May 19	Ross, Terence P.	<p>explanation of exhibit (.60)</p> <p>Review revised Stipulation of Creditor intervention per request of S. Rochester (.50); Make further edits to proposed agreed PI (.50); Read rough transcript of Atkinson (1.00); Telephone conference with T. Sims regarding summary of Langston deposition (.30); Emails regarding planning for PI hearing (.30); Email from K. Smith approving agreed PI proposal (.30); Email exchange with S. Rochester regarding Creditors intervention (.30); Read email from S. Rochester regarding deposition summary (.30); Draft email to opposing counsel proposing agreed PI (.30); Email exchange with K. Smith regarding proposed agreed PI (.30); Telephone conference with S. Rochester regarding PI hearing and PI briefs (.50); Telephone conference with J. Kingston regarding agreed PI proposal (.30); Email exchange with K. Smith regarding proposed agreed PI (.30)</p>	5.20
03 May 19	Lockhart, Kristin	<p>Draft email to T. Ross regarding injunctive relief standard and relevant caselaw (.50); Draft remaining portions of brief and procedural history (1.60); Revise Memorandum in Support of preliminary injunction(2.80); Discussion with T. Ross re: corrective advertising (.50)</p>	0.50
03 May 19	Thompson, Grace	<p>Revise preliminary injunction order incorporating edits from T. Sims and S. Rochester (1.30); draft cover letter to court clerk for 5/6 filings (.30); review Case Management Order definitions (.20); revise motion to seal memorandum of law (.60)</p>	2.40
03 May 19	Rochester, Shaya J.	<p>Provide comment on Debtors' Memorandum of Law in Support of Preliminary Injunction (1.10); communications with team re: same (.60); call with T. Sims re: sending motion and depositions (.10); review and provide comments on revised PI Order (.30); review summary of Charter 30(b)(6) deposition (.30); review and revise sealing motion (.60); communication with T. Ross re intervention stipulation (1.0)</p>	4.20
04 May 19	Larsen, Ryan	<p>Review certified copy of Charter 30(b)(6) deposition and exhibits (2.00)</p>	2.00
04 May 19	Sims, Tami Kameda	<p>Analyze documents produced by Charter for potential inclusion in support of the motion for preliminary injunction (3.50); analyze Windstream documents for potential inclusion in support of the motion for preliminary injunction (1.50); analyze deposition testimony of Charter's 30(b)(6) witnesses for evidence in support of the motion for preliminary injunction (2.90); prepare factual background for motion for preliminary injunction (3.30)</p>	11.20
04 May 19	Lockhart, Kristin	<p>Revise section of brief in support of preliminary injunction (.80); Incorporate citations to hearing and</p>	10.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
 Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition of Windstream witness into draft(5.00); Review and select relevant testimony from Charter's Rule 30(b)(6) witness, K. Atkinson (3.00); Review and select relevant testimony from Charter's Rule 30(b)(6) witness, K. Dardis (1.80)	
04 May 19	Thompson, Grace	Review attachments from key emails in Charter document production (2.60); review additional attachments from key emails in Charter document production (1.90)	4.50
05 May 19	Sims, Tami Kameda	Analyze Windstream's deposition transcript for evidence to include in support of the motion for preliminary injunction (1.80); exchange correspondence with Charter's counsel regarding Charter documents and deposition excerpts to be filed in support of the motion for preliminary injunction (.30); prepare correspondence to the client regarding documents and deposition excerpts to be used in support of the motion (.30); strategize with S. Rochester and T. Ross regarding sealing documents in support of the motion (.40); continue preparation of the motion's factual background section (3.90); prepare the motion's legal argument section (3.80); prepare attorney declarations in support of the motion (.50); prepare exhibits in support of the motion (.70)	11.70
05 May 19	Ross, Terence P.	Read emails from T. Sims regarding sealing of documents for preliminary injunction brief (.30); Review list of documents to be used in preliminary injunction motion (.50); Read email from S. Rochester regarding sealing of documents for preliminary injunction brief (.30); Read first draft of preliminary injunction brief (4.00)	5.10
05 May 19	Lockhart, Kristin	Review exhibits for submission in conjunction with memorandum in support of debtors' motion for a preliminary injunction (2.60)	2.60
05 May 19	Rochester, Shaya J.	Communications with T. Ross and T. Sims re: sealing and redactions (1.10); attend to issues re draft pleadings (1.0)	2.10
06 May 19	Siena, Marie	Prepare and e-file the Memorandum of Law, Sims Declaration with exhibits, Rochester Declaration with exhibits, Sealing Motion and Notice of Hearing (1.80); meeting with S. Rochester and T. Wang re: logistics hearing (.20)	2.00
06 May 19	Sims, Tami Kameda	Revise motion for preliminary injunction (2.90); exchange correspondence with Charter's counsel regarding documents needed to be filed under seal (.40); discuss same with T. Ross and S. Rochester (.50); exchange correspondence with G. Thompson and J. Hill regarding exhibits in support of motion (.50); conduct final review of exhibits in support of motion (.30); revise Sims Declaration in support of motion	6.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.30); revise Rochester Declaration in support of motion (.50); revise motion to seal and prepare correspondence to S. Rochester and G. Thompson regarding same (.50); revise letter to chambers (.20); redact brief for public filing (.30)	
06 May 19	Hill, Joanna M.	Prepare exhibits for preliminary injunction motion (2.10); draft declaration for preliminary injunction motion (1.50); redact exhibits for preliminary injunction motion (.50); multiple calls and emails with team re preliminary injunction motion (.60); redact preliminary injunction motion (.40)	5.10
06 May 19	Ross, Terence P.	Read first draft of preliminary injunction brief (2.00); Review and approve cover letter to Judge Drain enclosing preliminary injunction filing (.50); Edit and revise first draft of preliminary injunction brief (4.00); Draft new email to opposing counsel setting out issues with agreed preliminary injunction and explaining Windstream position on each (1.00); Review corrective advertising letter to be submitted to Court and consider arguments supporting it (1.50); Discuss redactions and filing with S. Rochester and T. Sims (.50); Review and edit Ross Declaration in Support of Preliminary Injunction motion (1.00); Review revised draft of preliminary injunction motion (1.30); calls with S. Rochester, T. Sims regarding same (.50); Review emails regarding service of preliminary injunction brief (.30)	12.60
06 May 19	Lockhart, Kristin	Revise memorandum in support of preliminary injunction motion (2.50); Revise Memorandum of Law to incorporate team edits (.30); Revise declaration of T. Ross (1.50); Revise memorandum of law in support of preliminary injunction to incorporate edits of T. Ross (2.80)	7.10
06 May 19	Thompson, Grace	Revise and redact exhibits from attorney declarations for filing (2.10); meeting with S. Rochester re: same (.50) finalize attorney declaration (.40); prepare pleadings for filing (2.80); coordinate e-filing (.80); revise cover letters for pleading copies (.50); revise motion to seal (.50); revise notice of hearing (.20); revise and circulate working group list (.20); various internal correspondence re: the foregoing documents (.60)	8.60
06 May 19	Rochester, Shaya J.	Office conference with G. Thompson re exhibits (.30); review and provide comments on Memorandum of Law (.70); complete review and markup of Memorandum of Law (2.00); meetings with G. Thompson re filing (.50); update sealing motion to reflect Charter request to designate all documents as confidential (.50) discuss same with T. Ross and T. Sims (.50); review and make changes to Rochester	6.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Declaration in Support of Preliminary Injunction Motion (.50); revise cover letter to chambers regarding chambers copies of documents (.60); oversee filing of pleadings, including Memorandum of Law, Declarations in Support and Sealing Motion (.40); meeting with M. Siena and T. Wang re logistics for Preliminary Injunction hearing and hearing prep (.20)	
06 May 19	Giglio, Cindi	Review and provide comments to memo of law (.90); correspondence related to sealing motion (.10)	1.00
06 May 19	Wang, Thomas	Discuss logistics of and preparation for 5/14 hearing with S. Rochester and M. Siena (.20)	0.20
07 May 19	Sims, Tami Kameda	Conference with S. Rochesters and T. Ross regarding hearing for preliminary injunction (.50); exchange correspondence with S. Rochester regarding documents and information for motion to seal regarding materials needed for hearing on motion for preliminary injunction (.30); analyze documents for supplemental document production (.90); exchange correspondence with Charter's counsel regarding exchange of information used for opposition brief (.30); analyze L. Langston deposition excerpts designated by Charter and prepare correspondence to client regarding same (1.30); analyze exhibits designated by Charter and prepare correspondence to client regarding same (.90); exchange correspondence with J. Hill regarding new transcript of customer calls (.20); revise preliminary injunction order (.30)	4.70
07 May 19	Hill, Joanna M.	Correspond with court reporters re transcripts (.20); redact transcripts (.50)	0.70
07 May 19	Ross, Terence P.	Email to K. Smith regarding preparation of testimony of W. Parrish for preliminary injunction hearing (.30); consider possible defenses that might be asserted by Charter (.50); review cases on defense in context of false advertising (1.30); read email from S. Rochester with questions regarding work to be done on preliminary injunction hearing (.30); email to S. Rochester regarding remaining preliminary injunction tasks (.30); review documents designated by Charter for use in its opposition to preliminary injunction (1.50); teleconference with S. Rochester and T. Sims regarding reply brief for preliminary injunction, settlement discussions and hearing preparations (.50); edit and revise draft preliminary injunction to be submitted to Judge Drain (2.00); teleconference with S. Rochester regarding problems with May 14 date for preliminary injunction hearing (.30); review edits suggested by T. Sims to preliminary injunction language (.50); read email from S. Rochester regarding agreement with opposing counsel to exchange witness list for preliminary injunction hearing (.30); read email	9.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
07 May 19	Thompson, Grace	from J. Kingston regarding exchanging witness list and exhibit list (.30); read emails regarding problems with Exhibit 29 (.30); review multiple email exchanges regarding Charter request for Chapter 11 notice be sent to customers (.50); read S. Rochester email regarding labeling preliminary injunction as an "order" (.30) Prepare materials for Chambers copies of pleadings (.50); revise agenda for May 14 hearing (.30); prepare cover letter to Chambers and Court Clerk for May 10 filings (.50); coordinate with S. Rochester re: same (.40); prepare materials for May 14 hearing(1.90) discuss with S. Rochester re: same (.30); review TRO hearing transcript for discussions regarding certain harmful phrases in Charter's ads (.50); analyze and circulate excerpts to internal team (.40)	4.80
07 May 19	Rochester, Shaya J.	Communications with G. Thompson re: upcoming work-streams for filing of Reply Memorandum (.30); prepare work-streams list for team and schedule call regarding prep for Preliminary Injunction hearing (.50); review and provide comments on hearing agenda and letters to Chambers regarding upcoming pleadings (.50); coordinate with team re: team meeting to discuss next steps (.20); prepare for team call (.20); conference with T. Sims and T. Ross regarding prep for Preliminary Injunction hearing (.50); follow-up discussion with C. Giglio (.40); office conference with G. Thompson re: prep for Preliminary Injunction hearing (.30); prepare action item list following meeting (.30); attend to issues re: hearing agenda (.30); update proposed PI Order based on comments from T. Ross and T. Sims (1.10); communications with T. Sims re hearing prep (.30); call with T. Ross re hearing date (.30); communications with Charter re exchange of demonstratives, exhibits and witnesses (.30); review unredacted version of Memorandum and take notes for hearing prep (.30); further communications with T. Ross re request for preliminary injunction (0.5)	6.30
08 May 19	Sims, Tami Kameda	Analyze information from client regarding supplemental document production and exchange correspondence with client regarding same (.50); exchange correspondence with C. Cameron and J. Hill regarding supplemental document production (.30); analyze information for new client declaration (.50); exchange correspondence with J. Hill regarding client declaration (.30); revise draft client declaration (.30); strategize regarding required redactions for deposition testimony and exhibits designated by Charter (.50); exchange correspondence with client regarding redaction of Windstream documents (.20); analyze Charter's opposition brief and exhibits in support of	9.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (1.20); strategy call with S. Rochester and T. Ross regarding reply brief (.50); analyze deposition transcript information and exhibits to include with reply (.90); strategize regarding legal research issues re: corrective advertising, including discussion with K. Lockhart (.80); prepare reply brief (3.10)	
08 May 19	Hill, Joanna M.	Draft declaration re: disconnect and prepare exhibits (.90); exchange emails with T. Sims re: same (.40)	1.30
08 May 19	Cameron, Camille A.	Review and prepare Windstream documents for production (1.20); review L. Langston transcript re redactions (.40); research re remedies for TRO violation (1.80)	3.40
08 May 19	Ross, Terence P.	Review Langston deposition passages designated by Charter for use at preliminary injunction and consider which should be redacted (1.00); review comments by T. Sims on designated Langston deposition pages as to which need to be redacted (1.00); review notice provided by Windstream to its customers regarding Chapter 11 filing (.50); make additional edits to draft language for preliminary injunction order (.30); telephone conference with S. Rochester regarding moving date for preliminary injunction hearing (.50); telephone conference with S. Rochester to discuss with Clerk of Court preliminary injunction hearing (.30); additional telephone conference with Clerk of Court regarding preliminary injunction hearing (.30); review new proposed redactions (.80); email exchange with K. Smith regarding witness (.30); consider alternative language for preliminary injunction order proposed by T. Sims (.80); read multiple emails relating to redactions needed prior to submission to Court of Charter opposition brief (.50); multiple email exchanges regarding motion to seal documents (.50); read Charter opposition to motion for preliminary injunction (1.50); telephone conference with S. Rochester and T. Sims regarding reply in support of preliminary injunction (.50); read and consider emails from Windstream regarding new Charter discontinuation of service (.50); consider options to address new Charter discontinuation of service (.50); read research on repeat violation of automatic stay (1.00); read research on process for addressing violation of TRO (1.00)	11.80
08 May 19	Lockhart, Kristin	Review Charter memorandum in opposition to preliminary injunction (.80); review T. Sims' notes regarding outline for reply in support of motion for preliminary injunction (.50); discussion with T. Sims regarding brief in support of corrective advertising (.30); review case law on corrective advertising (.50)	2.10
08 May 19	Thompson, Grace	Review authorities cited in Windstream pleadings and	8.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		organize for preliminary injunction hearing (1.60); revise and organize materials for Chamber's copies of hearing materials (.90); incorporate edits from T. Sims into Chamber's materials (.30); prepare redlines of temporary restraining order pleadings against proposed preliminary injunction pleadings (.30); read and analyze answer, response, and declaration exhibits filed by Charter on 5/8 (1.60); revise hearing materials following Charter's pleadings (1.00); review TRO hearing transcript for discussions of violations of the automatic stay (.90) discuss same with S. Rochester (.30); analyze and circulate excerpts to internal team (.50); confirm proper redactions in Charter's response and corresponding pleadings (1.30)	
08 May 19	Rochester, Shaya J.	Call with T. Ross re: scheduling hearing (.50); revise PI Order (.30); review TRO hearing transcript in connection with prep for PI hearing, reviewing key findings (.50); call with chambers re scheduling of PI hearing (.30); circulate revised proposed form of Preliminary Injunction Order to client (.30); update Judge's hearing binder for hearing on Preliminary Injunction (.30); review Charter Opposition and prepare notes (.60); review Charter Opposition and prepare notes (1.60); call with team to discuss Charter opposition and reply in support of preliminary injunction (.50); attend to issues re potential stay violation by Charter (.30); call with UCC counsel re intervention and update on litigation (.30); review Charter Answer (.30); review emails related to new potential stay violation by Charter (.50); call with G. Thompson re items to highlight in the transcript (.30); revise PI Order based on potential new stay violation (.50); attend to issues re addressing repeat violation of TRO (1.0)	8.10
08 May 19	Wang, Thomas	Pull recent filings, distribute to internal team, and update S. Rochester's pleadings binder with same (.70)	0.70
09 May 19	Sims, Tami Kameda	Analyze materials from client regarding potential new declaration (.70); analyze information from client regarding Windstream customers (.30); revise second declaration and prepare correspondence to client regarding same (.90); revise first declaration and prepare correspondence to client regarding same (.80); prepare exhibits for new client declaration (.30); analyze legal research findings for reply (1.90); prepare exhibits and deposition transcript excerpts for reply brief (1.40); continue preparation of reply brief (2.60); emails with T. Ross re: witnesses for PI hearing (.30)	9.20
09 May 19	Hill, Joanna M.	Research case law re: various issues in support of reply (4.10); draft summary of research findings (.60); revise	9.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 May 19	Velez, Melissa	declaration re: customer disconnects (1.10); draft and revise declaration re: door-to-door campaign (1.20); multiple emails with clients re: declarations (1.00); strategize with internal team re: declarations (1.40) Legal research re automatic relief for violation of temporary restraining order, civil contempt, and prior restraint for reply in support of preliminary injunction (4.00); Additional legal research for reply in support of preliminary injunction (1.10).	5.10
09 May 19	Ross, Terence P.	Read multiple emails relating to cut-off of service to customer (1.00); revise draft preliminary injunction language to reflect cut-off of service to customer (1.00); review draft declaration regarding cut-off of service to customer (.50); telephone conference with K. Smith regarding strategy for negotiating with Charter (.30); review email from S. Rochester regarding UCC stipulation (.30); review new research on sanctions for violation of automatic stay (.80); draft W. Parrish direct examination for preliminary injunction hearing (2.00); follow-up on facts relating to customer service cut-off (.30); email exchange with G. Thompson regarding binders for preliminary injunction hearing (.30); review comments from K. Smith regarding draft declaration (.30); email exchange with T. Sims regarding preliminary injunction hearing witness (.30); draft cross-examination for potential Charter witness at preliminary injunction hearing (2.00); receive and consider information relating to violation of TRO by Charter through renewed door-to-door campaign of false statements (1.50); review revised declaration regarding door-to-door violation and consider whether to use exhibits (.50); continue to draft cross-examination for potential Charter witness at preliminary injunction hearing (1.80)	12.90
09 May 19	Lockhart, Kristin	Perform additional legal research on corrective advertising for preliminary injunction (1.30); conduct research and distinguish cases cited by Charter in support of denial of corrective advertising (1.50); draft email to T. Sims with summary of legal research (1.80); perform additional research on distinguishing case law cited by Charter in its opposition to Windstream's preliminary injunction (1.00)	5.60
09 May 19	Thompson, Grace	Research remedies for automatic stay violations (3.40); pulls citations from Charter's response for reply brief (.20); draft motion to seal for 5/10 pleadings (2.60); draft notice of hearing (.30); revise cover letters for copies of 5/10 pleadings (.40); revise and circulate working group list (.20); revise hearing agenda (.50); correspondence with T. Ross re: hearing binders (.40)	8.00
09 May 19	Rochester, Shaya J.	Correspondence with client regarding Charter violation	8.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		of automatic stay regarding customer (.30); attend to issues re: potential new stay violation by Charter (1.40); revise client declaration regarding customer disconnect (.30); call Chambers re: UCC intervention stip(.10); prepare for submission to Chambers(0.90); draft email re: same (.40); further revise Preliminary Injunction Order based on comments from T. Ross (.50); review case-law regarding automatic stay violations (.30); review case law on further stay violation by Charter (.90); review correspondence regarding new Charter stay violation and update Preliminary Injunction Order accordingly (1.80); review sealing motion with respect to exhibits in Charter brief and new declarations (.70); revise cover letters to Chambers, UST and Clerk of Court and Notice of Hearing on Sealing Motion (.50)	
09 May 19	Giglio, Cindi	Review declaration re: customer disconnect (.20)	0.20
09 May 19	Wang, Thomas	Prepare additional update to S. Rochester's pleadings binder (.80)	0.80
10 May 19	Sims, Tami Kameda	Continue preparation of reply brief regarding arguments on Charter's advertising campaign and consumer deceit (1.50); prepare reply brief regarding argument on corrective advertising (1.80); prepare reply brief regarding argument on disconnection of Windstream customers (1.50); prepare reply brief introduction (.70); revise reply brief including revisions from client (2.10); finalize reply brief for filing and redact same (1.00); exchange correspondence with client regarding client declarations (.50); exchange correspondence with S. Rochester regarding client declarations (.50); prepare supplemental Sims declaration and exhibit to same (.40); exchange correspondence with client regarding reply brief filing and supporting documents (.30); prepare correspondence to Charter's counsel regarding filing (.20)	10.50
10 May 19	Hill, Joanna M.	Revise declaration re: disconnects (.90); revise declaration re: door-to-door campaign (.80); strategize with internal team re: declarations (.70); multiple emails with client re: declarations (1.30); call with client and declarants re: declarations (.60); review charter doc production re: customer lists (1.10)	5.40
10 May 19	Ross, Terence P.	Edit and revise draft reply brief in support of preliminary injunction (4.30); review revised declaration in support of preliminary injunction (.30); edit revised draft of reply brief in support of preliminary injunction (1.80); prepare Parrish for testimony at preliminary injunction hearing (1.00); multiple email exchanges regarding filing reply brief for preliminary injunction hearing (.50); address	9.30

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		inquiry from reporter (.30); follow up on filing of reply brief for preliminary injunction and supporting exhibits (.80); arrange for copy of reply brief to be provided to reporter (.30)	
10 May 19	Lockhart, Kristin	Revise and incorporate edits to reply brief in support of motion for preliminary injunction (4.80)	4.80
10 May 19	Thompson, Grace	Review documents produced by Charter for information on ad recipients (3.50); pull case citations from Windstream and Charter pleadings for Windstream reply brief (.50); finalize and redact Windstream declarations and exhibits (3.00); revise sealing motion (.50) revise notice of hearing (.20); revise notice of filing of revise preliminary injunction order (.40); coordinate electronic filing (.70); revise cover letters to Chambers, Court Clerk, and U.S. Trustee (.40); revise hearing agenda following filings (.20); prepare emails for Charter and KCC with Windstream pleadings (.40); prepare pleading materials for Chambers, Court Clerk, and U.S. Trustee (.60) prepare materials for preliminary injunction hearing (2.10)	12.50
10 May 19	Rochester, Shaya J.	Prepare for call with company regarding declaration (.30); call with company regarding declaration (.50); revise Wyatt declaration based on comments from client (1.00); finalize PI Order (.50); review and provide comments on Reply Brief (1.10); call with company regarding declaration (.50); review and revise Bandy Declaration (1.00); review UCC joinder (.30); finalize Notice of Filing of Revised PI Order (.30); further revise Bandy Declaration based on client comments (1.10); oversee filing of Reply Memorandum, Notice of Filing of Revised PI Order, Sealing Motion and Order, Bandy Declaration, Wyatt Declaration, and revised Hearing Agenda (1.30); follow up conversation with C. Giglio re: trial prep (.50)	8.40
10 May 19	Giglio, Cindi	Discussions with S. Rochester re: trial prep (.50)	0.50
10 May 19	Wang, Thomas	Communications with G. Thompson re: logistics for 5/13 preparation session (.40); communications with S. Rochester and T. Sims re: preparation for today's filings (.30); file multiple documents on the Charter Adversary Proceeding docket [Docket No.'s 47, 48, 50-54] (.80); communications with S. Rochester and G. Thompson re: the same (.60); assist in preparing binders of documents filed by Charter (.50)	2.60
11 May 19	Sims, Tami Kameda	Prepare correspondence to Charter's counsel regarding designations for hearing and related correspondence with T. Ross (.40); review Charter's designations and prepare correspondence to client regarding same (.20)	0.60
11 May 19	Ross, Terence P.	Email exchange with T. Sims regarding exhibit	9.50

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Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		designation for preliminary injunction Hearing (.50); review exhibit list and witness list for preliminary injunction Hearing submitted by Charter (1.00); email exchange with S. Rochester regarding Charter witness designation (.50); consider approach to cross examination of K. Dardis at preliminary injunction Hearing (3.00); revise cross examination for preliminary injunction Hearing (4.50)	
12 May 19	Ross, Terence P.	Prepare for preliminary injunction Hearing by reviewing deposition testimony (2.00); reviewing TRO transcript (3.00); draft argument based there on (5.00)	10.00
13 May 19	Konrath, Adriane	Load data and images relating to volume VOL001 and VOL001 part 2 to the Charter 4 database on the network (.50)	0.50
13 May 19	Sims, Tami Kameda	Exchange correspondence with client regarding charter exhibits for hearing (.30); calls to assist with hearing preparation (.70); review new declaration from Charter (.20); exchange correspondence with J. Hill regarding Charter's supplemental document production and review of same (.40)	1.60
13 May 19	Hill, Joanna M.	Review documents recently produced in discovery (2.30); strategize with internal team re key documents (.80)	3.10
13 May 19	Velez, Melissa	Review defendant's document production (.90)	0.90
13 May 19	Ross, Terence P.	Travel to New York for Preliminary Injunction Hearing (billed at half time) (1.00); prepare for preliminary injunction Hearing by reviewing arguments made by Charter (2.00); conferences with S. Rochester and G. Thompson to prepare for preliminary injunction Hearing (3.50); telephone conference with K. Smith to discuss approach to preliminary injunction Hearing (.30); telephone conference with K. Moody to discuss developments in case (.20); review new affidavit submitted by Charter regarding violation of TRO and discuss with team (1.00); exchange emails with document review team regarding new documents produced by Charter (.80); rework argument for preliminary injunction Hearing based on comments from S. Rochester and new developments (2.00); revise cross examination of K. Dardis to cover new developments (1.50); prepare for preliminary injunction Hearing by reviewing law on corrective advertising and developing counter arguments (1.20); prepare for preliminary injunction argument by reviewing briefs and cases cited (2.00)	15.50
13 May 19	Motsinger, Katherine	Continued review of produced documents to identify "hot" email exchanges (1.30)	1.30
13 May 19	Thompson, Grace	Review and organize exhibits produced by Charter on 5/11 (2.50); review and organize deposition and hearing transcripts and pull key excerpts (2.30); review	10.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 May 19	Rochester, Shaya J.	Windstream exhibits in preparation for preliminary injunction hearing (1.90); review materials from TRO hearing (2.20); compile key orders and rules in preparation for preliminary injunction hearing (1.90) Prepare for PI hearing (5.10); prepare script for PI hearing (1.00); multiple meetings with T. Ross re strategy for PI hearing (1.20); calls with clients re PI Hearing (.50); calls with T. Sims re PI Hearing (.70); review select new documents produced by Charter (2.00)	10.50
13 May 19	Giglio, Cindi	Calls to discuss preparation for hearing and related logistics (.50); participate in hearing preparation (2.80)	3.30
13 May 19	Wang, Thomas	Pull cases cited in Charter's Reply, index, and prepare binder of same for attorney review (1.30); pull and circulate multiple documents relevant to 5/14 hearing (.10); assist with preparations for 5/14 hearing (3.00)	4.40
14 May 19	Sims, Tami Kameda	Exchange correspondence with J. Hill regarding customer lists from Spectrum (.20); review and edit proposed preliminary injunction order (.10); exchange correspondence with S. Rochester regarding interrogatory served by Charter (.20)	0.50
14 May 19	Hill, Joanna M.	Gather client customer lists from document productions (.50)	0.50
14 May 19	Ross, Terence P.	Travel to White Plains Courthouse(billed at half time) (.50); prepare for Preliminary Injunction Hearing (2.00); meet with witness W. Parrish and discuss issues relating to testimony (1.00); represent Windstream at Preliminary Injunction Hearing (3.60); discuss results of Preliminary Injunction Hearing with K. Moody while traveling back to New York City (1.00); conference with S. Rochester and G. Thompson to discuss next steps in case (1.00); revise proposed Preliminary Injunction per direction of Judge Drain (1.20); discuss and rewrite corrective advertising letter (.60); travel to New York airport (billed at half time) (.80); outline tasks that need to be performed relating to Show Cause Order (1.20); draft memorandum regarding contempt issue while traveling to Washington DC (billed at half time) (.60); travel from DC airport to home (billed at half time)(.50)	14.00
14 May 19	Thompson, Grace	Travel to Preliminary Injunction Hearing in White Plains (.80 billed at half time); attend preliminary Injunction Hearing, including follow up discussion with S. Rochester and T. Ross (4.00); return travel from PI Hearing to office (.60 billed at half time); coordinate post-hearing materials and to-do list (.30); draft email to client regarding Charter document production (.10)	5.70
14 May 19	Rochester, Shaya J.	Prepare for hearing on Preliminary Injunction, including meetings with T. Ross and W. Parish (1.00);	12.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		participate and argue at hearing on Preliminary Injunction (3.90); attend to follow-up issues from hearing (.90); meetings with T. Ross and G. Thompson (1.00); update proposed Preliminary Injunction Order to reflect rulings from hearing (.60); attend to issues re: customer information lists produced by Charter (1.00), including emails with T. Sims (.20); Travel to and from hearing (billed at half time) (2.0)	
15 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding revisions to proposed preliminary injunction order (.20); exchange correspondence with S. Rochester and G. Thompson regarding discovery deadlines (.10)	0.30
15 May 19	Ross, Terence P.	Read multiple emails regarding customer spreadsheets sent by Charter (.50); telephone conference with S. Rochester to discuss date for Show Cause hearing on contempt (.40); read transcript of Preliminary Injunction Hearing (2.50); email exchange with K. Smith re: corrective advertising (.30); telephone conference with K. Smith regarding corrective advertising letter (.30); read email from K. Smith regarding corrective advertising (.30); telephone conference with S. Rochester regarding corrective advertising and consider changes to envelope (.50); review response to opposing counsel questions on proposed Preliminary Injunction (.30)	5.10
15 May 19	Thompson, Grace	Meeting with S. Rochester involving next steps on case (.30); draft show cause order (1.10); review rules related to pretrial conferences (1.10); correspondence with S. Rochester and T. Sims re: discovery deadlines (.20)	2.70
15 May 19	Rochester, Shaya J.	Call with T. Ross to discuss next steps re contempt proceeding (.40); office conference with G. Thompson to discuss show cause order for contempt proceeding and prep for pre-trial conference (.30); attend to issues re scheduling hearing on contempt motion (.30); review and provide comments on proposed Show Cause Order re contempt hearing (.70); update PI Order with further comments from client and related emails with T. Sims (.70); attend to issues re pre-trial conference (.50); call with T. Ross re: corrective advertising (.50) communication with charter counsel re: same(.50); correspondence with T. Sims and G. Thompson re: discovery deadlines (.10); communication with T. Ross re corrective advertising (.50)	4.50
16 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding contempt research (.20); exchange correspondence with S. Rochester regarding preliminary injunction order (.20); review and edit proposed order to show cause regarding contempt (.20)	0.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 May 19	Hill, Joanna M.	Correspond with client re: customer lists (.40); draft proposed protective order (2.20)	2.60
16 May 19	Velez, Melissa	Call with S. Rochester re legal research (.50); Legal research re grounds for civil contempt motion and various additional calls with S. Rochester (3.70); Draft summary and analysis of legal research (1.50)	5.70
16 May 19	Ross, Terence P.	Review and edit draft Show Cause Order (.50); call with S. Rochester re: same and next steps (.50); re-read cases on sanctions for violation of automatic stay (1.30); review edits to draft preliminary injunction proposed by Charter counsel and consider which to accept (1.00); review email to Court regarding parties' disagreement over proposed preliminary injunction language (.80); review emails confirming receipt of all customer lists from Charter (.30); review revisions Charter seeks to proposed preliminary injunction (.50); telephone conference with S. Rochester and C. Giglio to discuss tasks relating to show cause order (.50); review research on civil contempt in conjunction with consideration of show cause order (1.30); read Preliminary Injunction issued by Court and compare Judge Drain's changes to proposed draft (.80); multiple emails discussing changes to proposed preliminary injunction made by Judge Drain (.30); consider whether we should move forward with Show Cause Order (.50); read email from J. Hill regarding draft Protective Order (.30)	8.60
16 May 19	Rochester, Shaya J.	Attend to issues re: PI Order, Show Cause Order and next steps, including emails with T. Sims (1.80); call with T. Ross re Show Cause Order and next steps (.50); revise Show Cause Order to reflect T. Ross comments (.70); revise PI Order to reflect comments from Charter and communications with T. Ross re same (1.00); reply to Charter emails to Chambers regarding proposed PI (1.00); call with T. Ross and C. Giglio re Show Cause Order and contempt research (.50); revise Show Cause Order based on call (.30); meeting with C. Giglio re: same (.30); review summary of contempt research (.50); Calls with M. Velez re: contempt research (.50)	7.10
16 May 19	Giglio, Cindi	Review PI order (.50); discussions with S. Rochester and T. Ross regarding OSC strategy related to contempt proceedings (.50)	1.00
16 May 19	Wang, Thomas	Pull and circulate certain documents related to preliminary injunction motion per S. Rochester (.10)	0.10
17 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding contempt proceedings (.20); analyze research findings regarding contempt research (.20)	0.40
17 May 19	Ross, Terence P.	Draft email to S. Rochester and G. Thompson regarding need for research on sanctions (.50); analyze	7.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		issues re: moving Show Cause order (.70); review research from M. Velez regarding standard for civil contempt and review email from S. Rochester regarding same (.80); email exchange with S. Rochester confirming Show Cause Order language (.30); telephone conference with K. Smith regarding Show Cause Order (.30); telephone conference with S. Rochester regarding Show Cause Order (.30); consider potential sanction for violation of Automatic Stay (1.00); review proposed sealing orders submitted by opposing counsel (.30); research potential recovery for civil contempt or sanctions for violation of Automatic Stay (3.00)	
17 May 19	Thompson, Grace	Research legal standard for granting sanctions for violating the automatic stay (1.50); call with S. Rochester re: same (.50); analyze related caselaw (1.60); draft shell and begin outline of memorandum on automatic stay (.30)	3.90
17 May 19	Rochester, Shaya J.	Review cases on obtaining sanctions for violating the automatic stay (1.30); review cases on obtaining a contempt order when a party violates a prior court order and emails with team re: same (.50); call with T. Ross re same (.30); call with Chambers re scheduling (.30); call with G. Thompson re stay sanctions research (.50); review and provide comments on Protective Order (1.30); further communications with T. Ross re Sanctions (1.0)	5.20
17 May 19	Giglio, Cindi	Correspondence related to timing of moving forward with contempt proceedings (.40)	0.40
18 May 19	Ross, Terence P.	Consider whether to recommend pursuing Show Cause Order in view of research on relief (1.00)	1.00
20 May 19	Ross, Terence P.	Read email from S. Rochester regarding Show Cause Order (.30); review and consider options for Show Cause Order (2.50); exchange emails with S. Rochester regarding Protective Order (.30)	3.10
20 May 19	Thompson, Grace	Continue researching the legal standard for granting sanctions for violating the automatic stay (2.50); draft memorandum section on the same (2.40); meeting with S. Rochester re: same (.40); review Windstream pleadings for automatic stay legal arguments (.30); analyze factual details of each of Charter's violations (.40); review TRO and PI hearing transcripts and orders for discussions of automatic stay (.40); review documents from Charter production for discussions of service interruption (.50); draft factual elements of memorandum from pleadings and transcript reviews (1.20)	8.10
20 May 19	Rochester, Shaya J.	Meeting with G. Thompson re: stay research (.40); review research findings issues re: stay (.60); review protective order precedents and emails with T. Ross re	1.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (.60)	
20 May 19	Wang, Thomas	Update S. Rochester's pleadings binder with recent filings (.80)	0.80
21 May 19	Hill, Joanna M.	Draft proposed protective order (1.10); call with S. Rochester re: same (1.40); draft ESI protocol (.70)	2.10
21 May 19	Ross, Terence P.	Read email from S. Rochester regarding Show Cause Order (.30); draft email to K. Smith regarding Show Cause Order (.30); review and edit draft Protective Order (2.00); review draft of ESI Order (.50); continued review of draft ESI Order (1.50); telephone conference with K. Smith regarding Show Cause Order (.30); telephone conference with S. Rochester regarding changes to Protective Order and discovery schedule (.30); telephone conference with S. Rochester regarding Pre-trial conference and related submissions (.50); read email from S. Rochester to J. Hill regarding finalizing Protective Order (.20); review requirements of Judge Drain for Pre-trial hearing and email to S. Rochester regarding same (.50)	6.40
21 May 19	Thompson, Grace	Continue drafting factual elements of memorandum (1.30); perform follow up research on "legal standard" section of memo (1.90); incorporate new research into memo (1.00); incorporate citations from cases and pleadings into memo (.20); research legal standard for rewarding damages for automatic stay violation (2.90); draft memo section on the same (2.10)	9.40
21 May 19	Rochester, Shaya J.	Attend to issues re: protective order (1.30); call with T. Ross re: protective order and discovery schedule (.30); call with J. Hill re: protective order (.30); attend to issues re: deposition notices and draft email to T. Sims re: same (.50); review research on sanctions for violating the automatic stay (.50); revise Show Cause Order to reflect new schedule (1.10); review cases related to sanctions for automatic stay violations (.60); call with T. Ross re: pretrial conference and related submissions (.50)	5.10
22 May 19	Sims, Tami Kameda	Revise show cause order regarding contempt proceeding (.20); exchange correspondence with S. Rochester regarding Rule 26(f) meet and confer and a discovery order (.30); strategize regarding potential discovery required for contempt motion (.60); draft correspondence to M. Velez regarding preparation of written discovery and deposition notices for contempt motion (.20)	1.30
22 May 19	Ross, Terence P.	Edit draft Discovery Plan (2.00); continue to edit draft Discovery Plan (1.00); review and prepare questions to S. Rochester regarding revised draft Show Cause Order (1.30); read multiple emails relating to revised Show Cause Order (.30); email exchange with S. Rochester regarding "meet and confer" on pre-trial	7.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
22 May 19	Thompson, Grace	with opposing counsel (.30); analyze issues re: reply brief (.80); email exchange with S. Rochester regarding letter to Charter counsel (.50); review draft customer letter ordered by Court (.80); review email from S. Rochester to opposing counsel regarding pre-trial (.30) Research pretrial conference requirements (.20); research discovery plan precedents (.60); coordinate with docket department and revise case calendar (.20); review articles regarding preliminary injunction for circulation (.50); research proposed protective order precedents (1.00); continue drafting damages section of memorandum on automatic stay sanctions (1.90); perform follow up research on the same (2.20); revise memo incorporating new research (2.10); discuss memo with S. Rochester (.50)	9.20
22 May 19	Rochester, Shaya J.	Revise Order to Show Cause based on comments from T. Ross (.40); provide comments on attend to issues with discovery plan and action items in connection with pre-trial conference, including various emails with T. Ross (.70); office conference with G. Thompson to discuss sanctions memo (.50); emails with T. Sims re Rule 26 conference (.20); communications with Charter regarding Show Cause Order and Rule 26 conference (.20); review and provide extensive comments on protective order (2.20)	4.20
22 May 19	Giglio, Cindi	Review and provide comments to OSC for contempt proceeding (.40)	0.40
23 May 19	Velez, Melissa	Review declarations and preliminary injunction reply brief to develop strategy for discovery requests (.50)	0.50
23 May 19	Ross, Terence P.	Review and edit draft email to opposing counsel regarding draft Show Cause Order (.30); chart out order in which to depose Charter witnesses during discovery (.90); read email from opposing counsel regarding draft Show Cause Order (.30); communications with S. Rochester re: the foregoing (.40); draft email to K. Smith regarding customer mailing (.30); outline discovery needed in both merits case and damages case in order to determine terms of Discovery Plan (2.30); review suggestions on Discovery Plan from T. Sims (2.50); read multiple emails from T. Sims regarding Discovery Plan and how to deal with opposing counsel regarding same (.50)	7.50
23 May 19	Thompson, Grace	Perform follow up research on automatic stay memorandum section regarding goodwill (3.60); coordinate with Westlaw research analysts regarding the same (.40); revise memorandum regarding the same (1.40); discussion with S. Rochester re: memo (.30); perform additional revisions in memo (1.20)	6.90
23 May 19	Rochester, Shaya J.	Communications with team regarding Charter response	2.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		to Show Cause Order, document requests and deposition notices (.70); meeting with G. Thompson re memo on sanctions for automatic stay violation (.30); attend to issues re protective order (1.0)	
24 May 19	Sims, Tami Kameda	Revise second set of document requests to Charter (.80); review and edit notice of deposition to L. Truong (.10); revise person most qualified deposition notice for Charter (.20); strategize regarding discovery plan (.20); exchange correspondence with S. Rochester regarding show cause order (.20); exchange correspondence with S. Rochester regarding discovery (.10)	1.60
24 May 19	Velez, Melissa	Draft discovery requests and deposition notices (2.50)	2.50
24 May 19	Ross, Terence P.	Read email from S. Rochester re: client meeting (.30); Read email from Clerk of Court re: Show Cause Hearing (.30); Email to S. Rochester re: meet and confer with opposing counsel (.30); Review new edits to proposed Discovery Plan (.50); Continued comparison of Protective Orders (.80); Compare draft Protective Order to Protective Order entered in main case (.50); Read email from opposing counsel re: draft Show Cause Order (.30); Read Show Cause Order submitted to Court (.30); Review and edit draft document discovery from T. Sims (1.00); Read email exchange between S. Rochester and T. Sims re: problems with opposing counsel (.30); Review draft submission to Court on Show Cause Order (.30); Consider which Protective Order to use (1.30); Read email from opposing counsel inquiring about consumer mailing (.30); Read email from opposing counsel re: Sealing Orders (.30); Read email from T. Sims re: new discovery (.30)	7.10
24 May 19	Thompson, Grace	Call with S. Rochester regarding automatic stay memorandum (.40); revise case calendar and materials, and coordinate with dockets (.40) pull and circulate new pleadings (.10); review protective order from main case and analyze against draft protective order for adversary proceeding (.70)	1.60
24 May 19	Rochester, Shaya J.	Communications with team regarding Show Cause Order and meet and confer conference (.30); communications with Charter and Chambers regarding Show Cause Order (.30); communications with parties regarding Rule 26 conference (.30); review and provide comments on memo on sanctions for stay violation (3.20); attend to issues re protective order (.30); attend to issues re Charter's request concerning status of corrective advertising (.30); call with G. Thompson re memo on sanctions for stay violations (.40)	5.10
28 May 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester and T.	0.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
29 May 19	Thompson, Grace	Revise content and citations for memorandum regarding automatic stay violations (1.60); revise case calendar (.20)	1.80
29 May 19	Rochester, Shaya J.	Review and analyze research on sanctions for violation of automatic stay (.50); review proposed discovery plan (.50); prepare for Rule 26 meet and confer call (.50); attend Rule 26 meet and confer call (.30); attend follow-up call with T. Sims and T. Ross (.30); attend to issues re deposition notices (.30); revise Case Calendar accordingly (.30); review and provide comments on memo on sanctions for stay violations (2.30)	5.00
29 May 19	Wang, Thomas	Update S. Rochester's hearing binder (.30)	0.30
30 May 19	Ross, Terence P.	Review revised draft of Protective Order (1.30); consider whether AEO provision in draft Protective Order is sufficient (.70); outline Truong deposition (2.00)	4.00
30 May 19	Rochester, Shaya J.	Review and provide comments on protective order (1.0)	1.00
31 May 19	Sims, Tami Kameda	Exchange correspondence with K. Lockhart regarding draft joint report (.20); review upcoming case deadlines (.10)	0.30
31 May 19	Ross, Terence P.	Follow up on status of Settlement (.30); reconsider using original Protective Order (1.00); telephone conference to S. Rochester regarding Protective Order (.30); consider language for proposal (.50); read emails from opposing counsel regarding discovery (.60)	2.70
31 May 19	Lockhart, Kristin	Draft joint report on discovery plan and prepare template scheduling order and proposed deadlines for Judge Drain (2.60)	2.60
31 May 19	Thompson, Grace	Revise draft protective order	0.20
31 May 19	Rochester, Shaya J.	Call with T. Ross re: protective order and strategy going-forward (0.30); review and provide comments on Protective Order (1.90)	2.20
TOTALS:			691.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43690	Cameron, Camille A.	4.80	645.00	\$3,096.00
44904	Giglio, Cindi	7.80	965.00	\$7,527.00
43405	Hill, Joanna M.	40.40	695.00	\$28,078.00
32375	Konrath, Adriane	0.50	390.00	\$195.00
34231	Larsen, Ryan	18.50	870.00	\$16,095.00
44572	Lockhart, Kristin	53.00	605.00	\$32,065.00
44596	Motsinger, Katherine	1.30	450.00	\$585.00
44845	Rochester, Shaya J.	121.40	965.00	\$117,151.00
44455	Ross, Terence P.	200.50	985.00	\$197,492.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
 Invoice Date: June 18, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
41782	Siena, Marie	2.50	200.00	\$500.00
42783	Sims, Tami Kameda	89.50	845.00	\$75,627.50
44616	Thompson, Grace	125.70	450.00	\$56,565.00
43994	Velez, Melissa	15.40	515.00	\$7,931.00
45083	Wang, Thomas	9.90	200.00	\$1,980.00
	TOTAL:	691.20		\$544,888.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
04 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3227204304041604 DATE: 4/4/2019 Taxi / Uber Service Charges Taxi Service Charges Date Incurred: 03/20/19	50.70
04 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3227204304041604 DATE: 4/4/2019 Taxi / Uber Service Charges Uber Service Charges Date Incurred: 03/29/19	40.10
04 Apr 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3107397 DATE: 3/31/2019 Food service ordered on 03/26/2019 by Arotsky, Allison J., OrderID: 2002068010	23.53
05 Apr 19	Color Printing	340.75
08 Apr 19	VENDOR: Clerk of the Court U.S.Southern District; INVOICE#: 040419; DATE: 4/4/2019 - Filing a pro hac vice application in Bankruptcy court - SDNY - Windstream; Tracking ID# A13127991	200.00
08 Apr 19	Photocopies for 04/08/2019	0.30
08 Apr 19	Color Copies for 04/08/2019	133.00
09 Apr 19	VENDOR: U.S. Bankruptcy Court; INVOICE#: A13131067; DATE: 4/5/2019 - Tracking ID# A13131067 dated 4/5/19; Filing fee for opening an adversary proceeding in bankruptcy court	350.00
09 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 651402188 DATE: 4/8/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St.,WHITE PLAINS NY,10601 US: On: 4/4/2019; Tracking ID: 786446668684	9.70
12 Apr 19	Photocopies for 04/12/2019	0.30
12 Apr 19	Color Copies for 04/12/2019	0.75
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 03/27/19	14.08
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 03/29/19	15.92
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/02/19	13.12
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/02/19	14.23
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/04/19	11.27
15 Apr 19	VENDOR: Thompson, Grace INVOICE#: 3247995704151749 DATE: 4/15/2019 after hours cab home Date Incurred: 04/05/19	11.18
15 Apr 19	Color Printing	52.50
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St., Rm. 248,WHITE PLAINS NY,10601 US: On: 4/11/2019; Tracking ID: 786599296131	11.29
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 4/5/2019; Tracking ID:	11.44

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
16 Apr 19	786477872372 VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 4/11/2019; Tracking ID: 786599356255	11.29
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Paul Schwartzberg Office of the U.S. Trustee 201 Varick St., Suite 1006,NEW YORK CITY NY,10014 US: On: 4/11/2019; Tracking ID: 786599325613	11.29
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Paul Schwartzberg Office of the U.S. Trustee 201 Varick St., Suite 1006,NEW YORK CITY NY,10014 US: On: 4/5/2019; Tracking ID: 786477805651	11.44
16 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652122491 DATE: 4/15/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St., Rm. 248,WHITE PLAINS NY,10601 US: On: 4/5/2019; Tracking ID: 786477221022	14.10
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAR19-NYC; DATE: 4/15/2019 - Acct #KM3277: Pacer Court Cost Incurred in March 2019, New York.	7.30
16 Apr 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAR19-NYC; DATE: 4/15/2019 - Acct #KM3277: Pacer Court Cost Incurred in March 2019, New York.	3.60
19 Apr 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5554168 DATE: 4/12/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 04/04/2019; Voucher# 329305	123.53
22 Apr 19	VENDOR: Arotsky, Allison INVOICE#: 3266673904221537 DATE: 4/22/2019 After hours cab home Date Incurred: 03/26/19	26.44
22 Apr 19	VENDOR: Federal Express Corp. INVOICE#: 652906382 DATE: 4/22/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court United States Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 4/12/2019; Tracking ID: 786625090356	17.34
23 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3266117504231605 DATE: 4/23/2019 Taxi / Uber Service Charge Taxi Service Charge Date Incurred: 03/28/19	29.12
24 Apr 19	VENDOR: Giglio, Cindi INVOICE#: 3274204904241619 DATE: 4/24/2019 Taxi / Uber Service Charge Taxi Service Charge Date Incurred: 03/27/19	27.36
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 attend hearing in White Plains, NY Snack after hearing Date Incurred: 04/15/19	6.26
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 attend hearing in White Plains, NY train to White Plains	12.25

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	Date Incurred: 04/14/19	
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 attend hearing in White Plains, NY Train fare home from hearing Date Incurred: 04/15/19	12.25
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 Cab to Office on Sunday Date Incurred: 04/14/19	43.03
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 after hours cab home Date Incurred: 04/14/19	49.47
29 Apr 19	Postage for 1st Class Mail 2 Letter Size Request (K. Lockhart) BY WJ	3.20
29 Apr 19	VENDOR: Rochester, Shaya INVOICE#: 3282721804291604 DATE: 4/29/2019 Attend hearing telephonically Date Incurred: 04/16/19	135.00
30 Apr 19	PAYEE: Arkadin Inc.; REQUEST#: 813401; DATE: 4/29/2019. - To record Arkadin Teleconferencing charges, Inv. No. INUS190300706 dated 03/31/2019; Conference Call for Cindi Giglio on 3/31/19;	7.83
30 Apr 19	Binding: 4/5/19	6.00
30 Apr 19	Binding: 4/8/19	15.00
30 Apr 19	Binding: 4/11/19	6.00
30 Apr 19	Westlaw Legal Research: WANG,THOMAS on 04/07/2019	3,237.68
01 May 19	VENDOR: Sunny's Worldwide Chauffeured Trans; INVOICE#: 240725; DATE: 5/1/2019 Limousine service for Ryan Larsen from JFK to Stamford Marriott Hotel & Spa on 4/30/19.	209.08
01 May 19	Photocopies for 05/01/2019	0.80
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/08/2019; Voucher# 358042	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/10/2019; Voucher# 344806	70.57
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/10/2019; Voucher# 350262	70.57
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/12/2019; Voucher# 350610	61.11
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 04/11/2019; Voucher# 329305	123.53
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5559670 DATE: 4/19/2019 Local Travel: Pickup Address: 2810 1ST PLACE Destination: 575 MADISON AVE on 04/14/2019; Voucher# 357635	123.26
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/15/2019; Voucher# 350663	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/16/2019; Voucher# 341796	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/17/2019; Voucher# 359621	78.82

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
 Invoice Date: June 18, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/18/2019; Voucher# 346979	71.69
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 300 QUARROPAS S Destination: 575 MADISON AVE on 04/15/2019; Voucher# 357635	346.91
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 201 W 74 ST M on 04/14/2019; Voucher# 357635	34.66
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 2810 1ST PLACE on 04/14/2019; Voucher# 357635	123.53
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 201 W 74 ST M Destination: 300 QUAROPPAS S on 04/15/2019; Voucher# 357635	212.63
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 300 QUARROPPAS Destination: 575 MADISON AVE on 04/15/2019; Voucher# 357635	301.11
03 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5563972 DATE: 4/26/2019 Local Travel: Pickup Address: 160 CENTRAL PAR Destination: 300 QUARROPPAS on 04/15/2019; Voucher# 357635	302.25
03 May 19	VENDOR: Federal Express Corporation INVOICE#: 654055154 DATE: 5/3/2019 From: Ryan Larsen To: Ryan Larsen, Guest c/o Stamford Marriott Hotel & 243 Tresser Boulevard, STAMFORD CT, 06901 US: On: 4/29/2019; Tracking ID: 786940286059	79.06
03 May 19	VENDOR: Federal Express Corporation INVOICE#: 654055154 DATE: 5/3/2019 From: Tami Kameda Sims To: Paula C. Anderson Windstream Services, LLC 4001 N. Rodney Parham, LITTLE ROCK AR, 72212 US: On: 4/29/2019; Tracking ID: 786942518160	72.94
03 May 19	VENDOR: Epiq Business Process Solutions; INVOICE#: M-248477; DATE: 5/3/2019 Transcription of calls	4,809.55
06 May 19	VENDOR: Sunny's Worldwide Chauffeured Trans; INVOICE#: 240792; DATE: 5/6/2019 Limousine service for Ryan Larsen from Stamford Marriott Hotel & Spa to JFK on 5/02/19.	218.20
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3117952 DATE: 4/28/2019 Food service ordered on 04/24/2019 by Wang, Thomas, OrderID: 2005212058	19.12
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/03/2019 by Thompson, Grace, OrderID: 2003058023	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/01/2019 by Rochester, Shaya, OrderID: 2002674700	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/02/2019 by Rochester, Shaya, OrderID: 2002850344	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/03/2019 by	25.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
 Invoice Date: June 18, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
06 May 19	Rochester, Shaya, OrderID: 2003019045 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/04/2019 by Rochester, Shaya, OrderID: 2003184666	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/04/2019 by Siena, Marie A., OrderID: 2003194118	20.74
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3108825 DATE: 4/7/2019 Food service ordered on 04/05/2019 by Wang, Thomas, OrderID: 2003336498	20.74
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/16/2019 by Akchin, Sean M., OrderID: 2004476198	18.36
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/15/2019 by Rochester, Shaya, OrderID: 2004289732	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/16/2019 by Rochester, Shaya, OrderID: 2004441678	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/17/2019 by Rochester, Shaya, OrderID: 2004591964	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/18/2019 by Rochester, Shaya, OrderID: 2004725179	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/17/2019 by Arotsky, Allison J., OrderID: 2004610608	18.87
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3114497 DATE: 4/21/2019 Food service ordered on 04/15/2019 by Wang, Thomas, OrderID: 2004286407	21.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/09/2019 by Rochester, Shaya, OrderID: 2003671272	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/10/2019 by Rochester, Shaya, OrderID: 2003837719	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/11/2019 by Rochester, Shaya, OrderID: 2003993873	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/14/2019 by Rochester, Shaya, OrderID: 2004159447	25.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/11/2019 by Siena, Marie A., OrderID: 2004005460	20.74
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/08/2019 by Wang, Thomas, OrderID: 2003522834	21.00
06 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	21.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
06 May 19	3112652 DATE: 4/14/2019 Food service ordered on 04/10/2019 by Wang, Thomas, OrderID: 2003858930 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3112652 DATE: 4/14/2019 Food service ordered on 04/11/2019 by Wang, Thomas, OrderID: 2004003704	21.00
06 May 19	Color Printing	344.50
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Room Service Date Incurred: 04/30/19	32.44
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Date Incurred: 05/02/19	9.67
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Date Incurred: 05/01/19	13.56
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 America Airlines WiFi Service purchase Date Incurred: 04/30/19	16.00
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Uber from home to LAX Date Incurred: 04/30/19	22.74
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Uber from LAX to home Date Incurred: 05/02/19	22.23
07 May 19	VENDOR: Larsen, Ryan J. INVOICE#: 3305534405071557 DATE: 5/7/2019 Travel to Starmford, CT for Deposition Hearing on May 2, 2019 Date Incurred: 04/30/19	557.76
07 May 19	Postage for USPS-1ST CL LTR KEVIN SAVILLE, ESQ. 401 MERRITT 7 NORWALK, CT. 06851 ENTERED BY KK	0.50
07 May 19	Color Printing	1,533.25
09 May 19	Sims/Tami Kameda 5/1/19 DFW/BUR/LIT/DFW inv.5041 American Airlines	29.00
10 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5571172 DATE: 5/3/2019 Local Travel: Pickup Address: 2810 1ST PL BAL Destination: 300 QUARROPAS S on 04/15/2019; Voucher# 357635	396.72
10 May 19	Color Printing	66.50
10 May 19	VENDOR: Epiq Business Process Solutions; INVOICE#: M-248149; DATE: 4/30/2019 Transcription of calls	5,519.00
13 May 19	Photocopies for 05/13/2019	34.80
13 May 19	Photocopies for 05/13/2019	15.90
13 May 19	Photocopies for 05/13/2019	22.20
13 May 19	Color Copies for 05/13/2019	20.50
13 May 19	Color Copies for 05/13/2019	3.50
13 May 19	Color Copies for 05/13/2019	51.00
13 May 19	Color Copies for 05/13/2019	17.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/09/2019 by Thompson, Grace, OrderID: 2006879702	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/10/2019 by	25.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
14 May 19	Thompson, Grace, OrderID: 2006978303 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/06/2019 by Rochester, Shaya, OrderID: 2006391866	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/08/2019 by Rochester, Shaya, OrderID: 2006699634	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/09/2019 by Rochester, Shaya, OrderID: 2006845527	25.00
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/06/2019 by Siena, Marie A., OrderID: 2006398498	17.99
14 May 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3127173 DATE: 5/12/2019 Food service ordered on 05/10/2019 by Wang, Thomas, OrderID: 2006975024	21.00
15 May 19	VENDOR: Federal Express Corp. INVOICE#: 654956614 DATE: 5/13/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas St., Rm. 248,WHITE PLAINS NY,10601 US: On: 5/7/2019; Tracking ID: 787072821798	16.28
15 May 19	VENDOR: Federal Express Corp. INVOICE#: 654956614 DATE: 5/13/2019 From: Shaya Rochester To: Paul Schwartzberg, Esq. Office of the U.S. Trustee 201 Varick St., Rm. 1006,NEW YORK CITY NY,10014 US: On: 5/7/2019; Tracking ID: 787072715929	11.52
15 May 19	VENDOR: Federal Express Corp. INVOICE#: 654956614 DATE: 5/13/2019 From: Shaya Rochester To: Vito Genna, Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 5/7/2019; Tracking ID: 787072771930	16.09
16 May 19	Photocopies for 05/16/2019	3.60
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	114.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	435.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	3.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	3.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	81.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19-	1,500.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19- NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	6.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19- NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	39.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-APRIL19- NYC; DATE: 5/16/2019 - Acct #KM3277: Pacer court cost incurred in April 2019, New York.	102.00
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-APRIL19- WAS; DATE: 5/16/2019 - Acct #KM3278: Pacer court cost incurred in April 2019, Washington.	1.20
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-APRIL19- WAS; DATE: 5/16/2019 - Acct #KM3278: Pacer court cost incurred in April 2019, Washington.	0.10
16 May 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-APRIL19- LAX; DATE: 5/16/2019 - Acct #KM3280: Pacer court cost incurred in April 2019, Century City.	0.80
20 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5577775 DATE: 5/10/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 04/29/2019; Voucher# 346978	71.69
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Breakfast at the airport in DC Date Incurred: 05/13/19	6.20
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Parking at airport. Date Incurred: 05/13/19	50.00
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Taxi. Date Incurred: 05/13/19	66.36
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Taxi. Date Incurred: 05/14/19	10.75
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Room lodging rate. Date Incurred: 05/16/19	1,054.62
21 May 19	VENDOR: Ross, Terence P. INVOICE#: 3330781905211604 DATE: 5/21/2019 Preliminary Injunction Hearing in NY for Windstream Airline fare. Date Incurred: 05/13/19	946.61
22 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference Call for Cindi Giglio on 4/1/19; Conference #11753342.	5.27
28 May 19	VENDOR: Veritext L.L.C.; INVOICE#: NY3764963; DATE: 5/7/2019 - Original & Certified Transcripts of Keith Dardis & Kelly Atkinson	3,627.04
29 May 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338392; DATE: 5/20/2019 - New York conference dining. Beverages, lunch and dinner for 10 on 5/13/19.	816.03

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
Invoice Date: June 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/06/2019; Voucher# 352144	71.69
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 797 3 AVE M 4 Destination: 352 CROWN ST B on 05/07/2019; Voucher# 352673	71.69
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/08/2019; Voucher# 350185	61.11
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/09/2019; Voucher# 356989	71.69
30 May 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5584604 DATE: 5/17/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 05/06/2019; Voucher# 341797	123.53
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/9/19; #11764755; S. Rochester.	5.47
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/9/19; #11759089; S. Rochester.	6.83
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/29/19; #11886860; S. Rochester.	7.81
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/8/19; #11751087; S. Rochester.	8.06
31 May 19	PAYEE: Arkadin Inc.; REQUEST#: 815847; DATE: 5/22/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190400773 dated 4/30/19. Conference call on 4/25/19; #11868090; G. Thompson.	12.21
31 May 19	Binding:5/9/19	21.00
31 May 19	Binding:5/13/19	6.00
31 May 19	Binding:5/13/19	3.00
31 May 19	Westlaw Legal Research LERSNER,LINDSAY on 05/21/2019	39.78
31 May 19	Westlaw Legal Research VELEZ,MELISSA on 05/09/2019	537.63
31 May 19	Westlaw Legal Research CAMERON,CAMILLE A on 05/08/2019	219.24
31 May 19	Westlaw Legal Research HALL,JOANNA on 05/09/2019	182.70
31 May 19	Westlaw Legal Research VELEZ,MELISSA on 05/17/2019	73.08
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/23/2019	81.60
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/28/2019	111.05
31 May 19	Westlaw Legal Research WANG,THOMAS on 05/13/2019	79.57
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/09/2019	119.35
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/22/2019	119.35
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/23/2019	454.59
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/20/2019	465.99
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/28/2019	198.92
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/21/2019	318.27
31 May 19	Westlaw Legal Research LOCKHART,KRISTIN on 05/08/2019	105.09
31 May 19	Westlaw Legal Research THOMPSON,GRACE on 05/08/2019	1,312.85
31 May 19	Westlaw Legal Research LOCKHART,KRISTIN on 05/09/2019	495.67

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548006
 Invoice Date: June 18, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
TOTAL:		\$36,438.59

SUMMARY OF DISBURSEMENTS
 Matter 00008: Charter Litigation

Business Meals	\$884.16
Out of Town Travel	\$2,252.24
After Hours Meals Expense	\$715.09
Filing Fees	\$555.27
Telephone Charges	\$48.21
Courier	\$293.78
Postage	\$3.70
Binding	\$57.00
Photocopy Costs	\$77.90
Color Printing	\$2,337.50
Color Copies	\$225.75
Court Reporter Fees	\$13,955.59
Legal Research	\$8,152.41
Airfare	\$29.00
Airfare	\$946.61
Court Costs	\$2,296.00
Local Transportation	\$3,473.38
CourtSolutions/ CourtCall	\$135.00
TOTAL:	\$36,438.59

MATTER TOTAL: \$581,326.59

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548010
 Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00010: Business Operations

Date	Attorney or Assistant	Description	Hours
18 Apr 19	Reisman, Steven	Attend to matters re: preparing for preliminary injunction hearing as well as update on discovery, scheduling of depositions and coordination of matters post entry of TRO and research and follow up and team coordination related to same (2.60)	2.60
TOTALS:			<u>2.60</u>

SUMMARY OF PROFESSIONAL SERVICES

Matter 00010: Business Operations

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	2.60	1,220.00	\$3,172.00
TOTAL:		<u>2.60</u>		<u>\$3,172.00</u>

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548012
Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00011: Case Administration

Date	Attorney or Assistant	Description	Hours
02 May 19	Wang, Thomas	Circulate calendar notices regarding continued Meeting of Creditors (.20)	0.20
10 May 19	Wang, Thomas	File Katten's First Monthly Fee Statement on the chapter 11 docket [Doc. No. 504] (.10)	0.10
22 May 19	Wang, Thomas	Circulate calendar notices with dates related to Katten's Second Monthly Fee Statement and First Interim Fee Application (.20)	0.20
TOTALS:			0.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00011: Case Administration

	Attorney or Assistant	Hours	Rate	Amount
45083	Wang, Thomas	0.50	200.00	\$100.00
TOTAL:		0.50		\$100.00

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

June 17, 2019

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

Invoice No. 1301548013
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through May 31, 2019..... \$2,818.50

CURRENT INVOICE TOTAL: \$2,818.50

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

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

WIN Ex. 71

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301548013
 Invoice Date: June 17, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
15 Apr 19	Arotsky, Allison	Communications with S. Rochester and T. Wang re: binder for Second Day hearing (.40)	0.40
15 Apr 19	Wang, Thomas	Index and prepare binders of key documents for 4/16 hearing on, among other things, Katten's retention application and submit for attorney review (.70); pull additional cash collateral filings for updated version of same and related communications with A. Arotsky (.70); prepare electronic files for printing (.60); finalize same with blue slip sheets (.50)	2.50
16 Apr 19	Rochester, Shaya J.	Participate telephonically at Omnibus Hearing, including hearing on Katten's retention application (2.1);	2.10
TOTALS:			5.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	0.40	730.00	\$292.00
44845	Rochester, Shaya J.	2.10	965.00	\$2,026.50
45083	Wang, Thomas	2.50	200.00	\$500.00
TOTAL:		5.00		\$2,818.50

PROFESSIONAL SERVICES
 Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
18 Jun 19	Rochester, Shaya J.	re: budget and feedback on fee statement (.60) Review May Monthly Fee Statement for privilege and confidential information (0.90)	0.90
18 Jun 19	Arotsky, Allison	Discuss budget with G. Thompson (.30); review and provide comment on draft of exhibits to May Fee Statement (1.40); discussions with T. Wang re: same (.20); follow-up with A. Schackart re: search of new potential parties in interest for retention disclosure (.10)	2.00
18 Jun 19	Wang, Thomas	Update exhibit tables for the May Fee Statement (1.90); communications with S. Rochester, A. Aratsky, G. Thompson, and M. Siena throughout day re: same (.50)	2.40
19 Jun 19	Thompson, Grace	Review as-filed monthly fee statement (.20); draft email to client on May Fee Statement (.10)	0.30
19 Jun 19	Rochester, Shaya J.	Finalize May Monthly Fee Statement and proceed with filing (.80)	0.80
19 Jun 19	Arotsky, Allison	Review and revise updated May monthly fee statement (.50); further revise May monthly fee statement based on comments from S. Rochester (.40); finalize May Monthly Fee Statement and prepare for filing (.30)	1.70
19 Jun 19	Wang, Thomas	Finalize the May Fee Statement (.40); communications with A. Aratsky and G. Thompson re: same (.30); file May Fee Statment (.20)	0.90
20 Jun 19	Thompson, Grace	Review monthly fee statement procedures and billing checklist with A. Aratsky (.40)	0.40
24 Jun 19	Thompson, Grace	Meet with A. Aratsky regarding First Supplemental Declaration for Retention Application (.50); draft Supplemental Declaration for Retention (1.40); draft Schedule 1(a) of the same (1.20); draft Schedules 1(b)-1(g) (1.60)	4.70
24 Jun 19	Rochester, Shaya J.	Office conference with A. Aratsky re: supplemental disclosure (.40); review and provide comments on MFI (.20)	0.60
24 Jun 19	Arotsky, Allison	Initial review of conflicts search results for purpose of preparing First Supplemental Reisman Declaration (.40); discuss same with G. Thompson (.50); draft email to conflicts department re: interested parties list (.20); discussions with S. Rochester re: supplemental disclosure (.40)	1.50
25 Jun 19	Thompson, Grace	Correspond with Katten billings re: weekly budget (.30); prepare Monthly Fee Invoice emails (.60); revise First Supplemental Declaration for Retention Application (2.10); draft schedule 1(c) to Supplemental Declaration (.60); review Katten Retention Agreement (.30)	3.90
26 Jun 19	Siena, Marie	Continue review of June prebills for privileged and confidential information and proper assignment to matter category (.60)	0.60
27 Jun 19	Thompson, Grace	Review June prebills for privileged and confidential	1.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556088
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		information (1.40); coordinate with M. Siena re: prebills (.30); discussion with S. Rochester re: June prebills (.20)	
27 Jun 19	Rochester, Shaya J.	Office conference with A. Arotzky re: Supplemental Disclosures (.40); office conference with G. Thompson re: June prebills (.20); review and provide comments on Supplemental Declaration (.60)	1.20
27 Jun 19	Giglio, Cindi	Correspondence with A. Arotzky re: disclosures (.20)	0.20
27 Jun 19	Arotzky, Allison	Review and revise First Supplemental Declaration (1.40); discuss First Supplemental Declaration with S. Rochester and provide updates (.40); discuss supplemental disclosures with C. Giglio (.20)	2.00
30 Jun 19	Arotzky, Allison	Revise First Supplemental Reisman Declaration per S. Rochester's comments (.80)	0.80
TOTALS:			44.90

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotzky, Allison	13.90	730.00	\$10,147.00
44904	Giglio, Cindi	0.40	965.00	\$386.00
44842	Reisman, Steven	1.30	1,220.00	\$1,586.00
44845	Rochester, Shaya J.	5.70	965.00	\$5,500.50
41782	Siena, Marie	0.60	200.00	\$120.00
44616	Thompson, Grace	14.70	450.00	\$6,615.00
45083	Wang, Thomas	8.30	200.00	\$1,660.00
TOTAL:		44.90		\$26,014.50

Katten

Katten Muchin Rosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

**575 Madison Avenue
New York, NY 10022-2585**

July 17, 2019

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

Invoice No. 1301556089
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through June 30, 2019.....	\$34,029.00
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CURRENT INVOICE TOTAL: \$34,029.00

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

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PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
13 Jun 19	Rochester, Shaya J.	Attend to issues re: client request for settlement language for negotiations with Frontier (.40)	0.40
17 Jun 19	Reisman, Steven	Update re: matters related to issues with respect to executory contracts with Frontier and efforts to reach resolution of same and follow up (1.10)	1.10
17 Jun 19	Rochester, Shaya J.	Review term sheet with Frontier (.50); review recent case-law on rejection of executory contracts (.80); meeting with S. Reisman re: same (.50)	1.80
19 Jun 19	Thompson, Grace	Research precedents for 9019 settlement motions (.50); research precedents for stipulations to extend bar dates (.50)	1.00
19 Jun 19	Reisman, Steven	Review materials re: Frontier settlement and discussions with S. Rochester re: same including stipulation extending bar date and coordination with S. Rochester re: preparation of 9019 motion to approve Frontier settlement and next steps re: Frontier (1.30)	1.30
19 Jun 19	Rochester, Shaya J.	Review slide on Frontier settlement and attend to related issues (.60); call with S. Reisman re: Frontier (.30); attend to issues re: extending Bar Date, preparing 9019 motion (.50); review draft Frontier settlement agreement and prepare issues list (1.40)	2.80
20 Jun 19	Thompson, Grace	Review Local Rules and Case Management Order's rules on Notices of Presentment (.20); research Notice of Presentment precedent (.30); call with S. Rochester re: same (.30); analyze draft documents related to Frontier case (.40); draft Notice of Presentment and Stipulation to Extend Bar Date for Frontier (2.00); revise the same (.90)	4.10
20 Jun 19	Reisman, Steven	Update re: stipulation extending bar date and review notice of presentment re: same as well as feedback on Frontier settlement agreement and discussions with S. Rochester re: same and follow up (2.30)	2.30
20 Jun 19	Rochester, Shaya J.	Review precedents for stipulation extending bar date to file proof of claim (.30); call with G. Thompson re: same (.30); attend to issues re: preparing Notice of Presentment for stipulation extending bar date to file a proof of claim (.20); review and prepare markup of draft settlement agreement with Frontier (1.20); update issues list for Frontier settlement agreement (.40); revise Frontier settlement agreement based on comments from S. Reisman (.70); prepare cover email with summary of issues for client regarding markup of Frontier settlement agreement (.70); review and provide comments on stipulation extending bar date for Frontier (.80)	4.60
24 Jun 19	Thompson, Grace	Draft Notice of Motion section of 9019 Motion (.80); draft 9019 Motion (2.20); draft proposed order for 9019 Motion (.80); revise Motion incorporating comments from S. Rochester (.60)	4.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556089
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
24 Jun 19	Rochester, Shaya J.	Review 9019 precedents and office conference with G. Thompson re: same (.40); prepare for Frontier call (.30); review and provide comments on draft 9019 motion and proposed order approving Frontier settlement agreement (1.20)	1.90
25 Jun 19	Reisman, Steven	Meeting with S. Rochester to discuss matters related to Frontier settlement and note comments re: terms of settlement agreement (.70); participate in discussions with client re: Frontier settlement agreement and feedback on settlement agreement and comments thereto (.80); update re: stipulation extending bar date and next steps and coordinate with S. Rochester re: same (.20)	1.70
25 Jun 19	Rochester, Shaya J.	Pre-meeting with S. Reisman to discuss Frontier settlement agreement (.50); call with client to discuss Frontier settlement agreement and comments thereto (.80); attend to follow-up issues from call (.30); office conference with S. Reisman re: Stipulation Extending Frontier Bar Date (.30); revise Stipulation Extending Frontier Bar Date to reflect S. Reisman changes (.30); attend to follow-up issues and reply to client questions regarding Stipulation Extending Frontier Bar Date (.30); communications regarding expertise reviewing telecommunications services agreements (.30); revise Frontier settlement agreement to reflect call with client (2.40); attend to issues re: review of telecommunications services agreement (.20); communications with team re: review of telecommunications services agreement (.20)	5.60
26 Jun 19	Rochester, Shaya J.	Attend to issues re: Frontier commercial agreement (.80); further revise frontier settlement agreement (.50); reply to client inquiries re: frontier settlement agreement (.40)	1.70
27 Jun 19	Thompson, Grace	Revise Stipulation Extending Frontier Bar Date (.30)	0.30
27 Jun 19	Rochester, Shaya J.	Review client correspondence regarding Frontier settlement agreement (.30); reply to client questions regarding filing settlement agreement under seal (.30); attend to issues re: extending Bar Date for Frontier (.80)	1.40
28 Jun 19	Siena, Marie	E-file Notice of Presentment of Stipulation and Order Extending Bar Date to File a Proof of Claim for Frontier Communications Corporation on the court's docket system (.30)	0.30
28 Jun 19	Rochester, Shaya J.	Attend to client inquiries re: settlement agreement (.30); finalize and file Stipulation Extending Bar Date for Frontier (.30); call with UCC counsel re: same (.20); revise settlement agreement based on comments from client (1.40)	2.20
TOTALS:			39.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556089
 Invoice Date: July 17, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	6.40	1,220.00	\$7,808.00
44845	Rochester, Shaya J.	22.40	965.00	\$21,616.00
41782	Siena, Marie	0.30	200.00	\$60.00
44616	Thompson, Grace	10.10	450.00	\$4,545.00
	TOTAL:	39.20		\$34,029.00

Katten

Katten Muchin Rosenman LLP

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Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

July 17, 2019

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

Invoice No. 1301556090
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through June 30, 2019.....	\$182,225.00
Disbursements and other charges.....	\$17,005.17

CURRENT INVOICE TOTAL: \$199,230.17

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

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).

Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Jun 19	Sims, Tami Kameda	Review and edit stipulated protective order and prepare correspondence to S. Rochester regarding same (.20); initial review of Charter's second set of document requests and interrogatories and prepare correspondence to client regarding same (.20); confer with K. Lockhart regarding revisions to draft joint report (.20)	0.60
03 Jun 19	Ross, Terence P.	Follow up on corrective mailing issue (.30); draft Settlement email (.50); read email from S. Rochester regarding revised draft protective order and review revised draft protective order (.80); write email to S. Rochester regarding revised draft protective order (.30); email exchange with S. Rochester on draft protective order (.30); continue drafting of settlement offer (1.80); read email from T. Sims regarding draft protective order (.30); read emails from S. Rochester regarding draft protective order and respond (.50)	4.80
03 Jun 19	Lockhart, Kristin	Discuss with T. Sims regarding 26(f) report (.20)	0.20
03 Jun 19	Rochester, Shaya J.	Attend to issues re: protective order and discovery plan (.30); attend to issues re: protective order and status of corrective mailing (.40); attend to issues re: service on Charter (.30); attend to issues re: new Charter discovery (.60)	1.60
04 Jun 19	Sims, Tami Kameda	Revise draft joint report and prepare correspondence to T. Ross and S. Rochester regarding same (.60); exchange correspondence with S. Rochester regarding potential revisions to the joint report and changes to the pre-trial schedule (.50); exchange correspondence with K. Lockhart regarding initial disclosures (.20)	1.30
04 Jun 19	Ross, Terence P.	Continue drafting settlement proposal (.80); consider issues presented by proposed Pre-Trial Order's schedule (1.00); email exchange with T. Sims and S. Rochester regarding agreement with opposing counsel on dates (.30); telephone conference with S. Rochester regarding issues regarding proposed schedule for Pre-Trial Order (.50)	2.60
04 Jun 19	Lockhart, Kristin	Revise 26(f) report (2.40); review edits to 26(f) report (.20); review correspondence from T. Sims regarding initial disclosures (.20); review edits to Rule 26(f) report from S. Rochester (.20)	3.00
04 Jun 19	Rochester, Shaya J.	Attend to issues re: discovery plan (.30); attend to recent case-law developments on sanctions awarded under bankruptcy court (.20); review and provide comments on Rule 26(f) Report and scheduling order (2.00); correspond with T. Sims and T. Ross re: Rule 26(f) report and scheduling order (.50); call with T. Ross re: proposed schedule for Pre-Trial Order (.50)	3.50
05 Jun 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding revised joint report (.20); review information regarding	0.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		updated legal contempt research (.20); review correspondence regarding the protective order (.10); review updated case deadlines (.10)	
05 Jun 19	Ross, Terence P.	Review revised draft Protective Order and revised draft Discovery Plan (1.40); prepare for and telephone conference with S. Rochester to discuss edits to revised draft Discovery Plan (.50); review corrective advertising issues in preparation for call with K. Smith (.50); telephone conference with K. Smith regarding reimbursement for corrective advertising (.30) discussions with S. Rochester re: Discovery Plan (.40)	3.10
05 Jun 19	Lockhart, Kristin	Draft initial disclosures for Windstream (2.00)	2.00
05 Jun 19	Rochester, Shaya J.	Communications with T. Ross re: Rule 26(f) Report and scheduling order (.40); update rule 26(f) report to reflect T. Ross comments (.40); call with Chambers re: scheduling final pre-trial conference (.20); communications with Charter re: Rule 26(f) Report and scheduling order (.50)	1.50
06 Jun 19	Sims, Tami Kameda	Exchange correspondence with T. Ross regarding Charter's discovery (.10); prepare and revise Windstream's initial disclosures (.70)	0.80
06 Jun 19	Ross, Terence P.	Email exchange with opposing counsel regarding privilege log (.30); telephone conference with S. Rochester regarding protective order schedule (.30); draft email to K. Smith regarding proposed case schedule (.30); read email from S. Rochester to Deputy Clerk regarding Protective Order (.30); email exchange with S. Rochester regarding discovery (.30)	1.50
06 Jun 19	Lockhart, Kristin	Revise initial disclosures to include additional information and categories of documents (1.80)	1.80
06 Jun 19	Thompson, Grace	Analyze fee applications for various professionals (.90); revise Protective Order (.50)	1.40
06 Jun 19	Rochester, Shaya J.	Call with K. Lockhart re: initial disclosures (.30); attend to issues re: Protective Order (.30); submit Protective Order to Chambers for entry (.30); attend to issues re: Charter discovery and initial disclosures (.90)	1.80
07 Jun 19	Sims, Tami Kameda	Continue preparation of initial disclosures (.30); prepare correspondence to T. Ross and S. Rochester regarding discovery (.10)	0.40
07 Jun 19	Ross, Terence P.	Review Protective Order as issued by Court (.30); telephone conference with S. Rochester regarding tasks remaining (.30)	0.60
07 Jun 19	Rochester, Shaya J.	Attend to issues re: protective order (.30); attend to issues re: initial disclosures (.30); attend to issues re: Rule 26(f) and Scheduling Order (.30); attend to issues re: invoices for corrective mailers and scheduling call with T. Ross to discuss discovery (.30)	1.20
10 Jun 19	Sims, Tami Kameda	Continue to prepare and revise Windstream's initial disclosures (1.50); revise joint report and prepare correspondence to T. Ross and S. Rochester regarding	2.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (.30); exchange correspondence with Charter's counsel and the Committee's counsel regarding revisions to the joint report (.20); make additional revisions to joint report and prepare correspondence to Charter's counsel and Committee's counsel regarding same (.50); prepare correspondence to J. Hill regarding Windstream's privilege log (.20)	
10 Jun 19	Ross, Terence P.	Final review of approval of Discovery Plan (1.80); read multiple emails relating to finalizing Discovery Plan for submission to Court (.40); read emails regarding Initial Disclosures (.50)	3.00
10 Jun 19	Rochester, Shaya J.	Review Charter and UCC comments to Rule 26(f) Report (.30); communications regarding Charter discovery requests (.20)	0.50
11 Jun 19	Sims, Tami Kameda	Revise joint report and exchange correspondence with T. Ross and S. Rochester regarding same (.70); exchange correspondence with Charter's counsel regarding revisions to joint report (.30); confer with S. Rochester and K. Lockhart regarding Windstream's response to Charter's document request and document production (.50); finalize joint report and Judge Drain's scheduling order for filing and prepare correspondence to S. Rochester regarding same (.30); confer with S. Rochester regarding filing of joint report and Windstream's document production (.10)	1.90
11 Jun 19	Ross, Terence P.	Read email from S. Rochester regarding new discovery (.40); email to S. Rochester and T. Sims regarding edits to Discovery Plan (.30); review new Charter discovery and consider objections to make (3.00)	3.70
11 Jun 19	Lockhart, Kristin	Review correspondence from T. Sims regarding initial disclosures and Rule 26(f) Report (.30); review correspondence from S. Rochester (.30); prepare for call with S. Rochester regarding discovery (1.10); call with S. Rochester regarding discovery (.50); attend telephone conference with client regarding response to Charter discovery requests (1.00)	3.20
11 Jun 19	Thompson, Grace	Research motion for contempt example pleadings (.90); coordinate with J. Greer regarding docket requests (.20) discussions with S. Rochester regarding obtaining case files (.10); review Joint 26(f) Report and revise case calendars (.30); office conference with S. Rochester re: precedents for contempt motion (.30)	1.80
11 Jun 19	Rochester, Shaya J.	Attend to issues re: Charter discovery requests (.30); prepare for call with client regarding Charter discovery requests (.30); prepare for Pre-Trial conference (.50); office conference with G. Thompson re: precedents for contempt motion (.30); communications with K. Lockhart re: responses to Charter discovery requests (.50); review precedents compiled by G. Thompson for contempt motion (.30); review and provide comments	6.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		on initial disclosures to be filed in the adversary proceeding (.60); call with K. Lockhart to discuss Charter document request and interrogatories (.40); call with client regarding Charter document request and interrogatories (1.00); call with T. Sims re: same (.30); file Rule 26(f) Report (.30); attend to follow-up issues from call with client regarding Charter document request and interrogatories (.80); email to Chambers re: Pre-Trial and Scheduling Order and scheduling initial pretrial conference (.40); complete review and markup of initial disclosures (.30); review invoices for corrective mailing (.20)	
12 Jun 19	Sims, Tami Kameda	Revise outline of responses to Charter's document requests (1.20); prepare correspondence to K. Lockhart regarding same (.30); exchange correspondence with K. Lockhart regarding Windstream's responses to Charter's discovery (.20); review correspondence regarding notice of new disconnections of Windstream customers (.10)	1.80
12 Jun 19	Ross, Terence P.	Review draft email regarding discovery plan and email to S. Rochester re: same (.80); read email from D. Li regarding Pre-Trial Conference (.30); read email from K. Smith regarding new disconnects (.30); read email from K. Lockhart regarding response to Charter document requests and read draft document requests (1.10); draft email to S. Rochester regarding objections to document requests (.30); email from T. Sims regarding objections (.30); revise discovery responses (1.10); review information from client on new disconnects (.80); review revised draft discovery responses from K. Lockhart (.50)	5.50
12 Jun 19	Lockhart, Kristin	Review correspondence from S. Rochester regarding discovery responses (.30); discussion with client regarding responses to Charter RFPs 49 and 50 (.30); revise notes from call with client on 6/11/19 regarding discovery responses (1.80); prepare summary of proposed responses to Charter discovery (1.00); revise proposed discovery responses to Charter 2nd written discovery (.80); review edits from T. Sims and S. Rochester regarding responses to written discovery and revise summary (1.50); discuss with client regarding new documents response to Charter requests (1.00); review response from client regarding response to Charter RFPs and draft email to T. Ross and T. Sims regarding same (.80); incorporate final edits from T. Sims and S. Rochester to proposed discovery responses (.70); prepare email to client regarding same (.30); draft email to client regarding searching for additional documents for RFPs (.20)	8.70
12 Jun 19	Thompson, Grace	Review emails from client regarding Windstream	6.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		service disconnections and analyze timeline and facts (.50); meet with with S. Rochester regarding disconnects and plan letter to Charter counsel (.30); formulate additional questions for client regarding disconnects (.10); draft factual background for letter to Charter (1.00); review legal framework for automatic stay and preliminary injunction order (.20); review prior automatic stay violations (.20); review hearing transcripts for automatic stay discussions (.20); draft letter to Charter counsel incorporating the preceding research (2.40); revise letter incorporating comments from S. Rochester (1.50); review Notice of Omnibus Hearings and revise case calendars (.40)	
12 Jun 19	Rochester, Shaya J.	Attend to issues re: response to Charter discovery (.20); attend to issues re: initial pretrial conference (.30); review correspondence from client re: additional disconnects (.50); review summary of proposed responses to document production (.50); meeting with G. Thompson to discuss response letter to Charter regarding disconnections (.30); attend to follow-up issues re: same (.30); call with K. Lockhart re: summary of responses to Charter discovery requests (.20); review T. Sims comments re: same (.20); attend to issues re: preparing letter to Charter regarding additional disconnects (.80); review and provide comments on summary of responses to Charter discovery requests (1.00)	4.30
13 Jun 19	Sims, Tami Kameda	Review materials regarding additional Windstream disconnections (.10); review and edit letter to Charter regarding Windstream disconnections (.20); exchange correspondence with client regarding revisions to initial disclosures (.20); prepare correspondence to client regarding entered Pre-Trial Order (.10); exchange correspondence with S. Rochester regarding upcoming case deadlines (.20); review information from client regarding document production (.10)	0.90
13 Jun 19	Ross, Terence P.	Read and respond to numerous emails from Windstream regarding new service disconnects (1.70); review and edit draft letter regarding new disconnects (.50); read multiple emails from client regarding facts surrounding new disconnects (.80); review new facts regarding disconnects by Charter (1.50); review and edit new draft letter regarding additional disconnects and email to S. Rochester with questions regarding same (1.00)	5.50
13 Jun 19	Lockhart, Kristin	Review correspondence from client regarding Windstream response to Charter RFPs (.30)	0.30
13 Jun 19	Thompson, Grace	Discussions with S. Rochester regarding Windstream disconnects and Charter letter (.30); review additional emails from client regarding Windstream disconnects	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Jun 19	Rochester, Shaya J.	(.30); revise letter incorporating team's comments (.20) Review and provide comments on letter regarding additional disconnects by Charter (1.50); discussions with G. Thompson re: Windstream disconnects and Charter letter (.30); revise letter to Charter based on further information provided by client (.30); further revise letter to Charter based on comments from T. Ross (.80); further revise letter to Charter based on additional information provided by the client (.50); further revise letter to Charter based on additional information provided by the client regarding a newly discovered disconnect (.40); circulate revised letter (.40); update work-streams list (.60)	4.80
14 Jun 19	Sims, Tami Kameda	Review correspondence and letter regarding new disconnections (.10); revise initial disclosures (.50); exchange correspondence with K. Lockhart regarding motion for contempt and discovery responses (.10)	0.70
14 Jun 19	Ross, Terence P.	Read and consider new facts relating to most recent Charter disconnects (1.10); read and comment on revised letter regarding Charter disconnects (.60); read email from J. Dale regarding disconnects (.30); read email from J. Lloyd regarding disconnects (.70); review and revise new draft letter regarding new Charter disconnects (.50); read letter from S. Rochester to J. Kingston regarding Charter disconnects (.30); read email from opposing counsel regarding new Charter disconnects (.40); read email from T. Sims regarding Initial Disclosures (.30)	4.20
14 Jun 19	Lockhart, Kristin	Review correspondence from S. Rochester regarding new disconnects and revision to letter to Charter (.30); review correspondence from T. Sims regarding new facts to include in motion (.20)	0.50
14 Jun 19	Thompson, Grace	Review correspondence and revised draft of letter to Charter counsel re: disconnected Windstream service (.20)	0.20
14 Jun 19	Rochester, Shaya J.	Revise letter to Charter based on additional information from the client (.60); further revise letter to Charter based on additional information from the client (.40); finalize and send letter to Charter's counsel (.50); read case-law regarding sanctions in bankruptcy (.60); call with G. Thompson re: same (.30); correspondence with Charter's counsel re: new disconnects (.40)	2.80
17 Jun 19	Sims, Tami Kameda	Initial review of new Charter discovery and prepare correspondence to client regarding same (.40); exchange correspondence with Charter's counsel regarding depositions (.20); confer with T. Ross regarding depositions (.30)	0.90
17 Jun 19	Ross, Terence P.	Email exchange with S. Rochester regarding Pre-Trial Conference (.30); consider deposition needs for discovery phase (1.00); outline questions for Charter	7.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Rule(30)(b)(6) witness (1.30); consider settlement approach (.70); review bankruptcy court sanctions to include in settlement demand (2.20); read email from opposing counsel regarding depositions (.40); read Charter's Third Set of Interrogatories (.50); telephone conference with T. Sims regarding depositions of Charter witnesses (.30); read email from S. Rochester regarding discovery (.40)	
17 Jun 19	Lockhart, Kristin	Coordinate with Word Processing re: discovery responses (.30); review and revise shell discovery responses to Charter's 2nd set of written discovery requests (.30)	0.60
17 Jun 19	Rochester, Shaya J.	Attend to issues re: new discovery served by Charter and communications with team re: same (2.20)	2.20
18 Jun 19	Sims, Tami Kameda	Exchange correspondence with client regarding discovery propounded by Charter (.30); strategize regarding depositions and evidence needed for contempt motion (.30); confer with K. Lockhart regarding discovery for contempt motion and drafting of contempt motion (.50); confer with S. Rochester regarding case deadlines and settlement (.30); prepare initial outline of contempt motion (.40)	1.80
18 Jun 19	Ross, Terence P.	Email to K. Smith regarding settlement (.30); consider fees and costs to include in settlement (1.80); read email from T. Sims regarding interrogatories (.30); telephone conference with S. Rochester regarding settlement (.30); consider lost revenue component of Windstream damages (3.80)	6.50
18 Jun 19	Lockhart, Kristin	Review documents sent by client for second document collection (1.30); draft email to client regarding same (.30); review RFPs and draft email to T. Sims regarding RFP responses (.50); organize documents to be produced (.50); discuss with client corrective advertisements after TRO/PI (.50); discuss with T. Sims motion for contempt (.50); draft responses and objection to Charter's second set of RFPs (2.30); discuss with G. Thompson sanctions standards (.30); perform legal research regarding same (.70)	6.90
18 Jun 19	Rochester, Shaya J.	Review revised memo and related caselaw on obtaining sanctions for violation of automatic stay (.50); call with G. Thompson re: same (.30); review additional caselaw on obtaining sanctions for violating automatic stay (1.00); call with G. Thompson re: same (.30)	2.10
19 Jun 19	Sims, Tami Kameda	Call with client regarding contempt motion and discovery (.30); call with T. Ross regarding discovery and case strategy (.40); finalize initial disclosures and send same to counsel (.30); initial review of Charter's initial disclosures (.20); strategize regarding depositions (.20); exchange correspondence with R.	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Larsen and K. Lockhart regarding depositions (.20); exchange correspondence with client regarding discovery (.20)	
19 Jun 19	Ross, Terence P.	Draft proposed settlement terms in email form to submit to Charter after internal review (2.60); telephone conference with T. Sims regarding depositions and contempt proceeding (.40)	3.00
19 Jun 19	Lockhart, Kristin	Continue to prepare responses and objections to Charter RFP (2.70); review Charter third set of interrogatories and 30(b)(6) deposition notice (.30); attend telephone conference with client regarding contempt motion and discovery (.30)	3.30
19 Jun 19	Thompson, Grace	Call with S. Rochester regarding automatic stay sanctions legal framework (.20)	0.20
19 Jun 19	Rochester, Shaya J.	Attend to issues re: settlement negotiations with Charter (.60); review additional caselaw on sanctions for automatic stay violations (1.60); call with G. Thompson re: same (.20)	2.40
20 Jun 19	Sims, Tami Kameda	Calls with K. Lockhart regarding discovery and prepare correspondence to K. Lockhart regarding same (.30); review correspondence with K. Lockhart regarding Windstream's discovery responses (.10); discussion with T. Ross and S. Rochester regarding automatic stay sanctions (1.10)	1.50
20 Jun 19	Ross, Terence P.	Read email from S. Rochester regarding court filing (.30); finalize draft settlement and transmit to K. Smith for review (1.00); review Charter propounded discovery (2.00); draft email to K. Smith regarding settlement (.30); read email from S. Rochester regarding contempt law and read new cases (1.10); research new line of cases regarding contempt in Second Circuit (1.20)	5.90
20 Jun 19	Lockhart, Kristin	Call with G. Thompson re: sanctions standard (.30); finish draft response to Charter's second set of RFPs (1.30); discuss with T. Sims regarding document production (.30); review documents submitted by client for second document production (1.90); attend telephone conference with client regarding production (.30); revise responses to RFPs (1.60); draft response to Charter second set of interrogatories (1.10)	6.80
20 Jun 19	Motsinger, Katherine	Create privilege log for withheld and redacted documents (3.70)	3.70
20 Jun 19	Rochester, Shaya J.	Office conference with G. Thompson re: revising memo on sanctions for violating automatic stay (.20); communications with T. Sims and T. Ross re: research on sanctions for violation of automatic stay (1.10)	1.30
21 Jun 19	Sims, Tami Kameda	Exchange correspondence with N. Kinatyan regarding call recording transcript (.30); revise Windstream discovery responses (1.00); prepare correspondence to Charter's counsel regarding depositions (.10); revise	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Windstream's response to second set of interrogatories (.40)	
21 Jun 19	Ross, Terence P.	Email exchange with K. Smith regarding settlement (.30); prepare for call with K. Smith regarding settlement (.50); telephone conference with K. Smith to discuss settlement proposal including review of factual decisions (.50); consider factual decisions for settlement purposes (.40); follow up on settlement proposal (.30); read email from K. Smith regarding edits to settlement proposal and questions regarding discovery (.50); read email exchange between T. Sims and J. Kingston regarding depositions (.30); discussion with S. rochester regarding contempt proceedings (.40)	3.20
21 Jun 19	Motsinger, Katherine	Continue to create privilege log for withheld and redacted documents (3.10); Begin drafting privilege log (1.00)	4.10
21 Jun 19	Rochester, Shaya J.	Communications with T. Ross re: sanctions proceedings (.40)	0.40
23 Jun 19	Motsinger, Katherine	Continue to create privilege log for withheld and redacted documents (2.00)	2.00
24 Jun 19	Sims, Tami Kameda	Review Windstream's revised discovery responses and exchange correspondence with K. Lockhart regarding same (0.30)	0.30
24 Jun 19	Hill, Joanna M.	Begin organizing production of transcripts of calls (.60)	0.60
24 Jun 19	Ross, Terence P.	Review email from K. Smith on discovery and follow up on issues raised (.50); revise settlement proposal per client instructions (.50); consider damages issue raised by subscriber numbers from Windstream paralegals (1.80); review status of discovery timeline (1.00); attend to issues re: potential settlement (1.50); read Charter's First Request for Admissions (1.00)	6.30
24 Jun 19	Lockhart, Kristin	Revise responses and objections to Charter's Second Set of Written Discovery (1.90); review Charter Notices of AEO regarding-designations and responses to Windstream written discovery (.30); draft email to T. Sims regarding responses and documents for RFPs (.40)	2.60
24 Jun 19	Motsinger, Katherine	Continue adding redacted emails to privilege log (3.40); continue drafting privilege log to include redacted and withheld emails and other client content (2.10)	5.50
24 Jun 19	Thompson, Grace	Revise case calendar and associated documents (.20)	0.20
24 Jun 19	Rochester, Shaya J.	Review upcoming discovery deadlines and discuss same with T. Sims re: same (.60); review revised memo on obtaining sanctions for stay violations (1.30)	1.90
25 Jun 19	Sims, Tami Kameda	Revise Windstream's discovery responses to Charter's second set of document requests (1.10); revise Windstream's response to Charter's second interrogatory (.20); prepare correspondence to internal	1.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		team regarding discovery responses (.10); exchange correspondence with G. Thompson regarding stipulated protective order (.20); review correspondence regarding settlement (.10)	
25 Jun 19	Ross, Terence P.	Finalize and transmit settlement proposal to opposing counsel (.50); draft response to K. Smith regarding discovery issues (.50); draft email to internal team regarding affirmative discovery (.30); email exchange with S. Rochester regarding Settlement proposal (.30); email exchange with T. Sims regarding depositions (.30); attend to issues re: Charter Request for Admissions (1.50); read email from K. Smith regarding settlement (.30); read deposition notice from Charter (.30)	4.00
25 Jun 19	Lockhart, Kristin	Discussion with T. Sims and T. Ross regarding settlement and discovery (.40)	0.40
25 Jun 19	Motsinger, Katherine	Revise privilege log to include missing emails and finish adding all email participants to log (.80)	0.80
25 Jun 19	Thompson, Grace	Review Protective Order deposition provisions for T. Sims (.20)	0.20
25 Jun 19	Rochester, Shaya J.	Discussions with T. Ross re: discovery and settlement negotiations (.30); review deposition notice on S. Bandy (.20); review draft responses and objections to Charter discovery requests (.60)	1.10
26 Jun 19	Sims, Tami Kameda	Exchange correspondence with T. Ross and S. Rochester regarding discovery (.10); prepare correspondence to K. Lockhart regarding revisions to responses (.10)	0.20
26 Jun 19	Ross, Terence P.	Review draft discovery answers (1.30); research damages calculation approaches (1.00); continued review of draft answer to Charter discovery (2.00)	4.30
27 Jun 19	Sims, Tami Kameda	Revise Windstream's discovery responses (.90); exchange correspondence with K. Lockhart regarding discovery responses (.30); exchange correspondence with K. Lockhart regarding document production (.20); exchange correspondence with the client regarding discovery responses (.30)	1.70
27 Jun 19	Ross, Terence P.	Review S. Rochester edits to discovery responses (.50); review multiple emails regarding discovery responses (1.30)	1.80
27 Jun 19	Lockhart, Kristin	Review and incorporate edits to responses to written discovery from S. Rochester (.30); review documents to ensure proper redactions for second document production (1.80); discuss with client regarding RFPs response and response to second set of interrogatories (.30); email to client regarding response to written discovery (.40); draft verification to interrogatory response (.30); revise draft of responses to Charter requests for production (1.00); discussions with T. Sims regarding discovery (.50)	3.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
27 Jun 19	Rochester, Shaya J.	Review and provide comments on responses to RFPs and responses to interrogatories (.60)	0.60
28 Jun 19	Sims, Tami Kameda	Exchange correspondence with K. Lockhart regarding discovery responses (.10); exchange correspondence with S. Rochester regarding depositions (.10)	0.20
28 Jun 19	Ross, Terence P.	Review edit of draft discovery responses and telephone call with K. Lockhart regarding same (.80); telephone conference with S. Rochester regarding depositions and settlement (.50); review and edit certain document production responses to Charter discovery to eliminate damages issues (1.30); discussions with S. Rochester regarding depositions and case schedule (.50)	3.10
28 Jun 19	Lockhart, Kristin	Revise responses to Charter request for production (.80); discuss with client amendments to responses and document production (1.20); discuss with S. Rochester and review proposed deposition dates for Windstream (.80); follow up with client regarding outstanding items for document production (.50); discuss with G. Thompson discovery responses (.20); call with T. Ross regarding draft discovery responses (.30)	3.80
28 Jun 19	Thompson, Grace	Coordinate with K. Lockhart re: discovery responses (.20); revise case calendar and relevant documents (.50)	0.70
28 Jun 19	Rochester, Shaya J.	Review correspondence regarding responses to Charter discovery requests (.20); call with T. Ross re: depo dates and scheduling (.30); call with UCC counsel re: upcoming depositions (.20)	0.70
30 Jun 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding discovery (.20); prepare correspondence to T. Ross regarding contempt motion and discovery (.20); prepare correspondence to K. Lockhart regarding new discovery propounded by Charter (.30); prepare correspondence to client regarding discovery served by Charter (.20); prepare correspondence to K. Lockhart regarding Windstream's discovery responses (.30); exchange correspondence with Charter's counsel regarding discovery (.20)	1.40
30 Jun 19	Ross, Terence P.	Multiple email exchanges with S. Rochester regarding Charter discovery (.50)	0.50
30 Jun 19	Rochester, Shaya J.	Correspondence with team re: discovery (.30)	0.30
TOTALS:			223.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43405	Hill, Joanna M.	0.60	695.00	\$417.00
44572	Lockhart, Kristin	47.70	605.00	\$28,858.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44596	Motsinger, Katherine	16.10	450.00	\$7,245.00
44845	Rochester, Shaya J.	41.50	965.00	\$40,047.50
44455	Ross, Terence P.	80.20	985.00	\$78,997.00
42783	Sims, Tami Kameda	25.00	845.00	\$21,125.00
44616	Thompson, Grace	12.30	450.00	\$5,535.00
	TOTAL:	223.40		\$182,225.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 04/30/19	5.37
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 04/30/19	5.79
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 04/30/19	20.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 05/01/19	4.98
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food & Beverage Date Incurred: 05/01/19	20.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Food and Beverage Date Incurred: 05/01/19	5.27
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Beverage Date Incurred: 05/02/19	3.79
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Hotel Stay Date Incurred: 05/02/19	142.42
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting - Airfare to NY Date Incurred: 05/02/19	263.35
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Baggage fee Date Incurred: 04/30/19	30.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting In-flight WiFi Date Incurred: 04/30/19	13.99
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting In-flight WiFi Date Incurred: 05/02/19	8.99
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Uber to LAX Date Incurred: 04/30/19	17.22
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Uber to Little Rock airport Date Incurred: 05/01/19	19.76
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Lyft from Langston, Texas to Dallas Date Incurred: 05/02/19	200.00
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Cab - Airport to Hotel Date Incurred: 04/30/19	44.50
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Cab to airport Date Incurred: 05/01/19	36.50
03 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3361007406031535 DATE: 6/3/2019 Client meeting Cab to hotel Date Incurred: 05/02/19	32.70
03 Jun 19	VENDOR: Veritext Corporate Services, Inc.; INVOICE#: CHI3802760; DATE: 6/3/2019 Certified transcript	937.15
03 Jun 19	VENDOR: Veritext L.L.C.; INVOICE#: CHI3802760; DATE:	937.15

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
04 Jun 19	6/3/2019 5/1/19 Lewis Langston deposition VENDOR: Ross, Terence P. INVOICE#: 3364959906041609 DATE: 6/4/2019 Preliminary Injunction Hearing for client Windstream. Car service from NYC to courthouse in White Plains, NY to attend Preliminary Injunction Hearing on May 14, 2019. Date Incurred: 05/14/19	212.78
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing in NY 4/13-4/16/19 - Food & Beverage Date Incurred: 04/13/19	20.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing in NY 4/13-4/16/19 - Food & Beverage Date Incurred: 04/15/19	17.85
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/13/19	6.66
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Food & beverage Date Incurred: 04/13/19	20.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/15/19	19.04
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/15/19	5.85
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/16/19	6.70
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Food & Beverage Date Incurred: 04/16/19	12.63
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing JFK to Hotel Date Incurred: 04/13/19	75.42
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Taxi Date Incurred: 04/16/19	34.06
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Taxi Date Incurred: 04/16/19	6.12
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing In-flight WiFi - 4.13.19; 4.16.19 Date Incurred: 04/13/19	32.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Residence to LAX Date Incurred: 04/13/19	17.12
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Katten office to client meeting Date Incurred: 04/14/19	10.75
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Katten office to hotel Date Incurred: 04/15/19	10.11
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing - Taxi Date Incurred: 04/14/19	10.11

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing in NY 4/13-4/16/19 - Hotel Stay Date Incurred: 04/13/19	2,188.41
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 201 W 74 ST M on 05/13/2019; Voucher# 357682	34.66
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 201 W 74 ST M Destination: 300 QUARROPAS S on 05/14/2019; Voucher# 357683	120.75
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/13/2019; Voucher# 351623	71.69
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/14/2019; Voucher# 346992	61.11
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 352 CROWN ST B Destination: 300 QUARROPAS S on 05/14/2019; Voucher# 339221	190.51
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/15/2019; Voucher# 342242	71.69
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5589459 DATE: 5/24/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/16/2019; Voucher# 360354	71.69
07 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5595660 DATE: 5/31/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/22/2019; Voucher# 352269	71.69
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3137932 DATE: 6/2/2019 Food service ordered on 05/28/2019 by Thompson, Grace, OrderID: 2008545308	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3137932 DATE: 6/2/2019 Food service ordered on 05/28/2019 by Rochester, Shaya, OrderID: 2008508795	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3137932 DATE: 6/2/2019 Food service ordered on 05/29/2019 by Rochester, Shaya, OrderID: 2008660143	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3123593 DATE: 5/5/2019 Food service ordered on 04/29/2019 by Rochester, Shaya, OrderID: 2005631772	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3123593 DATE: 5/5/2019 Food service ordered on 04/30/2019 by Rochester, Shaya, OrderID: 2005789329	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/13/2019 by Rochester, Shaya, OrderID: 2007129249	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/14/2019 by Rochester, Shaya, OrderID: 2007278681	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/15/2019 by	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
07 Jun 19	Rochester, Shaya, OrderID: 2007429969 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/16/2019 by Rochester, Shaya, OrderID: 2007572055	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/22/2019 by Thompson, Grace, OrderID: 2008155629	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/20/2019 by Rochester, Shaya, OrderID: 2007833015	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/21/2019 by Rochester, Shaya, OrderID: 2007979582	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3132339 DATE: 5/26/2019 Food service ordered on 05/22/2019 by Rochester, Shaya, OrderID: 2008124069	20.00
07 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3309175506071608 DATE: 6/7/2019 TRO Hearing Printing Date Incurred: 04/15/19	29.20
10 Jun 19	VENDOR: Federal Express Corporation INVOICE#: 657676775 DATE: 6/7/2019 From: Tami Kameda Sims To: John S. Kingston, Esq. THOMPSON COBURN LLP 505 N 7TH ST STE 2700, SAINT LOUIS MO, 63101 US: On: 5/29/2019; Tracking ID: 787558411866	17.34
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	25.30
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	32.10
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	54.90
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	0.60
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	10.80
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	4.00
12 Jun 19	VENDOR: Veritext Corporate Services, Inc.; INVOICE#: CA3766510; DATE: 5/7/2019 - Audio Transcription	6,596.50
12 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-MAY2019-LAX; DATE: 6/11/2019 - Acct #KM3280: Pacer court cost incurred in May 2019, Century City.	0.70
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639 DATE: 6/14/2019 TRO Hearing - Food & Beverage Date Incurred: 04/13/19	6.66
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
	DATE: 6/14/2019 TRO Hearing - Food & Beverage Date Incurred: 04/13/19	
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639	16.00
	DATE: 6/14/2019 In-flight WiFi Date Incurred: 04/13/19	
14 Jun 19	VENDOR: Sims, Tami Kameda INVOICE#: 3396810706141639	16.00
	DATE: 6/14/2019 In-flight WiFi Date Incurred: 04/16/19	
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 06/12/19	18.91
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/20/19	15.56
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/22/19	20.58
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/28/19	15.57
18 Jun 19	VENDOR: Thompson, Grace INVOICE#: 3410364506181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/30/19	16.12
18 Jun 19	Photocopies for 06/18/2019	9.90
18 Jun 19	Color Copies for 06/18/2019	2.10
19 Jun 19	VENDOR: Reisman, Steven J. INVOICE#: 3414809406191859 DATE: 6/19/2019 Taxi / Uber Service Charge Taxi Service Charge Date Incurred: 04/03/19	32.16
20 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5602154 DATE: 6/7/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/21/2019; Voucher# 335064	71.69
20 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5602154 DATE: 6/7/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/28/2019; Voucher# 351518	71.69
20 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5602154 DATE: 6/7/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 05/30/2019; Voucher# 350143	71.69
20 Jun 19	Postage for USPS 1st Class Mail Distribution Qty (2) envelopes, Date sent : 6/19/19	1.60
20 Jun 19	VENDOR: Rochester, Shaya INVOICE#: 3419939906201637 DATE: 6/20/2019 Telephonic appearance at court hearing Date Incurred: 06/17/19	70.00
20 Jun 19	VENDOR: Veritext L.L.C.; INVOICE#: NY3778711; DATE: 5/16/2019 Videographer services re depositions of Keith Dardis and Kelly Atkinson.	2,470.26
26 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5614818 DATE: 6/21/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 06/11/2019; Voucher# 360029	71.69
26 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5614818 DATE: 6/21/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 06/12/2019; Voucher# 350319	71.69
26 Jun 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5614818 DATE: 6/21/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 06/13/2019; Voucher# 352136	61.11
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/12/2019	40.51
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/18/2019	173.38
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/05/2019	196.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556090
 Invoice Date: July 17, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/11/2019	30.49
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/11/2019	61.20
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/21/2019	121.53
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/17/2019	40.51
30 Jun 19	Westlaw Legal Research: THOMPSON,GRACE on 06/14/2019	10.20
TOTAL:		\$17,005.17

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$200.59
Out of Town Travel	\$3,457.22
After Hours Meals Expense	\$260.00
Courier	\$17.34
Postage	\$1.60
Photocopy Costs	\$9.90
Printing/Outside Duplicating	\$29.20
Color Copies	\$2.10
Court Reporter Fees	\$8,470.80
Videographer Fees	\$2,470.26
Legal Research	\$674.42
Court Costs	\$198.40
Local Transportation	\$1,213.34
TOTAL:	\$17,005.17

MATTER TOTAL: \$199,230.17

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556091
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00011: Case Administration

Date	Attorney or Assistant	Description	Hours
03 Jun 19	Rochester, Shaya J.	Communications with creditor re: notice of bankruptcy (.20)	0.20
14 Jun 19	Thompson, Grace	Meet with S. Rochester to discuss open admin matters (.50)	0.50
14 Jun 19	Rochester, Shaya J.	Meet with G. Thompson to discuss open case admin matters (.50)	0.50
24 Jun 19	Reisman, Steven	Update re: matters related to Windstream case, case status and next steps (.60)	0.60
TOTALS:			<u>1.80</u>

SUMMARY OF PROFESSIONAL SERVICES

Matter 00011: Case Administration

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	0.60	1,220.00	\$732.00
44845	Rochester, Shaya J.	0.70	965.00	\$675.50
44616	Thompson, Grace	0.50	450.00	\$225.00
TOTAL:		<u>1.80</u>		<u>\$1,632.50</u>

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

July 17, 2019

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

Invoice No. 1301556093
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through June 30, 2019..... \$2,026.50

CURRENT INVOICE TOTAL: \$2,026.50

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

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

WIN Ex. 71

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556093
 Invoice Date: July 17, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
17 Jun 19	Rochester, Shaya J.	Attend omnibus hearing telephonically and take notes with attention to conflict matters (2.10)	2.10
TOTALS:			2.10

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	2.10	965.00	\$2,026.50
TOTAL:		2.10		\$2,026.50

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
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carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

July 17, 2019

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

Invoice No. 1301556092
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$532.13

CURRENT INVOICE TOTAL: \$532.13

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

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WIN Ex. 71

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301556092
 Invoice Date: July 17, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
22 Apr 19	VENDOR: Reisman, Steven J. INVOICE#: 3266260704221537 DATE: 4/22/2019 Taxi / Uber Service Charge Uber Service Charge Date Incurred: 04/10/19	42.60
06 May 19	VENDOR: Reisman, Steven J. INVOICE#: 3299964705061536 DATE: 5/6/2019 Taxi / Uber Service Charge Taxi / Uber Service Charge Date Incurred: 04/04/19	120.00
06 May 19	VENDOR: Reisman, Steven J. INVOICE#: 3299964705061536 DATE: 5/6/2019 Taxi / Uber Service Charge Taxi / Uber Service Charge Date Incurred: 04/05/19	100.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3123593 DATE: 5/5/2019 Food service ordered on 05/01/2019 by Wang, Thomas, OrderID: 2005966546	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/13/2019 by Wang, Thomas, OrderID: 2007132930	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/15/2019 by Wang, Thomas, OrderID: 2007446319	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/16/2019 by Wang, Thomas, OrderID: 2007578852	20.00
07 Jun 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3129021 DATE: 5/19/2019 Food service ordered on 05/17/2019 by Wang, Thomas, OrderID: 2007686314	20.00
11 Jun 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-MAY2019-NYC; DATE: 6/11/2019 - Acct #KM3277: Pacer court cost incurred in May 2019, New York.	3.70
12 Jun 19	VENDOR: Rochester, Shaya INVOICE#: 3386265506121647 DATE: 6/12/2019 after hours cab home Date Incurred: 05/29/19	49.01
12 Jun 19	VENDOR: Rochester, Shaya INVOICE#: 3386265506121647 DATE: 6/12/2019 Telephonic appearance at court hearing on 5/14/19 Date Incurred: 05/16/19	86.00
18 Jun 19	VENDOR: Arotsky, Allison INVOICE#: 3409831406181543 DATE: 6/18/2019 After hours cab home Date Incurred: 05/21/19	30.82
TOTAL:		\$532.13

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

After Hours Meals Expense	\$100.00
Court Costs	\$89.70
Local Transportation	\$342.43
TOTAL:	\$532.13

Exhibit J

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

Proposed Order

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

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF KATTEN MUCHIN
 ROSENMAN LLP, CONFLICTS COUNSEL FOR WINDSTREAM HOLDINGS,
 INC., *ET AL.*, FOR THE PERIOD FROM FEBRUARY 25, 2019
THROUGH AND INCLUDING JUNE 30, 2019**

Upon consideration of the application (the “Fee Application”) of Katten Muchin Rosenman LLP (“Katten”) for entry of an order (this “Order”), pursuant to sections 327, 328, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period commencing February 25, 2019 through June 30, 2019 (the “Fee Period”) in connection therewith; and due and proper notice having been provided pursuant

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 the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Fee Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Fee Application 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 all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor; it is hereby:

1. ORDERED that the Fee Application is GRANTED.
2. ORDERED that upon entry of this Order, the Debtors are directed and authorized to remit payment to Katten in the amount of \$2,106,295.09 less all amounts previously paid on account of such fees and expenses. The foregoing amount includes all fees and expenses requested by Katten during the Fee Period that have not been paid as of the date hereof (in the amount of \$617,361.50), which includes 100% of fees requested by Katten during the Fee Period that have been held back pursuant to the Interim Compensation Order (in the amount of \$404,000.40).
3. ORDERED that Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: August __, 2019
White Plains, NY

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**FIFTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM JULY 1, 2019 THROUGH JULY 31, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	July 1, 2019	July 31, 2019

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$66,865.20 (80% of \$83,581.50)
Total expenses requested in this statement:	\$572.64
Total fees and expenses requested in this statement:	\$67,437.84
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

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

² This statement consists of fees and expenses from July 1, 2019, through



Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From July 1, 2019 Through July 31, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$83,581.50 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$66,865.20, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$83,581.50); (iii) allowance and payment of \$572.64 for the actual, necessary expenses that Katten incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$83,581.50 in fees

³ The period from July 1, 2019, through and including July 31, 2019, is referred to herein as the “Fee Period”).

during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$66,865.20 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$764.83.⁴ The blended hourly billing rate of all paraprofessionals is \$272.69.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$572.64.

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

Representations

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

⁴ The blended hourly rate of \$764.83 for attorneys is derived by dividing the total fees for attorneys of \$81,454.50 by the total hours of 106.50 for those same attorneys.

⁵ The blended hourly billing rate of \$272.69 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$2,127 by the total hours of 7.80 for these same paraprofessionals.

filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

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

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$83,581.50 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$66,865.20 which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$83,581.50); and (iii) allowance and payment of \$572.64 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: August 20, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

**Summary of Fees and Expenses by Project Category
for the Time Period of July 1, 2019 – July 31, 2019**

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

Summary of Fees and Expenses by Project Category
for the Time Period of July 1, 2019 through July 31, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	54.10	\$ 30,826.00	\$ 0.00	\$ 30,826.00
7	Adversary Proceedings, Contested Matter	3.80	2,996.50	0.00	2,996.50
8	Charter Litigation	55.40	49,309.00	553.30	49,862.30
19	Hearings	1.00	450.00	0.00	450.00
32	Expenses			19.34	19.34
Totals		114.20	\$ 83,581.50	\$ 572.64	\$ 84,154.14

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of July 1, 2019 through July 31, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of July 1, 2019 through July 31, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	1.40	\$ 1,708.00
Terence P. Ross	Partner	1983	Intellectual Property	985	33.30	32,800.50
Cindi M. Giglio	Partner	2007	Restructuring	965	3.80	3,667.00
Shaya Rochester	Partner	2003	Restructuring	965	16.10	15,536.50
Tami Kameda Sims	Partner	2006	Litigation	845	4.20	3,549.00
Michael R. Justus	Partner	2008	Intellectual Property	800	.30	240.00
Allison J. Arotzsky	Associate	2012	Restructuring	730	4.00	2,920.00
Kristin Lockhart	Associate	2016	Intellectual Property	605	9.70	5,868.50
Grace Thompson	Associate	2019	Restructuring	450	33.70	15,165.00
Totals for Attorneys					106.20	\$ 81,454.50

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Caroline Egan	Paralegal	1	Restructuring	\$ 290	6.30	\$ 1,827.00
Marie Siena	Paralegal	12	Restructuring	200	1.50	300.00
Totals for Paraprofessionals					7.80	\$ 2,127.00

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$83,581.50

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of July 1, 2019 through July 31, 2019**

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

**Summary of Actual and Necessary Expenses
for the Time Period of July 1, 2019 through July 31, 2019**

Expenses by Categories	Amount ¹
Telephone Conference Charges, Postage and Courier	\$ 36.44
Court Costs and Court Reporter Fees	536.20
Total	\$ 572.64

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

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of July 1, 2019 through July 31, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

August 15, 2019

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

Invoice No. 1301561941
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through July 31, 2019 \$30,826.00

CURRENT INVOICE TOTAL: \$30,826.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561941
Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Jul 19	Thompson, Grace	Email team on all Windstream matters regarding weekly budget reporting requirements (.10); collect and review team confirmation emails (.10)	0.20
01 Jul 19	Rochester, Shaya J.	Attend to issues regarding supplemental declaration (.30); attend to issues regarding Supplemental Disclosure and call with C. Giglio regarding same (.30)	0.60
01 Jul 19	Giglio, Cindi	Initial review of text of the supplemental disclosures and related discussion with S. Rochester (.40)	0.40
01 Jul 19	Arotsky, Allison	Revise First Supplemental Reisman Declaration (.50)	0.50
02 Jul 19	Thompson, Grace	Correspond with C. Harmon regarding weekly budget (.30); review weekly billing reports from C. Harmon (.50); prepare weekly budget report for A&M (.30); coordinate with C. Harmon regarding June prebills (.50)	1.60
03 Jul 19	Rochester, Shaya J.	Attend to issues regarding May MFI (.20)	0.20
03 Jul 19	Giglio, Cindi	Review and provide comments to schedule to Supplemental Reisman Declaration (3.40)	3.40
03 Jul 19	Arotsky, Allison	Revise First Supplemental Reisman Declaration per C. Giglio's comments (2.80)	2.80
03 Jul 19	Egan, Caroline	Begin review of June prebills for privileged and confidential information and proper assignment to matter category (2.00)	2.00
08 Jul 19	Thompson, Grace	Email team on all Windstream matters regarding weekly budget reporting requirements (.10); continue reviewing June invoices for privileged and confidential information (1.30); discussions with C. Egan regarding review of June invoices (.80)	2.20
08 Jul 19	Reisman, Steven	Update regarding status of Windstream case and update re: matters related to supplement disclosure of Katten to be filed in connection with same and review of same (.80)	0.80
08 Jul 19	Rochester, Shaya J.	Attend to issues regarding June prebills (.20)	0.20
09 Jul 19	Siena, Marie	Review and revise June prebills for privileged and confidential information and proper assignment of matter category (1.50)	1.50
09 Jul 19	Thompson, Grace	Correspond with C. Harmon regarding weekly budget (.20); review weekly budget and prepare budget report for A&M (.40); coordinate with C. Harmon regarding June prebills (.30); discuss June prebill review with C. Egan (.30)	1.20
09 Jul 19	Rochester, Shaya J.	Attend to issue regarding June invoices regarding compliance with UST guideline (.30); attend to issues regarding weekly fee estimates (.20)	0.50
09 Jul 19	Egan, Caroline	Review the June prebills for privileged and confidential information and proper assignment to matter category (1.40)	1.40
10 Jul 19	Thompson, Grace	Continue reviewing June prebills and comments from S. Rochester (.80); follow up discussions with M. Siena and C. Egan regarding June prebill review and	1.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561941
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES
 Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		edits (.80)	
10 Jul 19	Rochester, Shaya J.	Review June invoices for compliance with UST Guidelines, confidentiality and privilege (.50)	0.50
10 Jul 19	Egan, Caroline	Review the June prebills for privileged and confidential information and proper assignment to matter category (1.50)	1.50
11 Jul 19	Thompson, Grace	Discussions with M. Siena and C. Egan regarding June prebill review and procedures for monthly fee statement (.60)	0.60
11 Jul 19	Rochester, Shaya J.	Attend to issues regarding preparation of June Monthly Fee Statement (.20); attend to issues regarding Supplemental Declaration (.30)	0.50
11 Jul 19	Arotsky, Allison	Discuss supplemental Reisman declaration with S. Reisman (.10); draft email regarding same to J. Sieger and M. Verde (.10)	0.20
11 Jul 19	Egan, Caroline	Review June prebills for privileged and confidential information and proper assignment to matter category (1.40)	1.40
12 Jul 19	Rochester, Shaya J.	Review and provide comments on June Monthly Fee Statement (.50)	0.50
15 Jul 19	Thompson, Grace	Email and discussion with S. Reisman regarding June expenses (.20); email team on all Windstream matters regarding weekly budget reporting requirements (.10); coordinate with I. Cheban regarding billing procedures (.30); discussion with S. Rochester regarding Interim Fee Application (.20)	0.80
15 Jul 19	Rochester, Shaya J.	Office conference with G. Thompson regarding interim fee app and June monthly fee statement (.20); review Supplemental Reisman Declaration for filing (.20);	0.40
15 Jul 19	Arotsky, Allison	Finalize First Supplemental Declaration in Support of Retention for filing and coordinate filing of same (.50)	0.50
16 Jul 19	Thompson, Grace	Correspond wiith C. Harmon regarding weekly budget (.20); discussions regarding June Monthly Fee Statement with C. Egan (.50); research precedents for Interim Fee App (.30); draft shell for Interim Fee App (.50)	1.50
17 Jul 19	Thompson, Grace	Review and edit June Monthly Fee Statement (1.30); continue drafting Interim Fee Application (2.70)	4.00
17 Jul 19	Rochester, Shaya J.	Review and provide final comments on June Fee Statement (.40)	0.40
18 Jul 19	Thompson, Grace	Revise Monthly Fee Statement incorporating S. Rochester comments (.30); revise Monthly Fee Statement incorporating S. Reisman comments (.30)	0.60
18 Jul 19	Rochester, Shaya J.	Attend to issues regarding S. Reisman comments to June Monthly Fee Statement (.30)	0.30
19 Jul 19	Thompson, Grace	Prepare Monthly Fee Statement for filing (.50); prepare email to client regarding Monthly Fee Statement (.40); edit Monthly Fee Invoice (.20); continue drafting Interim Fee Application declaration and cover page (1.60); draft Interim Fee Application exhibits (1.90)	4.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561941
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
19 Jul 19	Rochester, Shaya J.	Attend to issues regarding filing June Monthly Fee Statement (.40)	0.40
21 Jul 19	Thompson, Grace	Continue drafting Interim Fee Application exhibits (1.90)	1.90
22 Jul 19	Thompson, Grace	Continue drafting Interim Fee Application (2.20); discuss Interim Fee App budget with A. Arotsky (.30); call with S. Rochester re: Interim Fee App (.40); revise Fee App per S. Rochester comments (1.70)	4.60
22 Jul 19	Rochester, Shaya J.	Call with G. Thompson regarding Interim Fee Application (.40); attend to issues regarding Interim Fee Application (.20)	0.60
23 Jul 19	Thompson, Grace	Continue revising Interim Fee Application and exhibits (2.60)	2.60
23 Jul 19	Reisman, Steven	Update regarding June monthly fee statement and status of matters regarding submission and service (.20)	0.20
24 Jul 19	Thompson, Grace	Draft proposed order for Interim Fee Application (.90); revise Interim Fee App. (.50)	1.40
25 Jul 19	Rochester, Shaya J.	Office conference with G. Thompson regarding Interim Fee Application (.30)	0.30
26 Jul 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.90)	0.90
29 Jul 19	Thompson, Grace	Meeting with S. Rochester regarding comments to Interim Fee Application draft (.30)	0.30
29 Jul 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.90); office conference with G. Thompson regarding same (.40)	1.30
30 Jul 19	Rochester, Shaya J.	Attend to issues regarding Interim Fee Application (.20)	0.20
TOTALS:			54.10

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	4.00	730.00	\$2,920.00
45430	Egan, Caroline	6.30	290.00	\$1,827.00
44904	Giglio, Cindi	3.80	965.00	\$3,667.00
44842	Reisman, Steven	1.00	1,220.00	\$1,220.00
44845	Rochester, Shaya J.	7.80	965.00	\$7,527.00
41782	Siena, Marie	1.50	200.00	\$300.00
44616	Thompson, Grace	29.70	450.00	\$13,365.00
TOTAL:		54.10		\$30,826.00

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
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575 Madison Avenue
New York, NY 10022-2585

August 15, 2019

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

Invoice No. 1301561942
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through July 31, 2019 \$2,996.50

CURRENT INVOICE TOTAL: \$2,996.50

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561942
Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
01 Jul 19	Thompson, Grace	Draft and send cover letters to Chambers and U.S. Trustee regarding Stipulation to Extend Frontier Bar Date (.50)	0.50
01 Jul 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement agreement and submission of notice of presentment for stipulation extending bar date (.20); review revised settlement agreement with Frontier (.30); call with client regarding same (.40)	0.90
08 Jul 19	Thompson, Grace	Review Frontier bar date stipulation and draft correspondence to Chambers regarding no objections and entering order (.80)	0.80
08 Jul 19	Reisman, Steven	Follow up regarding matters related to Frontier Communications and status of negotiations on settlement with Frontier (.40)	0.40
08 Jul 19	Rochester, Shaya J.	Prepare email to Chambers regarding submission of Notice of Presentment for Stipulation Extending Frontier Bar Date (.30); submit Notice of Presentment for Stipulation Extending Frontier Bar Date to Chambers and discussion with S. Reisman regarding same (.40)	0.70
09 Jul 19	Thompson, Grace	Review Frontier bar date stipulation as entered and compare with submitted version (.20)	0.20
09 Jul 19	Rochester, Shaya J.	Attend to Stipulation Extending Bar Date for Frontier and communications with client regarding same (.30)	0.30
TOTALS:			3.80

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	0.40	1,220.00	\$488.00
44845	Rochester, Shaya J.	1.90	965.00	\$1,833.50
44616	Thompson, Grace	1.50	450.00	\$675.00
TOTAL:		3.80		\$2,996.50

Katten

Katten Muchin Rosenman LLP

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575 Madison Avenue
New York, NY 10022-2585

August 15, 2019

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

Invoice No. 1301561943
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through July 31, 2019	\$49,309.00
Disbursements and other charges.....	\$553.30

CURRENT INVOICE TOTAL: \$49,862.30

Credit available as of August 15, 2019.....\$18.00

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

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Jul 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester and T. Ross regarding discovery (.20); prepare correspondence to J. Kingston regarding contempt motion and pending discovery (.30); exchange correspondence with client regarding discovery (.30); exchange correspondence with K. Lockhart regarding discovery responses and document production (.30)	1.10
01 Jul 19	Ross, Terence P.	Read multiple emails from T. Sims and K. Lockhart regarding Charter discovery (.50); telephone conference with S. Rochester regarding discussions with Charter (.30); telephone conference to opposing counsel (.20); email to T. Sims regarding contempt motion (.30); telephone conference with T. Sims regarding same (.50); read draft email from T. Sims regarding discovery to be sent to opposing counsel (.30)	2.10
01 Jul 19	Lockhart, Kristin	Draft email to client regarding document production (.50); review and reply to correspondence from T. Sims regarding outstanding discovery items for contempt discovery (.50)	1.00
01 Jul 19	Thompson, Grace	Review discovery schedules and revise case calendar and associated documents (1.10)	1.10
01 Jul 19	Rochester, Shaya J.	Attend to issues regarding discovery produced by Charter and related scheduling (.30)	0.30
02 Jul 19	Sims, Tami Kameda	Exchange correspondence with Charter's counsel regarding contempt motion and discovery (.20); exchange correspondence with K. Lockhart regarding discovery responses and production (.40); revise deposition corrections and exchange correspondence with client regarding same (.40); exchange correspondence with client regarding discovery (.20)	1.20
02 Jul 19	Ross, Terence P.	Edit draft email to opposing counsel regarding stay of contempt motion and email to T. Sims regarding same (.50); exchange multiple emails with S. Rochester regarding stay of discovery (.30)	0.80
02 Jul 19	Lockhart, Kristin	Review correspondence from client and draft email with client records transcript (.50); draft instructions to date stamp documents for second document production and review document production (.70); revise discovery response to include feedback from Charter recordings (.40); prepare for document production (.70); exchange emails with T. Sims regarding document production and discovery (.40)	2.70
03 Jul 19	Sims, Tami Kameda	Confer with K. Lockhart regarding discovery and document production (.30); exchange correspondence with K. Lockhart regarding discovery (.20); exchange correspondence with S. Rochester regarding contempt motion (.10); exchange correspondence with Charter's counsel regarding contempt motion and discovery stay	0.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.10); prepare correspondence to docketing regarding discovery stay (.10)	
03 Jul 19	Lockhart, Kristin	Prepare for document production by revising responses to request for production and interrogatories (2.60); prepare for document production by revising bated stamped documents, re-designating files per instructions from client under protective order and drafting cover emails to defendants (2.20); discussions with T. Sims regarding discovery (.50)	5.30
03 Jul 19	Thompson, Grace	Review responses to Charter interrogatories and RFPs and coordinate edits with K. Lockhart (.40)	0.40
03 Jul 19	Rochester, Shaya J.	Attend to issues regarding adjourning hearing on contempt motion and related discovery and communications with team and client regarding same (.30); review Kirkland motion to enforce the automatic stay and impose sanctions on Florida Attorney General in connection with Charter actions in violation of the stay (.30)	0.60
08 Jul 19	Sims, Tami Kameda	Review correspondence regarding discovery and bankruptcy filings (.10)	0.10
08 Jul 19	Ross, Terence P.	Read emails regarding Charter's Second Discovery (.30); attend to issues regarding discussions with Charter(1.00)	1.30
08 Jul 19	Lockhart, Kristin	Discuss with client regarding document production (.30); revise files and resend to client with instructions (.20)	0.50
09 Jul 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding status of case and pending issues (.10)	0.10
09 Jul 19	Ross, Terence P.	Follow up with opposing counsel regarding discussions with Charter (.50); read email from S. Rochester on settlement (.30); read email from T. Sims regarding settlement (.30)	1.10
09 Jul 19	Rochester, Shaya J.	Attend to issues regarding Charter discovery (.30)	0.30
10 Jul 19	Ross, Terence P.	Multiple email exchanges with S. Rochester regarding expert and schedule (.50); exchange emails with S. Rochester regarding discussions with Charter (.20); telephone conference to opposing counsel regarding same (.30); consider options for same (.30)	1.30
10 Jul 19	Rochester, Shaya J.	Communications with T. Ross regarding next steps (.20); attend to issues regarding adjournment of hearing on contempt motion and communications with chambers regarding same (.20)	0.40
11 Jul 19	Ross, Terence P.	Voicemail from S. Rochester regarding status of matters (.30); consider how to complete discovery (1.00); evaluate potential damages experts (.50); telephone conference with S. Rochester regarding discussions with Charter (.30); outline revised approach to discovery (2.10)	4.00
12 Jul 19	Ross, Terence P.	Telephone conference with S. Rochester regarding case (.20); follow up on settlement options (.80); consider	3.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		how to move case into mediation through SDNY (1.30); draft amended discovery schedule to propose to opposing counsel (1.50)	
12 Jul 19	Rochester, Shaya J.	Communications with T. Ross regarding next steps (.20)	0.20
15 Jul 19	Ross, Terence P.	Determine whether possible to obtain mediation (1.00)	1.00
17 Jul 19	Ross, Terence P.	Follow up on discussions with Charter (.50); Consider which depositions to take (.50)	1.00
18 Jul 19	Ross, Terence P.	Multiple telephone conferences regarding SDNY mediation program (.40); Chart our schedule of new discovery (.50);	0.90
19 Jul 19	Ross, Terence P.	Consider how to move forward with potential settlement (.80); review court docket for potential contempt hearing date (.50); review email regarding settlement from opposing counsel and draft email regarding same to T. Sims and S. Rochester (1.00); email to K. Smith regarding same (.30); telephone conference with S. Rochester regarding same (.50); draft response to charter questions on settlement (.50); research information on bond requirement demanded as part of settlement (.80)	4.40
19 Jul 19	Rochester, Shaya J.	Call with T. Ross regarding Charter response and attend to next steps (.50)	0.50
22 Jul 19	Rochester, Shaya J.	Communications with K. Smith regarding next steps and compiling responsive documents (.30); call with client regarding Charter contracts (.80)	1.10
23 Jul 19	Ross, Terence P.	Read email from K. Smith regarding questions, and consider response and draft return email (.50); read email from S. Rochester regarding document collection on expenses and contract continuation, and consider response thereto and draft response (.50); follow up on questions posed by opposing counsel regarding settlement (.50)	1.50
23 Jul 19	Rochester, Shaya J.	Review Windstream filings regarding Uniti, mediator and UCC role with focus on impact on Charter litigation (.30)	0.30
25 Jul 19	Lockhart, Kristin	Review client correspondence regarding calculation of matters related to settlement discussions (.20)	0.20
25 Jul 19	Rochester, Shaya J.	Attend to issues regarding compiling information requested by Charter (.40)	0.40
26 Jul 19	Rochester, Shaya J.	Review information requested by Charter (.40); review backup material provided by company in response to Charter information request (.40); attend to issues regarding backup material provided by company in response to Charter information request (.30)	1.10
29 Jul 19	Ross, Terence P.	Read multiple emails collecting information requested by opposing counsel regarding settlement, and consider how to present same (.90)	0.90
30 Jul 19	Ross, Terence P.	Telephone call to S. Rochester regarding status of potential settlement (.20); review information collected	3.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding questions presented by opposing counsel (1.30); email exchange with J. Lloyd regarding potential settlement calculation (.30); attend to follow up regarding same (.50); outline questions regarding potential settlement issues to discuss with S. Rochester (.90); review information collected regarding settlement questions presented by opposing counsel (.80)	
30 Jul 19	Rochester, Shaya J.	Communications with T. Ross regarding next steps (.40)	0.40
31 Jul 19	Sims, Tami Kameda	Confer with J. Hill regarding privilege log (.10); prepare correspondence to K. Lockhart regarding Lewis's deposition corrections (.20); prepare correspondence to T. Ross and S. Rochester regarding pending case items (.60)	0.90
31 Jul 19	Justus, Michael R.	Confer with T. Ross regarding discovery and trial strategy for false advertising claims (.30)	0.30
31 Jul 19	Ross, Terence P.	Continued work on settlement presentation for opposing counsel (1.00); review supporting documents for recovery of corrective advertising costs and email client with questions regarding same (1.00); telephone conference with S. Rochester to discuss settlement data (.50); email exchange with T. Sims regarding privilege log (.30); email to S. Rochester regarding M. Justus (.20); prepare for call with J. Lloyd regarding settlement issues (.50); draft language for settlement regarding assumption of last mile contract (.50); conference with M. Justus regarding discovery (.30); telephone conference with J. Lloyd and P. Anderson about documents supporting corrective advertising costs (.40); continued research on bond requirement (1.00)	5.70
31 Jul 19	Rochester, Shaya J.	Call with T. Ross regarding discovery (.50); attend to follow-up (.30)	0.80
TOTALS:			55.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43426	Justus, Michael R.	0.30	800.00	\$240.00
44572	Lockhart, Kristin	9.70	605.00	\$5,868.50
44845	Rochester, Shaya J.	6.40	965.00	\$6,176.00
44455	Ross, Terence P.	33.30	985.00	\$32,800.50
42783	Sims, Tami Kameda	4.20	845.00	\$3,549.00
44616	Thompson, Grace	1.50	450.00	\$675.00
TOTAL:		55.40		\$49,309.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
Invoice Date: August 15, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
03 Jul 19	Postage for 1st class mail pcs 2 Flat (K. Lockhart) entered by SR	4.10
03 Jul 19	VENDOR: Veritext Corporate Services, Inc.; INVOICE#: CA3847181; DATE: 7/3/2019 Recorded Phone Windstream - GI.	475.00
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	30.80
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	6.30
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	19.80
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	4.10
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-JUNE19-WAS; DATE: 7/11/2019 - Acct #KM3278: Pacer court cost incurred in June 2019, Washington.	0.20
16 Jul 19	PAYEE: Arkadin Inc.; REQUEST#: 821629; DATE: 7/16/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190600740 dated 6/30/19; Conference call on 6/11/19; #12142292 S. Rochester.	13.00
TOTAL:		\$553.30

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Telephone Charges	\$13.00
Postage	\$4.10
Court Reporter Fees	\$475.00
Court Costs	\$61.20
TOTAL:	\$553.30

MATTER TOTAL: \$49,862.30

Katten

Katten Muchin Rosenman LLP

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575 Madison Avenue
New York, NY 10022-2585

August 15, 2019

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

Invoice No. 1301561945
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through July 31, 2019 \$450.00

CURRENT INVOICE TOTAL: \$450.00

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561945
Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
26 Jul 19	Thompson, Grace	Attend Omnibus Hearing via CourtSolutions and take notes for any relevant conflict matters (1.00)	1.00
TOTALS:			1.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

Attorney or Assistant	Hours	Rate	Amount
44616 Thompson, Grace	1.00	450.00	\$450.00
TOTAL:	1.00		\$450.00

Katten

KattenMuchinRosenman LLP

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New York, NY 10022-2585

August 15, 2019

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

Invoice No. 1301561946
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$19.34

CURRENT INVOICE TOTAL: \$19.34

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561946
 Invoice Date: August 15, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
12 Jul 19	VENDOR: Federal Express Corp. INVOICE#: 660556441 DATE: 7/8/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 7/1/2019; Tracking ID: 788219316580	9.67
12 Jul 19	VENDOR: Federal Express Corp. INVOICE#: 660556441 DATE: 7/8/2019 From: Shaya Rochester To: Vito Genna Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas St.,WHITE PLAINS NY,10601 US: On: 7/1/2019; Tracking ID: 788219254463	9.67
TOTAL:		\$19.34

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Courier	\$19.34
TOTAL:	\$19.34

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**SIXTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	August 1, 2019	August 31, 2019

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$240,236.00 (80% of \$300,295.00)
Total expenses requested in this statement:	\$412.24
Total fees and expenses requested in this statement:	\$240,648.24
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

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

² This statement consists of fees and expenses from August 1, 2019, through August 31, 2019.

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From August 1, 2019 Through August 31, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$300,295 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$240,236, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$300,295); (iii) allowance and payment of \$412.24 expenses for the actual, necessary expenses that Katten incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$300,295 in fees during

³ The period from August 1, 2019, through and including August 31, 2019, is referred to herein as the “Fee Period”).

the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$240,236 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$731.19.⁴ The blended hourly billing rate of all paraprofessionals is \$230.98.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$412.24.

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

Representations

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

⁴ The blended hourly rate of \$731.19 for attorneys is derived by dividing the total fees for attorneys of \$299,348.00 by the total hours of 409.40 for those same attorneys.

⁵ The blended hourly billing rate of \$230.98 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$947 by the total hours of 4.10 for these same paraprofessionals.

filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

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

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$300,295 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$240,236 which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$300,295); and (iii) allowance and payment of \$412.24 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: September 23, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

**Summary of Fees and Expenses by Project Category
for the Time Period of August 1, 2019 – August 31, 2019**

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

Summary of Fees and Expenses by Project Category
for the Time Period of August 1, 2019 through August 31, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	44.00	\$ 21,520.50	\$ 0.00	\$ 21,520.50
7	Adversary Proceedings, Contested Matter	6.80	3,575.00	0.00	3,575.00
8	Charter Litigation	360.60	274,254.50	279.86	274,534.36
19	Hearings	2.10	945.00	0.00	945.00
32	Expenses		0.00	132.38	132.38
Totals		413.50	\$ 300,295.00	\$ 412.24	\$ 300,707.24

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of August 1, 2019 through August 31, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of August 1, 2019 through August 31, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Terence P. Ross	Partner	1983	Intellectual Property	\$ 985	144.20	\$ 142,037.00
Shaya Rochester	Partner	2003	Restructuring	965	19.60	18,914.00
Michael R. Justus	Partner	2008	Intellectual Property	800	25.60	20,480.00
Joanna Hill	Associate	2014	Litigation	695	2.10	1,459.50
Matthew Holub	Associate	2012	Intellectual Property	720	2.90	2,088.00
Anne Lewis	Staff Attorney	2017	Intellectual Property	390	1.70	663.00
Kristin Lockhart	Associate	2016	Intellectual Property	605	97.70	59,108.50
Katherine Motsinger	Associate	2018	Litigation	450	6.60	2,970.00
Catherine E. O'Brien	Associate	2018	Litigation	440	2.20	968.00
Grace Thompson	Associate	2019	Restructuring	450	66.80	30,060.00
Christopher Vazquez	Associate	2017	Litigation	515	35.10	18,076.50
Melissa Velez	Associate	2017	Litigation	515	4.90	2,523.50
Totals for Attorneys					409.40	\$ 299,348.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rick Brady	Litigation Support Specialist	7	Litigation Support	\$285	0.60	\$ 171.00
Adriane Konrath	Litigation Support Specialist	22	Litigation Support	390	0.40	156.00
Marie Siena	Paralegal	12	Restructuring	200	3.10	620.00
Totals for Paraprofessionals					4.10	\$ 947.00

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$ 300,295.00

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of August 1, 2019 through August 31, 2019**

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

**Summary of Actual and Necessary Expenses
for the Time Period of August 1, 2019 through August 31, 2019**

Expenses by Categories	Amount ¹
Telephone Conference Charges, Postage and Courier	\$ 300.02
Court Costs ²	(1,197.80)
Processor Server Fees	584.38
Legal Research	464.45
Local Transportation	181.19
After Hours Meals Expenses	80.00
Total	\$ 412.24

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

² Katten received a refund in the amount of \$1,477 as an adjustment for excess costs charged by Pacer in April 2019. By this Fee Statement, Katten has credited the Debtors with this refund.

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of August 1, 2019 through August 31, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Katten

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carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

September 18, 2019

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

Invoice No. 1301571008
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through August 31, 2019..... \$21,520.50

CURRENT INVOICE TOTAL: \$21,520.50

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571008
Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Aug 19	Thompson, Grace	Review July pre-bills for privileged and confidential information (.90)	0.90
02 Aug 19	Thompson, Grace	Continue revising Interim Fee Application per S. Rochester comments (.50)	0.50
02 Aug 19	Rochester, Shaya J.	Attend to follow-up on Monthly Fee Statement (.20)	0.20
04 Aug 19	Thompson, Grace	Continue revising Interim Fee Application per S. Rochester comments (1.50); revise declaration to Interim Fee Application (1.40); revise exhibits to Interim Fee Application per S. Rochester comments (1.60)	4.50
05 Aug 19	Thompson, Grace	Discuss Interim Fee Application revisions with S. Rochester (.20); begin drafting July Monthly Fee Statement (.40)	0.60
05 Aug 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.80); call with G. Thompson regarding same (.20)	1.00
06 Aug 19	Thompson, Grace	Revise July Monthly Fee Statement (.40); email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.70
06 Aug 19	Rochester, Shaya J.	Review July invoices for privilege and confidential information (.90)	0.90
07 Aug 19	Siena, Marie	Review and revise July prebills for privilege and confidential information (2.30)	2.30
07 Aug 19	Thompson, Grace	Revise Interim Fee Application per S. Rochester comments (2.00); coordinate with billing team regarding blended rates for Interim Fee Application (.30); review "Retention and Fees" time records and revise Interim Fee Application accordingly (1.70); discussions with S. Rochester regarding Interim Fee Application (.20)	4.20
08 Aug 19	Rochester, Shaya J.	Review and provide further comments on Interim Fee Application (.60)	0.60
09 Aug 19	Thompson, Grace	Review edits and correspond with S. Rochester regarding Interim Fee Application (.30)	0.30
12 Aug 19	Thompson, Grace	Draft email to S. Reisman regarding Interim Fee Application (.20)	0.20
12 Aug 19	Rochester, Shaya J.	Attend to issues regarding S. Reisman comments to Interim Fee Application (.30)	0.30
13 Aug 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); meet with S. Rochester to discuss S. Reisman comments to Interim Fee Application (.40); revise exhibits per S. Reisman comments (1.50); continue revising exhibits for Interim Fee Application (.60); revise Interim Fee Application per additional comments from S. Rochester (1.10); correspond with I. Cheban regarding payments to date (.20); reconcile payments to date with allocation spreadsheets (.60);	7.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571008
Invoice Date: September 18, 2019

PROFESSIONAL SERVICES
Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		revise Interim Fee Application regarding same (.50); draft emails to S. Reisman regarding changes to Interim Fee Application (.50); draft Notice of Hearing for Interim Fee Application (.60); draft email to client regarding outstanding payment (.30); call with T. Scheffer regarding Kirkland's Interim Fee Application (.10); calls with S. Rochester regarding progress on Interim Fee Application (.20)	
13 Aug 19	Rochester, Shaya J.	Multiple office conferences with G. Thompson to discuss Interim Fee Application (.60); attend to issues regarding finalizing Interim Fee Application (.30); review and provide comments on notice of hearing on Interim Fee Application (.30)	1.20
14 Aug 19	Thompson, Grace	Prepare for filing and file Interim Fee Application (.80); continue drafting July Monthly Fee Statement (1.90)	2.70
15 Aug 19	Thompson, Grace	Draft email to S. Reisman regarding July Monthly Fee Statement (.10); coordinate with C. Harmon regarding S. Reisman edits to July MFS (.40); discussions with S. Rochester regarding same (.30); correspond with I. Cheban regarding changes to July invoices (.20); revise exhibits to July MFS per changes to invoices (1.80)	2.80
15 Aug 19	Rochester, Shaya J.	Review and provide comments on July Fee Statement (.30)	0.30
16 Aug 19	Thompson, Grace	Coordinate with C. Harmon and I. Cheban regarding July Monthly Fee Statement expenses (.40); revise expenses and invoices for July MFS (1.30); email S. Reisman regarding July MFS (.30)	2.00
20 Aug 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); draft email to S. Reisman regarding weekly budget report (.20); revise July Monthly Fee Statement per S. Reisman comments (.40); prepare to file and file July MFS (1.00); draft email to KCC for service (.10); prepare email to client regarding filed Monthly Fee Statement (.50); prepare email to I. Cheban regarding filed Monthly Fee Statement (.40)	3.00
20 Aug 19	Rochester, Shaya J.	Attend to issues regarding filing of July Fee Statement (.20)	0.20
23 Aug 19	Thompson, Grace	Begin reviewing August pre-bills for privileged and confidential information (1.50) discussions with M. Siena regarding the same (.20); draft email to S. Rochester for review regarding bankruptcy billing guidelines (.40)	2.10
26 Aug 19	Thompson, Grace	Continue reviewing August pre-bills for privileged and confidential information (2.00) discussions with M. Siena and O. O'Connell regarding the same (.30); draft email to team regarding time entry and guidelines (.10)	2.40
27 Aug 19	Siena, Marie	Begin review and revision of August prebills for monthly fee statement (.50)	0.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571008
 Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
27 Aug 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); discuss August pre-bill review status with M. Siena (.20)	0.60
28 Aug 19	Thompson, Grace	Draft email to client regarding Monthly Fee Invoice and payment (.30); draft email to I. Cheban regarding Monthly Fee Invoice and allocation (.20); review allocation spreadsheets and Interim Fee Application (.60); draft email to S. Rochester regarding outstanding payment and holdback (.40)	1.50
30 Aug 19	Thompson, Grace	Email new team members regarding bankruptcy billing guidelines (.20); review KCC Engagement Letter and Retention Order (.20); draft email to S. Rochester and T. Ross on the same (.10)	0.50
TOTALS:			44.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	4.70	965.00	\$4,535.50
41782	Siena, Marie	2.80	200.00	\$560.00
44616	Thompson, Grace	36.50	450.00	\$16,425.00
TOTAL:		44.00		\$21,520.50

Katten

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575 Madison Avenue
New York, NY 10022-2585

September 18, 2019

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

Invoice No. 1301571009
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through August 31, 2019..... \$3,575.00

CURRENT INVOICE TOTAL: \$3,575.00

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571009
Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
27 Aug 19	Thompson, Grace	Review Frontier 9019 Motion and circulate to S. Rochester (.20)	0.20
27 Aug 19	Rochester, Shaya J.	Communications with client and S. Reisman regarding stipulation with Frontier (.30)	0.30
28 Aug 19	Thompson, Grace	Research background on Windstream-Uniti dispute and related litigation in connection with potential conflict matter (2.00); draft email to S. Rochester on the same (.70)	2.70
28 Aug 19	Rochester, Shaya J.	Communications with C. Keith and S. Reisman regarding negotiations with Frontier (.20)	0.20
29 Aug 19	Thompson, Grace	Research background on Ernst & Young valuation and related issues in Windstream-Uniti master lease in connection with potential conflict matter (1.90); draft email to S. Rochester on the same (.70)	2.60
30 Aug 19	Thompson, Grace	Call with S. Rochester regarding Windstream claims in complaint against Uniti in connection with potential conflict matter (.10); review relevant arguments and draft email to S. Rochester (.20)	0.30
30 Aug 19	Rochester, Shaya J.	Review and provide comments on Uniti litigation in connection with potential conflict matters (.40); call with G. Thompson on the same (.10)	0.50
TOTALS:			6.80

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	1.00	965.00	\$965.00
44616	Thompson, Grace	5.80	450.00	\$2,610.00
TOTAL:		6.80		\$3,575.00

Katten

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September 19, 2019

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

Invoice No. 1301571010
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through August 31, 2019.....	\$274,254.50
Disbursements and other charges.....	\$279.86

CURRENT INVOICE TOTAL: \$274,534.36

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Aug 19	Justus, Michael R.	Review court transcripts (2.00); plan strategy for discovery and trial (1.40); discussion with T. Ross regarding the same (.50)	3.90
01 Aug 19	Ross, Terence P.	Email to S. Rochester regarding questions regarding Charter negotiations (.30); determine which documents to send to opposing counsel relating to Charter negotiations (.50); draft final version of email to opposing counsel regarding negotiations (2.80); email exchange with S. Rochester regarding negotiations (.20); plan discovery schedule (2.50); conference with M. Justus regarding same (.50)	6.80
01 Aug 19	Motsinger, Katherine	Revise privilege log (.20)	0.20
01 Aug 19	Rochester, Shaya J.	Attend to issues regarding discussions with Charter (.40)	0.40
02 Aug 19	Hill, Joanna M.	Begin reviewing privilege log (.50)	0.50
02 Aug 19	Justus, Michael R.	Review deposition transcripts (2.10); plan strategy for further depositions and written discovery (1.70); meet with K. Lockhart regarding the same (1.00)	4.80
02 Aug 19	Ross, Terence P.	Review draft privilege log (1.60); renew and revise draft privilege log (1.50); narrow list of potential deponents (1.30); email exchange with S. Rochester regarding discovery (.30); review chart of outstanding document production (1.50)	6.20
02 Aug 19	Lockhart, Kristin	Review prior research regarding false advertising (.90); discussion with M. Justus regarding new research (.30); discussion with M. Justus regarding additional strategy, depositions and discovery (1.00)	1.90
02 Aug 19	Thompson, Grace	Correspond with M. Justus and K. Lockhart regarding discovery notice requirements (.40); correspond with M. Justus and Docketing regarding onboarding M. Justus (.40)	0.80
05 Aug 19	Justus, Michael R.	Review outstanding action items for discovery (.30); plan next steps for same (1.00); confer with T. Ross, K. Lockhart, and S. Rochester regarding same (1.00); review pro hac vice motion (.30)	2.60
05 Aug 19	Ross, Terence P.	Review list of tasks drafted by K. Lockhart (2.30); email exchange with K. Smith regarding settlement (.30); review and analyze Charter Request for Admissions (2.50); confer with M. Justus, S. Rochester and K. Lockhart regarding outstanding discovery (1.00); determine which Rule 30(b)(6) topics to pursue (1.30)	7.40
05 Aug 19	Lockhart, Kristin	Prepare agenda of outstanding matters for case (1.00); discuss with M. Justus Windstream/Charter written discovery (.30); review discovery served by Windstream and Charter (1.00); discuss agenda with M. Justus (.60); prepare for call to discuss outstanding items for Windstream discovery (.60); attend call	4.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding the same (1.00)	
05 Aug 19	Rochester, Shaya J.	Review notes regarding outstanding discovery and litigation (.40); prepare for call regarding upcoming discovery and litigation (.40); call with K. Lockhart regarding same (.30); call with litigators regarding discovery and next steps (1.00)	2.10
06 Aug 19	Hill, Joanna M.	Revise privilege log (.50)	0.50
06 Aug 19	Justus, Michael R.	Review SDNY bankruptcy rules regarding interrogatories (.20); discuss list of discovery action items with K. Lockhart (.40)	0.60
06 Aug 19	Ross, Terence P.	Review discovery chart prepared by K. Lockhart (.50); prepare Rule 30(b)(6) deposition topics (2.30); prepare for telephone conference with K. Smith (.80); telephone conference with K. Smith regarding discovery (.30); review discovery deadlines (.60); telephone conference with M. Justus and S. Rochester regarding discovery (.30); continue planning Rule 30(b)(6) deposition topics (2.00); review revised discovery chart from K. Lockhart (.30); consider additional discovery strategy (.60)	7.70
06 Aug 19	Lockhart, Kristin	Prepare tasks to complete before discovery closes (3.80); review and discuss edits to same from M. Justus (.30); discuss with S. Rochester edits to tasks for discovery (.30); revise task list (.60); discuss with S. Rochester regarding same (.30); revise Windstream workflow list (.60)	5.90
06 Aug 19	Motsinger, Katherine	Clarify information included in specific privilege log entries (.50)	0.50
06 Aug 19	Thompson, Grace	Review Charter document production folder and draft email to M. Justus regarding same (.20); review discovery checklist and emails (.20)	0.40
06 Aug 19	Rochester, Shaya J.	Review and provide comments on discovery work-stream list (1.20); call with T. Ross and M. Justus regarding next steps with discovery (.40); call with K. Lockhart regarding discovery (.30); review and provide further comments on work-flow list (.30)	2.20
07 Aug 19	Hill, Joanna M.	Revise privilege log (.40)	0.40
07 Aug 19	Ross, Terence P.	Edit discovery chart (.70); discuss with K. Lockhart (.30); continued work on Rule 30(b)(6) deposition topics (2.50); review outstanding discovery (1.20); plan further discovery strategy (2.60)	7.30
07 Aug 19	Lockhart, Kristin	Discuss edits to workflow chart for discovery with T. Ross (.30); revise workflow chart to incorporate edits from T. Ross (1.50); draft email to S. Rochester, M. Justus and T. Ross regarding updates to same (.30); discuss study with S. Rochester (.20); draft email to client regarding outstanding deadlines for Charter discovery and document review (.50); draft email to team regarding client feedback on discovery plan (.50)	3.10
07 Aug 19	Motsinger, Katherine	Revise privilege log and review underlying emails to	1.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		verify that all emails on privilege log should be there (1.40)	
08 Aug 19	Hill, Joanna M.	Discuss privilege log with team (.40); revise privilege log (.30)	0.70
08 Aug 19	Justus, Michael R.	Consider strategy for written discovery (.30); review documents and written discovery responses in preparation for additional discovery requests (1.70); discussion with T. Ross regarding discovery plan (.70)	2.70
08 Aug 19	Ross, Terence P.	Research potential deponents (2.50); prepare for meeting with M. Justus regarding additional discovery (.80); discussion with M. Justus regarding additional discovery (.70); review pleadings and plan additional fact discovery (2.30); email exchange with K. Lockhart regarding discovery (.20); review revised privilege log (.50); review settlement offer from opposing counsel (.50)	7.50
08 Aug 19	Lockhart, Kristin	Discuss with S. Rochester discovery deadlines (.30); review Windstream written discovery (.70); analyze any additional discovery to be taken (.60)	1.60
08 Aug 19	Motsinger, Katherine	Revise privilege log incorporating feedback from T. Ross (1.00)	1.00
08 Aug 19	Rochester, Shaya J.	Call with K. Lockhart to discuss document requests (.30); communications with T. Ross regarding settlement (.30)	0.50
09 Aug 19	Justus, Michael R.	Confer with T. Ross regarding discovery strategy (.70); prepare topics for Rule 30(b)(6) deposition notice to Charter (.40)	1.10
09 Aug 19	Ross, Terence P.	Attend to issues re negotiations with Charter (1.70); conference with M. Justus renewed discovery (.70); review privileged document at issue (.70); multiple internal email exchanges factual issues regarding Charter negotiations (1.00); review new draft discovery (2.60)	6.70
09 Aug 19	Lockhart, Kristin	Discuss with T. Ross and M. Justus regarding outstanding discovery items (.80); draft summary of email to M. Justus, T. Ross, and S. Rochester regarding outstanding discovery items and analysis regarding how to approach the same (1.60); review original 30(b)(6) notice and discuss same with M. Justus (.30); correspond further with M. Justus, T. Ross, and S. Rochester regarding outstanding discovery items (.80); review correspondence relating to settlement (.30); review unredacted pleadings (.40).	4.20
09 Aug 19	Thompson, Grace	Revise case calendar and associated documents regarding discovery schedule (.30)	0.30
09 Aug 19	Rochester, Shaya J.	Corresponded with K. Lockhart regarding discovery (.30); call with UCC counsel to notify them of resumption of litigation (.30)	0.60
11 Aug 19	Lockhart, Kristin	Review and log documents from Windstream's second	1.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Aug 19	Vazquez, Christopher	document production (1.20) Analyze Windstream factual and legal arguments in support of preliminary injunction against Charter (1.70); draft cover letter and third party subpoena (1.00); research third party corporate entity information in preparation of subpoena filing (.50); draft schedule, including document requests and deposition topics, to third party subpoena (1.40); confer with K. Lockhart regarding third party document and testimony subpoena issuance (.30); draft and circulate third party subpoena package for Charter (1.00)	5.90
12 Aug 19	Justus, Michael R.	Revise Rule 30(b)(6) deposition notice (1.30); review documents for use as exhibits in deposition (1.60); confer with K. Lockhart regarding discovery and deposition issues (.40)	3.30
12 Aug 19	Ross, Terence P.	Read email from K. Lockhart regarding discovery tasks (.20); review revised discovery (1.50); conference with K. Lockhart regarding third party subpoenas (.20); follow up on third-party subpoenas (.50); read email from opposing counsel regarding reimbursement of corrective advertising (.30); email to S. Rochester regarding reimbursement for corrective advertising (.20); respond to questions from client regarding same (.50); read email from opposing counsel regarding deficient discovery responses (.50); attend to follow-up regarding same (1.50)	5.40
12 Aug 19	Lockhart, Kristin	Revise workflow list (.30); draft email to A. Mikulsi and C. Vazquez regarding catchup for Windstream case (.60); draft email to opposing counsel regarding second document production (.30); prepare for meeting with C. Vazquez regarding subpoenas (1.00); attend teleconference meeting with C. Vazquez regarding same (.30); review Charter documents to determine additional parties and their locations for subpoenas (.60); draft third set of Request for Productions to Charter (1.40); discuss with M. Justus discovery issues and deposition preparation (.30); review document production for email referenced in Dardis testimony at TRO hearing (.30); draft corrective advertising draft email to S. Rochester (.30); discuss third party subpoenas with T. Ross (.20)	5.60
13 Aug 19	Vazquez, Christopher	Revise and circulate third party subpoena package to Charter employee (.80); discuss the same with T. Ross (.30); revise third party subpoena package and circulate the same (.90); coordinate filing and service of third party deposition and production subpoenas (1.20); coordinate with conflict of interest counsel regarding service of former client affiliate (.50); draft notices of deposition for third party and Charter employee (.90)	4.60
13 Aug 19	Justus, Michael R.	Revise Rule 30(b)(6) deposition notice and subpoenas	3.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Aug 19	Ross, Terence P.	(1.60); confer with T. Ross and K. Lockhart regarding discovery and deposition issues (.40); confer with K. Lockhart and C. Vasquez regarding subpoenas (.80); review deposition notice served by Charter (.30) Read email from C. Vazquez regarding deposition of Charter employee (.50); plan and confer with potential damages expert (.70); review additional discovery issues (1.00); revise draft schedules for third party subpoenas (1.50); email exchange with M. Justus regarding depositions (.30); review email from opposing counsel (.30); telephone conference with C. Vazquez regarding Charter employee subpoena (.30); read email from C. Vazquez regarding FRCP Rule 45's application in bankruptcy (.30) read detailed email from K. Lockhart regarding discovery issues (1.00); multiple email exchanges regarding third party subpoena (.40); read Charter Rule 30(b)(6) Notice (.60)	6.90
13 Aug 19	Lockhart, Kristin	Revise and draft schedules for third party subpoena (2.10); revise and draft schedules from Charter employee subpoena (1.90); draft email to T. Ross regarding discovery issues (.80); further revise schedules for third party subpoena (1.60); further revise schedules for Charter employee subpoena (2.00)	8.40
13 Aug 19	Thompson, Grace	Correspond with docketing department and revise case calendar (.20)	0.20
14 Aug 19	Konrath, Adriane	Load data and images from Charter document production onto database (.40)	0.40
14 Aug 19	Vazquez, Christopher	Coordinate filing and service of third party subpoenas (.50); review Charter's answer to the complaint in preparation for interrogatories (.90); draft and circulate notice of subpoenas to outside counsel (.50); draft first set of interrogatories (.50); compile third party production and testimony subpoenas to third party and Charter employee (.50); draft and compile third party subpoena packages for additional deponents (1.10); revise third party production and testimony subpoenas to third party and Charter employee (1.60)	5.60
14 Aug 19	Justus, Michael R.	Prepare Rule 30(b)(6) deposition notice (1.60)	1.60
14 Aug 19	O'Brien, Catherine E.	First level review of Charter's second document production (2.20)	2.20
14 Aug 19	Ross, Terence P.	Conference with K. Lockhart regarding third-party subpoenas and Rule 30(b)(6) Notice (.50); read S. Rochester comments on third-party discovery (.30); email from J. Jarosz regarding service as expert witness (.20); edit Rule 30(b)(6) Notice and document request (.50); multiple email exchanges regarding damages expert and review engagement letter for same (.70); telephone conference with K. Smith regarding retention of experts and discovery issues (.50); email	6.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		exchange with K. Smith regarding next steps in litigation against Charter (.20); finalize third-party subpoenas (.80); read email from G. Thompson regarding need for court approval of damages expert (.30); conference with K. Lockhart regarding additional Charter employee subpoenas (.50); read new Charter produced documents considered "hot" (1.00); continue to read new Charter produced documents (1.00)	
14 Aug 19	Lockhart, Kristin	Revise subpoena topics (.80); coordinate service processor with C. Vazquez (1.00); and communicate with local counsel in Ohio for deposition of Charter employee (1.00); revise subpoenas and further additional discovery to include new definition consistent with SDNY (1.00); coordinate review of Charter's second document production (.80); discussions with G. Thompson regarding the same (.50) review rules and discuss filing of service affidavit with C. Vazquez (.90); revise topics for Windstream 30(b)(6) deposition of Charter (1.30); review charter documents regarding misleading advertising (1.80)	9.10
14 Aug 19	Motsinger, Katherine	Preform preliminary review of Charter's second document production (3.10)	3.10
14 Aug 19	Thompson, Grace	Email to litigation team regarding review of Charter's second document production (.20); prepare tags and instructions for document review (.60); discussions with litigation support regarding same (.20); discussions with K. Lockhart regarding document review (.50); revise case calendar and associated documents (.10); perform secondary review of all "priority" and "super" hot documents (2.90); pull documents and draft email to K. Lockhart with analysis of documents (1.40); research legal framework for retaining experts (1.20); discussions with S. Rochester regarding same (.40); draft email to team regarding same (.50); email to M. Velez and C. Cameron regarding same (.20)	8.30
14 Aug 19	Rochester, Shaya J.	Provide comments on RFPs and third-party subpoenas (.40); meeting with G. Thompson to discuss retention of experts (.20); call with G. Thompson regarding retention of expert (.20); review analysis regarding retention of expert (.30); office conference with G. Thompson regarding status of document review (.30)	1.40
15 Aug 19	Vazquez, Christopher	Revise task list and deposition tracker (.30); revise and compile additional deposition subpoena (1.10); cordinate serivce of additional deposition subpoenas (1.50)	2.90
15 Aug 19	Justus, Michael R.	Review local rules and chambers' rules in relation to discovery and deposition matters (.80)	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Aug 19	Ross, Terence P.	Outline Sites deposition (1.10); read email from G. Thompson regarding M. Justus pro hac vice (.20); continue to outline Charter employee deposition (.70); conference with K. Lockhart regarding new third-party depositions (.50); outline Charter employee deposition (1.80); read email from opposing counsel (.30); execute new third-party subpoena (.20); telephone conference with client to discuss discovery objections (.50); outline remaining third-party depositions (2.00)	7.30
15 Aug 19	Lockhart, Kristin	Discussions with C. Vazquez subpoena to Charter employee (1.00); update workflow list and draft email with information and deadlines for outstanding discovery and depositions (1.00); discuss with T. Ross and C. Vazquez location and time for subpoena depositions (.50); prepare for and attend teleconference with client regarding objections to 30(b)(6) notice (.50); review and serve subpoena of Charter employee (.60)	3.90
15 Aug 19	Motsinger, Katherine	Review documents to ensure proper categorization for redaction (.40)	0.40
15 Aug 19	Thompson, Grace	Prepare to file and file pro hac vice application for M. Justus (.60)	0.60
15 Aug 19	Thompson, Grace	Perform secondary review of all "hot" and queried documents from Charter second production (2.40); pull documents and draft email to K. Lockhart with analysis of documents (1.10); coordinate with docketing department regarding revised discovery dates (.30); revise case calendar and associated documents (1.30); correspond with M. Justus regarding bankruptcy rules (.10)	2.20
15 Aug 19	Rochester, Shaya J.	Review and provide comments on case calendar (.50); review updated work-streams and comment on same (.30)	0.80
16 Aug 19	Vazquez, Christopher	Review docket deadlines and case calendar updates (.40); review defendant's notice of 30(b)(6) video deposition topics (.50)	0.90
16 Aug 19	Ross, Terence P.	Plan response to new interrogatories (1.60); give directions to K. Lockhart regarding response (.30); email exchange with K. Lockhart regarding privilege log (.30); email exchange with K. Lockhart regarding damages expert (.20); outline deposition for Charter Rule 30(b)(6) witness (1.80); prepare for Windstream Rule 30(b)(6) witness deposition (2.80)	7.00
16 Aug 19	Lockhart, Kristin	Draft email to C. Vazquez with instructions for objections to Charter 30(b)(6) notice (.60); communicate with client regarding expert and expert disclosures (.30); exchange correspondence with T. Ross regarding privilege log deadline (.30); discuss with opposing counsel regarding same (.20); revise notes to objections to 30(b)(6) notice (1.00)	2.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Aug 19	Rochester, Shaya J.	Review case calendar and upcoming deadlines (.20)	0.20
18 Aug 19	Vazquez, Christopher	Draft objections to defendants' video deposition notice topics (2.00)	2.00
19 Aug 19	Vazquez, Christopher	Research Charter employee contact information for purposes of service of deposition subpoena (.90); revise and circulate draft objections to 30(b)(6) deposition topics (.60); draft and circulate objections to defendants' video deposition topics (.50); revise objections and responses to Charter's 30(b)(6) deposition notice and topics (1.20); coordinate regarding-service of Charter employee deposition subpoena (.50) draft first set of contention interrogatories (1.40); call with T. Ross regarding 30(b)(6) objections (.50)	5.60
19 Aug 19	Ross, Terence P.	Plan response to Charter's Rule 30(b)(6) (3.50); determine how to address confused customers topics in Rule 30(b)(6) Notice (2.00); telephone conference with C. Vazquez to discuss edits to Rule 30(b)(6) objections (.50); review revised objections to Charter Rule 30(b)(6) topics (.80); email to K. Lockhart regarding new Charter deposition notice (.30); read K. Lockhart summary of new Charter document production (.50)	7.60
19 Aug 19	Lockhart, Kristin	Review and draft objections to 30(b)(6) notice of deposition (4.00); revise objections to 30(b)(6) notice of deposition (.20); discuss with T. Ross regarding service of process of subpoenas (.60); draft email to T. Ross and M. Justus regarding Charter second document production (1.00)	5.80
19 Aug 19	Thompson, Grace	Review recent case law regarding automatic stay violations (1.00); draft email to team regarding the same (.60); revise case calendar and associated documents (.80)	2.40
19 Aug 19	Rochester, Shaya J.	Review pleadings related to automatic stay violations (.20); review summary of hot docs from Charter's second production (.30)	0.50
20 Aug 19	Vazquez, Christopher	Revise and circulate first set of contention interrogatories (.30)	0.30
20 Aug 19	Ross, Terence P.	Plan new Charter discovery (2.30); read email from K. Smith regarding settlement discussions (.50); review and revise letter to opposing counsel regarding deposition notices (.50); telephone conference with C. Vazquez regarding service of process (.30); continue planning new Charter discovery (2.20); discussion with K. Lockhart regarding 30(b)(6) designee (.30)	6.10
20 Aug 19	Lockhart, Kristin	Review local rules and SDNY rules on filing of discovery related documents electronically (.50); discussion with G. Thompson on the same (.20); draft letter to J. Kingston/Charter regarding nullity of notices of depositions (1.70); revise letter (.60); discuss	4.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with T. Ross regarding 30(b)(6) corporate designee (.30); review amended notice of S. Bandy (.30); revise letter to Charter to send to opposing counsel (.60); resend subpoena packages to MoFo per their request (.30)	
20 Aug 19	Thompson, Grace	Research issues related to certificates of service (1.00); discussion with K. Lockhart regarding the same (.20); draft email to S. Rochester regarding the same (.30)	1.50
20 Aug 19	Rochester, Shaya J.	Attend to issues regarding certificates of service and Court's automatic stay decision (.30)	0.30
21 Aug 19	Brady, Rick	Export multi-page TIFs from Concordance database (.20); convert TIFs to PDF and render searchable (.20); copy PDFs to LA directory (.20)	0.60
21 Aug 19	Vazquez, Christopher	Revise first set of contention interrogatories (.40); research Ohio state law regarding service of Rule 45 subpoena (.30); discussion with T. Ross on the same (.30)	1.00
21 Aug 19	Velez, Melissa	Identify supporting documents for RAPP deposition (1.50)	1.50
21 Aug 19	Ross, Terence P.	Telephone conference with K. Smith regarding next steps (.50); review email from opposing counsel regarding depositions and subpoenas (.50); telephone conference with S. Rochester regarding next steps (.30); review draft interrogatory answers (1.80); additional planning for settlement discussions (2.70)	5.80
21 Aug 19	Lockhart, Kristin	Review and draft responses and objection to Charter Third Set of Interrogatories to Windstream (3.60); review Third Set of Interrogatory Responses and draft email to client regarding same (1.30); draft email regarding document collection for RAPP deposition (.30).	5.20
21 Aug 19	Rochester, Shaya J.	Call with T. Ross regarding negotiations with Charter (.30)	0.30
22 Aug 19	Vazquez, Christopher	Revise and circulate first set of contention interrogatories (1.10); coordinate service of Charter employee with Rule 45 subpoena (.50); review S.D.N.Y. local rules and interrogatory forms (.40)	2.00
22 Aug 19	Justus, Michael R.	Review Charter privilege log (.30)	0.30
22 Aug 19	Velez, Melissa	Identify supporting documents for RAPP deposition (1.00)	1.00
22 Aug 19	Ross, Terence P.	Review revised interrogatories to Charter (.80); email from C. Vazquez regarding discovery (.20); prepare for meet and confer with opposing counsel (.50); revise contention interrogatories to propound to Charter (1.00); edit revised draft of interrogatories to Charter (1.20); telephonic "meet and confer" with opposing counsel regarding discovery (.50); email exchange with K. Smith regarding new Rule 36(b) witness (.20); read email from opposing counsel regarding discovery and respond (.30); discuss Charter discovery issues iwth K.	5.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Lockhart (.60)	
22 Aug 19	Lockhart, Kristin	Begin preparing draft of responses to RFAs (.60); discuss with T. Ross regarding item for Charter claim of discovery issues (.60); draft email to opposing counsel with privilege log (.30); review Charter privilege log (.30); review correspondence from opposing counsel regarding summary of meet and confer (.30).	2.10
22 Aug 19	Thompson, Grace	Revise case calendar and associated documents (.50)	0.50
23 Aug 19	Vazquez, Christopher	Review comments to 30(b)(6) objections from client and K. Lockhart (.50); discuss revisions to 30(b)(6) objections with T. Ross (.50); revise 30(b)(6) objections (.70)	1.70
23 Aug 19	Justus, Michael R.	Review and suggest revisions to draft interrogatories (.80)	0.80
23 Aug 19	Ross, Terence P.	Read email from M. Justus regarding suggested edits to interrogatories and make same (.50); edit and revise interrogatories and objections to Rule 30(b)(6) deposition (.80); finalize discovery to Charter (1.30); telephone conference with C. Vazquez regarding client feedback on objections (.50); email exchange with damages expert (.50); email exchange with opposing counsel regarding deposition (.30); follow up on damages issues (.50); continue to prepare outlines for new Windstream Rule 30(b)(6) deponent (2.00); read report from K. Smith regarding new factual developments (.30)	6.70
23 Aug 19	Lockhart, Kristin	Follow up with client regarding objections to Charter discovery (.30); revise and serve First Set of Interrogatories (1.20).	1.50
25 Aug 19	Lockhart, Kristin	Draft email to client regarding discovery objections to 30(b)(6) and interrogatories (1.00).	1.00
26 Aug 19	Vazquez, Christopher	Analyze written discovery requests and deadlines (.50); revise 30(b)(6) objections (.60)	1.10
26 Aug 19	Ross, Terence P.	Follow up regarding settlement proposal (.70); email to damages expert (.30); conference with K. Lockhart regarding supplementation of Rule 26(a) disclosures (.50); telephone conference with K. Smith regarding damages expert and other issues (.50); consider options relating to new factual developments (2.00); email from K. Smith regarding damages expert (.20); discussions with K. Lockhart regarding discovery responses (.50); review new discovery from Charter (.50)	5.20
26 Aug 19	Lockhart, Kristin	Discuss with T. Ross initial disclosures and revisions to the same (.50); draft email to client regarding the same (.20); draft email to client with Windstream discovery responses (.30); review additional discovery and docket deadlines for responses to the same (.80); discussion with G. Thompson regarding the same (.20);	3.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		prepare and service responses to interrogatories (.60); discussions regarding discovery responses with T. Ross (.50)	
26 Aug 19	Thompson, Grace	Discussions with K. Lockhart regarding new discovery requests (.20)	0.20
27 Aug 19	Vazquez, Christopher	Analyze Charter's third set of requests for admission and requests for production (0.6);	0.60
27 Aug 19	Ross, Terence P.	Review new version of Rule 30(b)(6) objections and authorize service (1.50); read email from K. Smith regarding Rule 30(b)(6) witness (.20); prepare questions for first call with Rule 30(b)(6) witness (1.30); email exchange with K. Smith regarding Rule 30(b)(6) witness (.30); work on new discovery from Charter (2.00); determine what documents to provide Rule 30(b)(6) witness (.80)	6.10
27 Aug 19	Lockhart, Kristin	Draft responses and objections to Windstream's First Set of Request for Admissions (2.40); review and revise matters for docketing relating to discovery for Charter case (1.00)	3.40
28 Aug 19	Vazquez, Christopher	Review and circulate objections to Charter's 30(b)(6) deposition topics (.60); review defendants' discovery related correspondence (.30)	0.90
28 Aug 19	Velez, Melissa	Legal research regarding initial disclosure requirements for discovery response letter (2.40)	2.40
28 Aug 19	Ross, Terence P.	Telephone conference with client to discuss role of Rule 30(b)(6) witness (1.00); consider objection to new Charter discovery (1.00); read email from K. Lockhart regarding new Charter discovery (.50); read multiple email exchanges regarding new discovery issues (.30); continue to prepare outline for Rule 30(b)(6) witness (.90); discussion with K. Lockhart regarding the same (.60); edit and revise objections to Charter's First Set of Admissions (1.00); read Charter letter to Judge Drain requesting discovery conference and review cases cited therein (1.00); discussions with S. Rochester regarding Charter discovery letter (.50); conference with K. Lockhart regarding drafting response to Charter discovery letter (.50); read email from P. Anderson regarding production of customer names and follow up regarding same from K. Smith and respond thereto (.50); email exchange with damages expert (.40)	8.20
28 Aug 19	Lockhart, Kristin	Attend teleconference with Windstream 30(b)(6) witness (1.00); draft preliminary list of documents for 30(b)(6) deposition prep (.80); revise and serve Objections to Charter 30(b)(6) Notice of Deposition (.60); discuss with T. Ross regarding list of documents for 30(b)(6) prep (.60); draft email to client regarding 30(b)(6) deposition document prep (.30); draft email to client regarding outstanding items for discovery (1.30); discussion with S. Rochester on previous discovery	11.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
28 Aug 19	Thompson, Grace	(.30); follow up with opposing counsel regarding missing attachment to document (.30); revise First Set of Requests for Admission Responses (.60); correspond with client regarding Supplemental Interrogatory Responses (.60); discuss with T. Ross regarding discovery letter (.50); draft email regarding research for discovery letter from Charter (.30); review discovery letter (1.00); draft letter to Judge Drain responding to Charter teleconference request (3.00)	3.60
28 Aug 19	Rochester, Shaya J.	Revise case calendar and associated documents (.30); review letter from Charter regarding discovery dispute (.40); review Bankruptcy, Local and Chambers rules relevant to letter from Charter (.70); discussions with S. Rochester regarding Windstream's response letter (.50); discussions with K. Lockhart regarding Windstream's response letter and related research (.30); research legal framework for service and notice of depositions for Windstream's response to Charter letter (1.40)	2.60
28 Aug 19	Lewis, Anne	Reviewing Windstream objections to Charter discovery (.30); review additional correspondence and pleadings related to Charter discovery (.90); communications with K. Lockhart regarding previously served discovery (.30); review letter submitted by Charter regarding discovery dispute and request for telephonic conference (.30); discussions with T. Ross and G. Thompson regarding same (.50); attend to issues regarding local rules for responding to letter request for telephonic conference concerning discovery dispute (.30)	1.70
29 Aug 19	Siena, Marie	Research and summarize case law related to noticing or subpoenaing an employee witness for a deposition (1.70)	0.30
29 Aug 19	Holub, Matthew M.	File Letter Response on court's docket (.30)	2.90
29 Aug 19	Ross, Terence P.	Call with T. Ross regarding research related to initial disclosures (.30); analyze case law regarding initial disclosures, expert disclosures, and damages calculations (2.00); draft summary memorandum of case law related to initial disclosures, expert disclosures, and damages calculations (.60)	7.00
		Review draft letter to Judge Drain regarding discovery dispute (.50); read email from damages expert (.20); telephone conference with M. Holub regarding research on discovery dispute (.30); edit and revise draft letter to Judge Drain regarding discovery dispute (1.80); read multiple emails regarding outstanding discovery (.30); continue to revise draft letter to Judge Drain regarding discovery dispute (.70); review research from M. Holub regarding discovery dispute (.50); draft section of letter on discovery dispute	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding expert disclosure (1.30); finalize letter to Judge Drain regarding discovery dispute (.30); approve amended Initial Disclosures (.30); review and approve email to Chambers regarding discovery dispute (.30); read multiple emails regarding new factual developments (.50)	
29 Aug 19	Lockhart, Kristin	Discuss with T. Ross regarding discovery reply letter and amendments to initial disclosures (.60); revise Initial Disclosures (1.70); add documents for 30(b)(6) designee to review (.60); request transcript of call recording regarding a new factual issue (.60); revise Initial Disclosure and serve (.60); discuss with client regarding customer lists (.40); review letter to Judge Drain and revise (.60); discussion with G. Thompson regarding same (.30); review and revise letter to Charter and Chambers relating to discovery letter (1.80)	7.20
29 Aug 19	Thompson, Grace	Discussions with K. Lockhart regarding Windstream's response letter (.30); read Windstream response letter drafts (.20); coordinate filing of Windstream response letter (.60)	1.10
29 Aug 19	Rochester, Shaya J.	Review and provide comments on Supplemental Disclosure (.30); review and provide comments on letter to Chambers regarding discovery dispute (.40); finalize and file letter response to Charter letter requesting discovery conference (.40)	1.10
30 Aug 19	Ross, Terence P.	Read email from client regarding data (.30); read email from opposing counsel regarding discovery conference (.30); read and respond to email from Court regarding discovery conference (.30); read new subpoena issued by Charter to KCC and multiple emails regarding same (1.00); email from K. Lockhart regarding customer comparison chart (.30); consider how to respond to KCC subpoena and emails regarding same (1.00)	3.20
30 Aug 19	Lockhart, Kristin	Review KCC subpoena and exchange correspondence with T. Ross regarding same (.90)	0.90
30 Aug 19	Thompson, Grace	Research new case law regarding contempt sanctions (.30)	0.30
30 Aug 19	Rochester, Shaya J.	Attend to issues regarding telephonic discovery conference with Chambers (.30); review subpoena served on KCC and communications with team regarding same (.60)	0.90
TOTALS:			360.60

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

	Attorney or Assistant	Hours	Rate	Amount
42817	Brady, Rick	0.60	285.00	\$171.00
43405	Hill, Joanna M.	2.10	695.00	\$1,459.50
42747	Holub, Matthew M.	2.90	720.00	\$2,088.00
43426	Justus, Michael R.	25.60	800.00	\$20,480.00
32375	Konrath, Adriane	0.40	390.00	\$156.00
44862	Lewis, Anne	1.70	390.00	\$663.00
44572	Lockhart, Kristin	97.70	605.00	\$59,108.50
44596	Motsinger, Katherine	6.60	450.00	\$2,970.00
44306	O'Brien, Catherine E.	2.20	440.00	\$968.00
44845	Rochester, Shaya J.	13.90	965.00	\$13,413.50
44455	Ross, Terence P.	144.20	985.00	\$142,037.00
41782	Siena, Marie	0.30	200.00	\$60.00
44616	Thompson, Grace	22.40	450.00	\$10,080.00
43190	Vazquez, Christopher	35.10	515.00	\$18,076.50
43994	Velez, Melissa	4.90	515.00	\$2,523.50
	TOTAL:	360.60		\$274,254.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(330.30)
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(59.40)
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(1,087.30)
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/08/2019 by Rochester, Shaya, OrderID: 2012551539	20.00
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/09/2019 by Rochester, Shaya, OrderID: 2012716556	20.00
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/10/2019 by Rochester, Shaya, OrderID: 2012873239	20.00
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/11/2019 by Rochester, Shaya, OrderID: 2013023441	20.00
12 Aug 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5645298 DATE: 7/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 07/02/2019; Voucher# 360293	61.11
19 Aug 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JULY19-NYC; DATE: 8/19/2019 - Acct #KM3277: Pacer court cost incurred in July 2019, New York.	6.10
21 Aug 19	VENDOR: Thompson, Grace INVOICE#: 3563938208212158 DATE: 8/21/2019 Taxi / Uber Service Charges Uber Service Charges for after hours cab home. Date Incurred: 08/15/19	16.13
21 Aug 19	VENDOR: ATG LegalServe, Inc.; INVOICE#: 107378; DATE: 8/20/2019 - Invoice for Service- Process Service- Out of State. Invoice No. 107378, service on Rapp Worldwide Inc. and Charter employee.	584.38
22 Aug 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5663376 DATE: 8/16/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 08/06/2019; Voucher# 328497	71.69
29 Aug 19	VENDOR: City Expeditor Inc.; INVOICE#: 80059; DATE: 5/19/2019 From KM Rosenman LLP 575 Madison Avenue to US Bankruptcy Court 300 Quarropas Street White Plains NY on 5/13/19	256.00
29 Aug 19	VENDOR: City Expeditor Inc.; INVOICE#: 80059; DATE: 5/19/2019 From KM Rosenman LLP 575 Madison Avenue to Office of US Trustee Southern District of NY 201 Varrick Street NY on 5/13/19	17.00
30 Aug 19	VENDOR: Rochester, Shaya INVOICE#: 3588749708301619 DATE: 8/30/2019 Filing Fee for pro hac vice application Date Incurred: 08/15/19	200.00
31 Aug 19	Westlaw Legal Research: LEWIS,ANNE C on 08/28/2019	46.86
31 Aug 19	Westlaw Legal Research: VELEZ,MELISSA on 08/28/2019	85.99
31 Aug 19	Westlaw Legal Research: THOMPSON,GRACE on 08/28/2019	46.81
31 Aug 19	Westlaw Legal Research: THOMPSON,GRACE on 08/14/2019	140.43

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
31 Aug 19	Westlaw Legal Research: LOCKHART,KRISTIN on 08/08/2019	45.57
31 Aug 19	Westlaw Legal Research: LOCKHART,KRISTIN on 08/20/2019	45.57
31 Aug 19	Westlaw Legal Research: LOCKHART,KRISTIN on 08/29/2019	53.22
TOTAL:		\$279.86

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

After Hours Meals Expense	\$80.00
Courier	\$273.00
Service Fees	\$584.38
Legal Research	\$464.45
Court Costs	\$(1,270.90)
Local Transportation	\$148.93
TOTAL:	\$279.86

MATTER TOTAL: \$274,534.36

Katten

Direct Billing Inquiries to:
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carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

September 18, 2019

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

Invoice No. 1301571011
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through August 31, 2019..... \$945.00

CURRENT INVOICE TOTAL: \$945.00

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571011
Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
20 Aug 19	Thompson, Grace	Attend Omnibus Hearing via CourtCall and take notes for any relevant conflicts matters (1.50); draft email to S. Rochester regarding the same (.60)	2.10
TOTALS:			2.10

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44616	Thompson, Grace	2.10	450.00	\$945.00
TOTAL:		2.10		\$945.00

Katten

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575 Madison Avenue
New York, NY 10022-2585

September 18, 2019

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

Invoice No. 1301571012
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$132.38

CURRENT INVOICE TOTAL: \$132.38

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571012
 Invoice Date: September 18, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
19 Aug 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JULY19-NYC; DATE: 8/19/2019 - Acct #KM3277: Pacer court cost incurred in July 2019, New York.	3.10
21 Aug 19	VENDOR: Thompson, Grace INVOICE#: 3563938208212158 DATE: 8/21/2019 Taxi / Uber Service Charges Uber Service Charges for after hours cab home. Date Incurred: 08/13/19	16.13
21 Aug 19	VENDOR: Thompson, Grace INVOICE#: 3563938208212158 DATE: 8/21/2019 Taxi / Uber Service Charges Uber Service Charges for after hours cab home. Date Incurred: 08/14/19	16.13
21 Aug 19	PAYEE: Arkadin Inc.; REQUEST#: 825285; DATE: 8/20/2019. - To record Arkadin Teleconferencing Charges, Inv. No. INUS190700708 dated 07/31/2019; Conference call for Lindsay Lersner on 07/23/19. Conf No. 12362944	27.02
30 Aug 19	VENDOR: Rochester, Shaya INVOICE#: 3588749708301619 DATE: 8/30/2019 Telephonic appearance at court hearing Date Incurred: 07/26/19	70.00
TOTAL:		\$132.38

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Telephone Charges	\$27.02
Court Costs	\$73.10
Local Transportation	\$32.26
TOTAL:	\$132.38

Steven J. Reisman
 Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
 575 Madison Avenue
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 Facsimile: (212) 940-8776

*Conflicts Counsel to the Debtors and
 Debtors in Possession*

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

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

**SEVENTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP
 FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
 EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	September 1, 2019	September 30, 2019

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$421,530.40 (80% of \$526,913.00)
Total expenses requested in this statement:	\$13,367.64
Total fees and expenses requested in this statement:	\$434,898.04
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

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

² This statement consists of fees and expenses from September 1, 2019, through September 30, 2019.

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From September 1, 2019 Through September 30, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$526,913 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$421,530.40, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$526,913); (iii) allowance and payment of \$13,367.64 expenses for the actual, necessary expenses that Katten incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$526,913 in fees during

³ The period from September 1, 2019, through and including September 30, 2019, is referred to herein as the “Fee Period”).

the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$421,530.40 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$741.23.⁴ The blended hourly billing rate of all paraprofessionals is \$319.34.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$13,367.64.

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

Representations

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

⁴ The blended hourly rate of \$741.23 for attorneys is derived by dividing the total fees for attorneys of \$523,528 by the total hours of 706.30 for those same attorneys.

⁵ The blended hourly billing rate of \$319.34 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$3,385 by the total hours of 10.60 for these same paraprofessionals.

filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

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

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$526,913 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$421,530.40 which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$526,913); and (iii) allowance and payment of \$13,367.64 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: October 21, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
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Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

Summary of Fees and Expenses by Project Category
for the Time Period of September 1, 2019 – September 30, 2019

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

Summary of Fees and Expenses by Project Category
for the Time Period of September 1, 2019 – September 30, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	18.30	\$ 9,808.50	\$ 0.00	\$ 9,808.50
7	Adversary Proceedings, Contested Matters	7.20	6,584.00	0.00	6,584.00
8	Charter Litigation	691.40	510,520.50	13,295.64	523,816.14
32	Expenses			72.00	72.00
Totals		716.90	\$ 526,913.00	\$ 13,367.64	\$ 540,280.64

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of September 1, 2019 – September 30, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of September 1, 2019 – September 30, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	2.70	\$ 3,294.00
Terence P. Ross	Partner	1983	Intellectual Property	985	164.20	161,737.00
Shaya Rochester	Partner	2003	Restructuring	965	53.60	51,724.00
Ryan Larsen	Partner	2000	Litigation	870	35.70	31,059.00
Michael R. Justus	Partner	2008	Intellectual Property	800	113.80	91,040.00
Craig Convissar	Associate	2012	Litigation	790	0.20	158.00
Allison Arotzky	Associate	2012	Restructuring	730	9.50	6,935.00
Matthew Holub	Associate	2012	Intellectual Property	720	5.50	3,960.00
Kristin Lockhart	Associate	2016	Intellectual Property	605	172.90	104,604.50
Christopher Vazquez	Associate	2017	Litigation	515	5.20	2,678.00
Melissa Velez	Associate	2017	Litigation	515	31.30	16,119.50
Ashley Brines	Associate	2018	Litigation	450	3.40	1,530.00
Katherine Motsinger	Associate	2018	Litigation	450	8.90	4,005.00
Grace Thompson	Associate	2019	Restructuring	450	94.80	42,660.00
Catherine E. O'Brien	Associate	2018	Litigation	440	4.60	2,024.00
Totals for Attorneys					706.30	\$ 523,528.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Adriane Konrath	Litigation Support Specialist	22	Litigation Support	\$ 390	6.30	\$ 2,457.00
Rick Brady	Litigation Support Specialist	7	Litigation Support	285	0.80	228.00
Marie Siena	Paralegal	12	Restructuring	200	3.50	700.00
Totals for Paraprofessionals					10.60	\$ 3,385.00

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$ 526,913.00

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

Summary of Actual and Necessary Expenses
for the Time Period of September 1, 2019 – September 30, 2019

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

Summary of Actual and Necessary Expenses
for the Time Period of September 1, 2019 – September 30, 2019

Expenses by Categories	Amount ¹
Airfare	\$ 1,795.82
After Hours Meals Expenses	60.00
Business Meals	294.88
Copying, Printing, Binding	337.35
Court Costs, Court Reporter, Videographer ²	5,625.25
Legal Research	2,530.03
Local Transportation	425.24
Out of Town Travel	2,065.61
Telephone Conference Charges, Postage and Courier	33.46
Total	\$ 13,367.64

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

² Katten received a refund in the amount of \$146.10 as an adjustment for excess costs charged by Pacer in April 2019. By this Fee Statement, Katten has credited the Debtors with this refund.

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of September 1, 2019 – September 30, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Katten

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575 Madison Avenue
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October 17, 2019

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

Invoice No. 1301577640
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through September 30, 2019 \$9,808.50

CURRENT INVOICE TOTAL: \$9,808.50

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577640
Invoice Date: October 17, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
14 Aug 19	Reisman, Steven	Review and comment on Windstream fee application and review final version in connection with sign off (1.30)	1.30
03 Sep 19	Thompson, Grace	Follow up with team regarding time entries (.10); email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.40
05 Sep 19	Arotsky, Allison	Draft Rochester declaration in support of Katten retention (2.60)	2.60
06 Sep 19	Arotsky, Allison	Call with S. Rochester and G. Thompson regarding Rochester declaration (.20)	0.20
10 Sep 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); continue reviewing August pre-bills for privilege and confidential information (3.20)	3.50
11 Sep 19	Siena, Marie	Review and revise August prebills for privileged and confidential information (2.50)	2.50
11 Sep 19	Thompson, Grace	Prepare to file and file Rochester Declaration to Katten Retention Application (.50); draft cover letters to Chambers and UST on the same (.30); discussion with S. Rochester regarding the same (.20)	1.00
13 Sep 19	Rochester, Shaya J.	Review invoices for confidentiality and privilege (.60)	0.60
16 Sep 19	Thompson, Grace	Draft August Monthly Fee Statement (.60); discussions with M. Siena on the same (.20)	0.80
17 Sep 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30)	0.40
18 Sep 19	Thompson, Grace	Review revised pre-bills for proper assignment of matter category (.50)	0.50
19 Sep 19	Thompson, Grace	Review and revise August Monthly Fee Statement (1.30); discussions with M. Siena on the same (.20)	1.50
23 Sep 19	Siena, Marie	File monthly fee statement on the court's docket (.20)	0.20
23 Sep 19	Thompson, Grace	Revise August Monthly Fee Statement per S. Rochester comments (.60); prepare to file and coordinate filing of August MFS (.50); draft email to KCC for service (.10); prepare email to client regarding filed Monthly Fee Statement (.30); prepare email to I. Cheban regarding filed Monthly Fee Statement (.20) draft cover letters to Chambers and UST (.40)	2.10
23 Sep 19	Rochester, Shaya J.	Review and provide final comments on August Monthly Fee Statement before filing (.30)	0.30
24 Sep 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30)	0.40
TOTALS:			18.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577640
Invoice Date: October 17, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	2.80	730.00	\$2,044.00
44842	Reisman, Steven	1.30	1,220.00	\$1,586.00
44845	Rochester, Shaya J.	0.90	965.00	\$868.50
41782	Siena, Marie	2.70	200.00	\$540.00
44616	Thompson, Grace	10.60	450.00	\$4,770.00
	TOTAL:	18.30		\$9,808.50

Katten

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New York, NY 10022-2585

October 17, 2019

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

Invoice No. 1301576533
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through September 30, 2019 \$6,584.00

CURRENT INVOICE TOTAL: \$6,584.00

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301576533
 Invoice Date: October 17, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
09 Sep 19	Rochester, Shaya J.	Attend to issues regarding recent developments concerning Frontier (.20)	0.20
18 Sep 19	Thompson, Grace	Watch Reorg Research webinar on Frontier Communications' current financial situation (.80); draft email to S. Rochester on the same (.60)	1.40
20 Sep 19	Reisman, Steven	Attend to matters re: Frontier, potential agreement with Frontier and review presentation re: issues on Frontier and ways to protect Windstream from exposure (.80)	0.80
20 Sep 19	Rochester, Shaya J.	Prepare summary of Frontier presentation (.80)	0.80
23 Sep 19	Rochester, Shaya J.	Review Frontier's markup of the settlement agreement (1.00); prepare markup of the settlement agreement (1.50); prepare summary email for client regarding same (.60)	3.10
25 Sep 19	Reisman, Steven	Attend to matters regardubg Frontier settlement agreement, status (.50); confer with S. Rochester regarding same (.10)	0.60
25 Sep 19	Rochester, Shaya J.	Reply to client inquiry regarding Frontier settlement agreement (.20); confer with S. Reisman regarding same (.10)	0.30
TOTALS:			7.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	1.40	1,220.00	\$1,708.00
44845	Rochester, Shaya J.	4.40	965.00	\$4,246.00
44616	Thompson, Grace	1.40	450.00	\$630.00
TOTAL:		7.20		\$6,584.00

Katten

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575 Madison Avenue
New York, NY 10022-2585

October 18, 2019

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

Invoice No. 1301577641
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through September 30, 2019	\$510,520.50
Disbursements and other charges.....	\$13,295.64

CURRENT INVOICE TOTAL: \$523,816.14

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Sep 19	Justus, Michael R.	Confer with T. Ross regarding correspondence with opposing counsel regarding discovery disputes (.30)	0.30
03 Sep 19	Justus, Michael R.	Analyze Charter's amended Initial Disclosures (.40); prepare for depositions (.40); review correspondence with Court (.30)	1.10
03 Sep 19	Ross, Terence P.	Read email from Judge Drain (.20); consider subpoena issues (.30); internal email exchanges regarding same (.50); conference with K. Lockhart regarding discovery dispute (.30); draft email to K. Smith regarding subpoenas (.30); review outstanding discovery issues (1.00); read email from K. Lockhart regarding document request from opposing counsel and consider same (.70); email exchange with K. Smith regarding Rule 45 subpoena (.30); consider deposition strategy (1.00); email to S. Rochester regarding response to Judge Drain's question (.30); review subpoena and documents sought by Charter from KCC to answer K. Smith's questions (1.00); read email from opposing counsel regarding discovery conference (.20); telephone conference with S. Rochester regarding response to opposing counsel (.30); multiple emails regarding KCC subpoena (.50)	6.90
03 Sep 19	Lockhart, Kristin	Draft email to client reporting letter to Chamber and parties initial disclosures (.30); review correspondence from opposing counsel regarding supplemental discovery (.30); draft email to client regarding KCC subpoena (.30); serve objections of responses to RFAs (.30); review correspondence from S. Rochester regarding research for discovery motion and motion to quash (.60); draft email to S. Rochester regarding same (.30)	2.10
03 Sep 19	Thompson, Grace	Review Local and Chambers Rules regarding discovery related motions and disputes (.80); call with S. Rochester regarding KCC retention order (.20); review KCC Retention Order for terms relevant to Katten's engagement with KCC (.60); revise case calendar and associated documents (.50)	2.10
03 Sep 19	Rochester, Shaya J.	Communications with T. Ross and client regarding Judge Drain response to potential teleconference (.60); attend to issues regarding telephonic dispute conference (.20); review issues regarding Charter subpoena of KCC (.90); communications with team regarding same (.30)	2.00
04 Sep 19	Holub, Matthew M.	Attend teleconference regarding defending deposition of Jerry Wayne Parrish (.10)	0.10
04 Sep 19	Vazquez, Christopher	Revise Charter 30(b)(6) deposition notice (.40)	0.40
04 Sep 19	Justus, Michael R.	Prepare for depositions (.90); confer with T. Ross and K. Lockhart regarding deposition strategy (1.10); confer with T. Ross, S. Rochester, and client regarding	3.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		subpoena (.50); confer with T. Ross, S. Rochester, and third party regarding subpoena (.50); review additional subpoenas and deposition noticed served by Charter (.70)	
04 Sep 19	Ross, Terence P.	Revise and edit objections to new discovery (1.50); email exchange with opposing counsel regarding deposition (.30); conference with M. Justus and S. Rochester (by phone) regarding depositions (.50); telephone conference with KCC regarding subpoena from Charter (.50); read email from KCC general counsel (.30); email exchange with S. Rochester regarding Discovery Conference (.20); review new Charter subpoenas (.50); confer with M. Justus and S. Rochester re subpoenas (.50); conference with M. Justus and K. Lockhart regarding depositions (1.10); read email from K. Smith regarding depositions (.20); consider motion to quash new subpoenas (.80); read Charter Amended Rule 30(b)(6) Notice (.30)	6.70
04 Sep 19	Lockhart, Kristin	Discuss with S. Rochester regarding mailers (.60); attend meeting with M. Justus and T. Ross regarding depositions (1.10); review correspondence from client regarding lists (.50); discuss with KCC regarding depositions (.40); review email from T. Ross relating to depositions (.30); review documents from client relating to various client list in preparation for meeting (.30); prepare for and discuss with client regarding customer lists and discovery (1.90); draft email to T. Ross, M. Justus and S. Rochester regarding customer lists (1.00)	6.40
04 Sep 19	Thompson, Grace	Review new Charter subpoenas and corresponding documents (.50); research federal rules regarding motions to quash subpoenas (1.00); draft email to S. Rochester on the same (.20); call with S. Rochester regarding motion to quash subpoena rules (.20); review Katten Retention Application and Order regarding third party defense provisions (.50); draft email to S. Rochester on the same (.20); calls with S. Rochester regarding KCC retention (.30); revise case calendar and associated documents (.60)	3.50
04 Sep 19	Rochester, Shaya J.	Attend to issues regarding new deposition notices, teleconference with Chambers, and potential responses to new depositions notices (.90); discussions with M. Justus and T. Ross regarding depositions and subpoenas (1.00); attend to issues regarding KCC retention (.70); attend to issues regarding responding to KCC subpoena (2.20); call with G. Thompson regarding subpoena rules (.20); calls with G. Thompson regarding KCC (.30)	5.30
05 Sep 19	Larsen, Ryan	Review and analyze subpoenas and materials for depositions of KCC, M. Glover, S. Bandy (1.00);	2.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review and analyze potential motions to quash (.40); phone conference regarding strategy for KCC subpoena (.70); research procedures for motion to quash in CA Central District (.60)	
05 Sep 19	Holub, Matthew M.	Draft correspondence to K. Lockhart regarding materials for Parrish deposition (.20)	0.20
05 Sep 19	Vazquez, Christopher	Revise and circulate second amended 30(b)(6) deposition notice to Charter (1.10)	1.10
05 Sep 19	Justus, Michael R.	Confer with team regarding strategy for KCC subpoena (.70); analyze grounds for objections and motion to quash KCC subpoena (1.30); analyze Charter's amended 30(b)(6) notice (.40); prepare additional topics for Windstream's amended 30(b)(6) notice (.80); review and revise amended 30(b)(6) notice prior to service (.60)	3.80
05 Sep 19	Velez, Melissa	Call with K. Lockhart regarding strategy for discovery responses (.30); identify supporting documents for Sites and Walker depositions (1.10); discussion with K. Lockhart regarding same (1.20); review and analyze Charter's requests for admission, set two and interrogatories, set four (1.00)	3.60
05 Sep 19	Ross, Terence P.	Email exchange with damages expert (.30); review Charter amended discovery and complaints about current production (1.30); telephone conference with K. Smith and S. Rochester to discuss motions to quash and other discovery issues (.50); follow-up on discovery issues (.60); address questions regarding motion to quash (.50); prepare for Sites and Walker depositions (1.50); read email from K. Smith regarding Rule 30(b)(6) witness and consider issues raised therein (.50); consider amending Rule 30(b)(6) Notice (.60); conference and telephone conference with S. Rochester, K. Lockhart, M. Justus and R. Larsen regarding KCC and motion to quash (.70); email exchange with opposing counsel regarding discovery issues (.30); conference with K. Lockhart regarding First Interrogatories (.30); strategize response to First Interrogatories (.30)	7.40
05 Sep 19	Lockhart, Kristin	Analyze new amended 30(b)(6) Notice and draft email to T. Ross regarding same (.60); review documents and draft email to M. Holub with same for preparation for deposition of Parrish (1.30); review and revise Windstream document collection (.60); draft email to R. Larsen regarding materials for deposition prep (1.00); draft email to client regarding deposition for 30(b)(6) and preparation for same (.60); instruct C. Vazquez to revise 30(b)(6) Notice (.30); discuss with M. Velez regarding discovery responses (.30); draft email to M. Velez regarding discovery responses (.60); discuss with team regarding motion to quash (.70);	13.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review rules on responding to subpoena and review correspondence relating to same (1.00); review case law regarding initial disclosures of documents (1.00); draft recommendation to T. Ross regarding initial disclosures (.30); draft email to R. Larsen regarding deposition of M. Glover (.30); review and serve Amended 30(b)(6) Notice to Charter (.40); draft email to client regarding call with KCC (.60); discuss with M. Velez regarding documents for Walker and Sites depositions and review same (1.2); review and prepare proposes responses to Charter new set of RFPs (2.50)	
05 Sep 19	Brines, Ashley	Research regarding motion to quash a third party deposition and related issues (3.40)	3.40
05 Sep 19	Thompson, Grace	Discussions with S. Rochester regarding KCC engagement (.30); review precedent for concurrent representation engagement letter and declaration (.30); draft engagement letter for KCC engagement (1.60); review draft supplemental declaration (.10); draft email to S. Rochester regarding drafts for KCC (.20); research precedent for letters requesting telephonic conferences (.30)	2.80
05 Sep 19	Rochester, Shaya J.	Attend to issues regarding KCC subpoena and follow-up call with T. Ross (.50); call with K. Smith regarding responses to Charter discovery and KCC discovery (.40); strategize KCC subpoena response (2.30); internal communications regarding same (1.10); research procedures for motion to quash (.80); call with team to discuss KCC subpoena (.70); prepare first draft of letter to Judge Drain regarding KCC subpoena (1.70); office conference with G. Thompson regarding KCC retention issues (.30)	7.80
05 Sep 19	Arotsky, Allison	Research proper venue for filing a motion to quash in a bankruptcy case (1.70); draft email to S. Rochester regarding same (.50); further research regarding proper venue for filing a motion to quash (2.00)	4.20
06 Sep 19	Larsen, Ryan	Prepare for and conduct conference call with attorneys and KCC regarding response to KCC subpoena and document requests (.80); draft and send memo regarding procedures on motion to quash depo regarding same (.30); prepare for defending depositions (.40)	1.50
06 Sep 19	Holub, Matthew M.	Review Windstream complaint and accompanying exhibits in preparation for Parrish deposition (.60); review Parrish subpoena (.40); review Parrish files sent from K. Lockhart (.60); draft correspondence to Windstream regarding Parrish deposition (.20); correspond with T. Ross regarding appearance (.20); teleconference with P. Anderson regarding Parrish availability (.10)	2.10
06 Sep 19	Justus, Michael R.	Analyze strategy for objections and letter requesting to	4.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
06 Sep 19	Velez, Melissa	quash KCC subpoena (1.70); confer with T. Ross and S. Rochester regarding same (.30); confer with KCC regarding same (.30); prepare letter to Court regarding KCC subpoena (2.40)	1.90
06 Sep 19	Ross, Terence P.	Review and analyze Charter's requests for admission, set two and interrogatories, set four (.90); call with K. Lockhart to discuss discovery response strategy for requests for admission, set two and interrogatories, set four (1.00)	7.40
06 Sep 19	Lockhart, Kristin	Prepare for third party depositions (2.00); draft emails regarding discovery letter to Judge Drain (.20); call with M. Justus and S. Rochester on the same (.30); telephone conference with J. Kingston to conduct "meet and confer" on discovery issues (.50); draft email outlining discovery issues to send to client (.50); read email from P. Anderson regarding customer lists (.20); read research from R. Larsen regarding motion to quash (.50); read email from K. Smith regarding subpoenas and respond (.40); email exchange with J. Jarosz and consider documents he needs (.50); multiple email exchanges regarding witness preparation (.50); email from M. Holub regarding Parrish deposition (.20); read email and documents sent by D. Foster of KCC (.50); read emails regarding notice to UCC (.30); email exchange with opposing counsel regarding moving Parrish deposition (.30); strategize KCC documents production (.50)	10.40
06 Sep 19	Thompson, Grace	Draft email to team regarding call with Charter regarding KCC subpoena (.30); review and draft objections to document requests for KCC (3.30); draft email to client regarding availability for deposition of two Windstream employees (.30); prepare for call with KCC (.30); attend teleconference with KCC (1.00); draft section of KCC letter to Chambers (.40); draft email to KCC regarding updates to deposition schedule (.30); review production to determine produced invoices from KCC to Charter (.90); review proposed responses to RFAs and interrogatories (.80); discuss with M. Velez regarding proposed discovery responses (1.00); prepare documents for deposition of Walker and Sites (.30); draft email to M. Holub regarding Parrish deposition (.30); revise initial disclosures and serve on counsel (.60); correspond with opposing counsel regarding initial disclosures (.60)	4.10
06 Sep 19	Thompson, Grace	Call with S. Rochester regarding KCC engagement letter draft (.30); revise KCC engagement letter and terms per comments from S. Rochester (.90); calls with S. Rochester regarding KCC retention procedures and action items (.40); revise supplemental declaration per comments from S. Rochester (.50); revise letter to	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Judge Drain requesting telephonic conference (.40); draft email to Windstream regarding KCC representation (.40); review correspondence from team regarding KCC representation (.20); review Charter document production for topics relevant to discovery objections (.50); revise case calendar and associated documents (.50)	
06 Sep 19	Rochester, Shaya J.	Review KCC retention papers (.20); attend to issues regarding KCC retention (.40); call with T. Ross and M. Justus regarding meet and confer (.30); call with G. Thompson regarding KCC retention (.40); prepare for call with KCC (.40); call with KCC to discuss subpoena (.70); review and provide comments on KCC engagement letter and supplemental declaration (.70); review and revise Declaration regarding KCC retention (.30); call with G. Thompson regarding KCC engagement letter (.30)	3.70
06 Sep 19	Arotsky, Allison	Continue researching whether party responding to subpoena can elect to file motion to quash in issuing court (2.00); provide update to S. Rochester regarding same (.50)	2.50
07 Sep 19	Thompson, Grace	Draft pro hac vice applications for M. Holub and R. Larsen (.50)	0.50
08 Sep 19	Justus, Michael R.	Review documents sent by KCC in response to subpoena (.60); revise letter to Court regarding subpoena (.80); confer with S. Rochester regarding same (.20)	1.60
08 Sep 19	Rochester, Shaya J.	Review and comment on letter to Judge Drain regarding KCC subpoena (.50); discussion with M. Justus regarding same (.20)	0.70
09 Sep 19	Siena, Marie	E-file letter on the court's docket system (.40)	0.40
09 Sep 19	Siena, Marie	E-file pro hac vice applications on the court's docket system (.40)	0.40
09 Sep 19	Holub, Matthew M.	Teleconference with W. Parrish regarding deposition (.30); review preliminary injunction materials (.30)	0.60
09 Sep 19	Justus, Michael R.	Revise letter motion to Court regarding KCC subpoena (1.30); revise objections to KCC subpoena document requests (.90); review pleadings in preparation for RAPP deposition (1.20); review Charter documents in preparation for deposition (1.60); draft questions and prepare for deposition (2.60)	7.60
09 Sep 19	Velez, Melissa	Draft objections and responses to requests for admission, set two and interrogatories, set four (2.80); research potential objections to same (1.80)	4.60
09 Sep 19	Ross, Terence P.	Prepare for Walker and Sites deposition (1.50); review email regarding meet and confer from J. Kingston (.50); conference with K. Lockhart regarding depositions (.30); edits and revise letter to Judge Drain regarding KCC subpoena (1.30); review and revise same (.50); read multiple emails regarding draft letter	7.90

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Date	Attorney or Assistant	Description	Hours
09 Sep 19	Lockhart, Kristin	to Judge Drain seeking to quash KCC subpoena (.70); consider damages theory (.50); conference with K. Lockhart regarding discovery issues (.60); telephone conference with P. Strickland and K. Lockhart to prepare him for deposition (1.30); review documents to use in Sites deposition (.50); conference with M. Justus regarding additional edits to letter seeking to quash subpoenas (.30)	8.60
09 Sep 19	Thompson, Grace	Review KCC objection and responses, and revise (1.00); update work flow list to change date of Parrish deposition (.30); review materials for deposition of Andrew Sites (.30); update remainder of deposition list and coordinate with docketing so that changes to same are made (.60); draft email to M. Justus regarding documents for RAPP deposition (.30); review documents and collect relevant ones for preparation of damages expert (1.50); review edits to objection to KCC document requests (.30); review email from M. Velez regarding discovery and document production (.60); attend teleconference with P. Strickland and T. Ross regarding deposition (1.30); review correspondence from T. Ross, M. Justus, and S. Rochester regarding letter to Chambers on behalf of KCC (.60); revise KCC subpoena objections to document requests (.30); discuss with T. Ross regarding KCC objections (.60); discuss with S. Rochester regarding depositions (.60)	2.80
09 Sep 19	Rochester, Shaya J.	Review KCC letter requesting discovery dispute teleconference to ensure compliance with Local and Chambers Rules (.30); review Local and Bankruptcy Rules and Retention Order regarding Windstream-KCC payments (.40); prepare to file and coordinate filing of KCC response letter (.70); discussions with S. Rochester regarding depositions (.50); draft cover letter to UST (.20); revise case calendar and associated documents (.30); prepare to file pro hac vice applications for R. Larsen and M. Holub (.40)	5.80
10 Sep 19	Larsen, Ryan	Continue planning and coordinating KCC retention (1.80); review and revise letter to Judge Drain regarding KCC subpoena (.50); review and approve pro hac filings (.20); review and provide comments on objections to KCC document requests (.70); call with G. Thompson regarding upcoming depositions (.50); finalize and file letter to Judge Drain regarding KCC subpoena and submit letter to Chambers for teleconference (1.50); call with K. Lockhart regarding upcoming depositions and planning (.60)	0.80
		Emails with attorneys and S. Bandy regarding deposition prep (.40); review and analyze Charter opposition to Windstream letter brief regarding KCC	

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Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Sep 19	Holub, Matthew M.	deposition (.40) Review schedule of upcoming deadlines (.10); review emails from W. Parrish regarding background materials (.20)	0.30
10 Sep 19	Brady, Rick	Export multi page TIFs from Concordance database; convert TIFs to PDF (.40); copy data to Chicago server (.40)	0.80
10 Sep 19	Justus, Michael R.	Confer with K. Lockhart regarding KCC documents (.60); review Charter documents relevant to RAPP deposition (2.10); emails with G. Thompson regarding the same (.50); review additional case materials for RAPP deposition (1.50); continue preparing for RAPP deposition (2.80); continue reviewing documents to use as exhibits in RAPP and Charter depositions (2.40); call with S. Rochester regarding KCC document production (.40)	10.30
10 Sep 19	Velez, Melissa	Review and identify supporting documents for RAPP deposition (3.10)	3.10
10 Sep 19	Ross, Terence P.	Travel to Columbus, OH for deposition of A. Sites (billed at half time) (1.30); prepare for deposition of A. Sites, including review of new documents produced by A. Sites (2.90) emails to K. Lockhart regarding questions for deposition (.60); take deposition of A. Sites (2.00); travel to Cleveland, OH for deposition of E. Walker (billed at half time) (1.00); read multiple emails regarding KCC time records (1.00); multiple telephone conferences with S. Rochester and K. Lockhart regarding KCC documents (.50); calls with S. Rochester and K. Lockhart regarding KCC time records and associated issues (1.00); prepare for deposition of E. Walker (1.50)	11.70
10 Sep 19	Lockhart, Kristin	Update workflow and deposition list with new developments (1.00); investigate questions from T. Ross for deposition and provide feedback regarding same (.60); reply to R. Larsen regarding deposition of S. Bandy (.30); reply to M. Holub regarding documents from Parrish (.30); prepare instructions for bate stamping and file naming of KCC document production (.90); draft email regarding redaction of KCC invoices (.30); review produced documents from KCC and discuss same with M. Justus (.60); review proposed responses to RFAs (.60); call with S. Rochester regarding the same (.40); review correspondence from client regarding RFAs (.60); review interrogatory responses (.90); review deposition of R. Hausman (.30); discuss with client and review client files to confirm involvement in facts of case (1.00); exchange correspondence with KCC regarding invoices and document production (1.00); revise and serve objection to KCC document requests (.90);	10.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Sep 19	Motsinger, Katherine	review letter from Charter to KCC (.30); discussions with T. Ross and S. Rochester regarding same (1.00) Discussions with G. Thompson regarding review of Charter documents for RAPP deposition (.40); perform concordance review of Charter documents relevant to RAPP deposition (1.30)	1.70
10 Sep 19	Thompson, Grace	Discussions with M. Siena regarding RAPP deposition preparation (.20); review Charter documents in preparation for RAPP deposition (3.20); emails with M. Justus regarding the same (.50); discussions with K. Motsinger regarding review of Charter documents for deposition (.40); continue reviewing Charter documents relevant to RAPP deposition (.90); review previous Charter pleadings for content relevant to RAPP deposition (.60); discussions with S. Rochester regarding KCC's time records (.60); draft email to team on the same (.20); review KCC Retention Order for provisions regarding production of invoices (.30); revise case calendar and associated task list (.60)	7.50
10 Sep 19	Rochester, Shaya J.	Attend to issues regarding KCC subpoena (.20); attend to issues regarding KCC retention (.30); call with K. Lockhart regarding document production (.40); attend to issues regarding KCC document production (.30) call with M. Justus regarding same (.40); call with K. Lockhart regarding RFAs and scheduling telephonic conference (.40); review Charter response to KCC letter regarding discovery dispute (.50); calls with T. Ross and K. Lockhart regarding follow-up response and attend to follow-up issues regarding Charter sealing motion (1.00); attend to issues regarding KCC time records (.70); calls with G. Thompson regarding same (.60); finalizing emails to clients and Chambers (.30)	5.10
11 Sep 19	Larsen, Ryan	Review and analyze Windstream reply in support of motion for preliminary injunction, S. Bandy declaration and exhibits, S. Bandy emails, protective order to prepare for S. Bandy deposition (1.50); emails and phone calls with S. Bandy regarding same (.20)	1.70
11 Sep 19	Holub, Matthew M.	Review correspondence regarding E. Walker deposition (.10)	0.10
11 Sep 19	Justus, Michael R.	Prepare outline for RAPP deposition (3.40); call with T. Ross regarding same (.30); review documents for exhibits at RAPP deposition (3.30); confer with K. Lockhart and S. Rochester regarding strategy for KCC subpoena and documents (.50)	7.50
11 Sep 19	Ross, Terence P.	Prepare for deposition of E. Walker, including reading new documents produced in response to subpoena duces tecum (1.50); take deposition of E. Walker (3.00); travel from Cleveland, OH to Washington, DC (1.00); telephone conference with S. Rochester	11.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding email to Judge Drain (.50); read multiple emails regarding quashing KCC subpoena (.70); exchange multiple emails regarding quashing new deposition noticed by Charter, including reading Notice (1.00); telephone conference with M. Justus regarding RAPP deposition (.30); review rough transcript of E. Walker deposition (1.50); travel from Cleveland, OH to Washington, DC (billed at half time) (1.50)	
11 Sep 19	Lockhart, Kristin	Exchange correspondence with client regarding deposition of 30(b)(6) witness (.80); exchange correspondence with KCC regarding confidentiality of invoices (.60); review correspondence from KCC regarding date of first notice of commencement letter to Windstream clients (.60); draft responses to RFPs (.60); draft responses and objections to third set of RFPs (2.90); continue draft responses and objections to third set of RFPs (3.00)	8.50
11 Sep 19	Thompson, Grace	Review pro hac vice rules regarding depositions (.20); draft pro hac vice application for K. Lockhart (.20); review Affidavit of Service for Notice of Commencement and Notice of Chapter 11 and circulate (.60); discussions with S. Rochester regarding case timeline (.20); review Langston deposition sections regarding Notice of Chapter 11 (1.10); draft summary timeline of Windstream-Charter dispute (.90)	3.20
11 Sep 19	Rochester, Shaya J.	Attend to issues regarding subpoena served on KCC, response thereto and communications with Chambers, client and team regarding same (.80); attend to issues regarding subpoena served on KCC, response thereto and communications with Chambers, client and team regarding same (1.00); attend to issues regarding subpoena served on KCC, response thereto and communications with Chambers, client and team regarding same (2.00); attend to issues regarding filing of Rochester Declaration and submitting papers to Chambers (.30); conference with G. Thompson regarding timeline (.20); attend to issues regarding RAPP depo (.30); attend to issues regarding Chambers (.30); discussions with T. Ross regarding email to Judge Drain (.50)	5.40
12 Sep 19	Larsen, Ryan	Prepare for and conduct conference call with S. Bandy regarding deposition preparation (.70)	0.70
12 Sep 19	Holub, Matthew M.	Review emails from W. Parrish in preparation for deposition (.30); attend teleconference with T. Ross regarding W. Parrish deposition (.20); develop preparation materials for W. Parrish (.30); review E. Walker deposition transcript (.90)	1.70
12 Sep 19	Justus, Michael R.	Prepare for RAPP deposition (3.20); conduct RAPP deposition (4.80); correspondence with RAPP	9.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Sep 19	Ross, Terence P.	regarding follow-up from RAPP deposition (.40); review Sites deposition transcript (1.10) Prepare trip expense report (1.00); telephone conference with M. Holub regarding Parrish deposition (.30); read emails from K. Lockhart regarding KCC documents (.20); prepare for discovery conference (1.50); conference with K. Lockhart regarding KCC documents (.20); review M. Holub preparation materials for W. Parrish (.30); discussion with M. Holub on the same (.20); multiple emails regarding changing discovery conference (.30); work on damages and contention issues (1.80); edit objections to admissions (.50); prepare for P. Strickland deposition session (1.00); review new objection to admissions (.50)	7.60
12 Sep 19	Lockhart, Kristin	Provide copy of RAPP subpoena to G. Thompson and discuss same (.30); draft response to R. Larsen regarding additional items for Bandy deposition (.30). revise responses to RFPs and draft email to clients regarding same (1.60); discuss with S. Rochester regarding KCC invoices and Court Order relating to same (.30); review correspondence from client regarding document production (.60); revise responses to Requests for Admission (1.60); revise responses to Interrogatories (2.30); review documents and information in support of response to Charter Interrogatories (1.30); correspond with client regarding meeting for deposition prep (.40); prepare documents for document production (1.00); draft email to KCC regarding depositions (1.00); discussion with T. Ross regarding KCC documents (.20)	10.70
12 Sep 19	Thompson, Grace	Prepare materials for RAPP deposition (1.50); attend and take notes at Windstream deposition of RAPP (4.80); discuss RAPP subpoena with K. Lockhart (.30); prepare and organize materials related to KCC discovery dispute in preparation for telephonic conference (1.10); continue drafting summary timeline of Windstream-Charter dispute (1.00)	8.70
12 Sep 19	Rochester, Shaya J.	Call with K. Lockhart regarding production (.30); attend to issues regarding Hausman deposition (.20); attend to issues regarding teleconference hearing on KCC subpoena (1.10); prepare for telephonic conference dispute on KCC subpoena (.70)	2.30
13 Sep 19	Larsen, Ryan	Review and analyze Charter letter brief regarding document request dispute on Charter deposition (.40); emails regarding hearing on Windstream motion to quash Charter deposition (.20)	0.60
13 Sep 19	Holub, Matthew M.	Draft correspondence with T. Ross regarding cancellation of Parrish deposition (.10); draft correspondence with W. Parrish regarding deposition	0.40

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.20); correspond with team regarding client updates (.10)	
13 Sep 19	Justus, Michael R.	Discuss strategy for KCC subpoena hearing with T. Ross, S. Rochester, and K. Lockhart (1.50); prepare for Charter 30(b)(6) deposition (2.5); discuss RAPP and Sites depositions with T. Ross (.30); review RAPP deposition transcript (1.30); attend teleconference hearing with Court (.30); correspondence with KCC regarding quashed subpoena (.20); confer with T. Ross and K. Lockhart regarding discovery strategy (.50)	6.10
13 Sep 19	Ross, Terence P.	Prepare materials for P. Strickland prep session (1.00); email from opposing counsel canceling W. Parrish deposition (.30); conference with M. Justus, S. Rochester and K. Lockhart regarding discovery issues (1.50); prepare for Discovery Conference with Court (.80); telephonic conference with P. Strickland and K. Lockhart to prepare for deposition (1.00); prepare for and argue at Discovery Conference with Court regarding KCC subpoena (.70); additional discussions with S. Rochester, M. Justus and K. Lockhart regarding discovery following quashed subpoena (.50); discuss sites and RAPP depositions with M. Justus (.20); telephone conference with opposing counsel regarding Hausman deposition (.30); consider whether to move to quash Hausman deposition (.80); read and respond to email from opposing counsel regarding withdrawal of discovery (.30)	7.40
13 Sep 19	Lockhart, Kristin	Prepare documents to send to P. Strickland (.80); draft email to client regarding call with Charter on 3/20 (.30); attend meeting/call with team regarding KCC hearing and discovery (1.50); draft email to KCC regarding information related to hearing (.60); review and revise case timeline (.30); discussions with KCC regarding information for hearing (.60); attend teleconference with P. Strickland (1.00); prepare for teleconference with Chambers regarding discovery letter about KCC subpoena (1.00); attend Chambers teleconference (.30); exchange correspondence with client regarding redaction of selected Windstream document (.60); discussions with T. Ross, S. Rochester, and M. Justus regarding depositions (.50); discussions with client regarding deposition of P. Strickland (.30); review correspondence from S. Rochester regarding previously produced client lists (.30)	8.20
13 Sep 19	Thompson, Grace	Revise Windstream-Charter case timeline and case calendar in preparation for teleconference (.50); attend Katten team call regarding telephonic discovery dispute conference and upcoming depositions (1.50); revise Windstream-Charter case timeline, incorporating	3.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		team comments (.40); review and circulate new Charter letter requesting teleconference (.40); attend discovery dispute teleconference with Judge Drain and Charter counsel (.30); draft summary email to client on the same (.50)	
13 Sep 19	Rochester, Shaya J.	Prepare for telephonic conference with Judge regarding discovery dispute over KCC subpoena (.20); call with team regarding KCC subpoena, Hausman deposition notice and other work-streams (1.50); review Lockhart emails regarding KCC (.20); review new Charter letter request for telephonic conference to resolve discovery dispute (.70); attend telephonic conference with Judge Drain regarding motion to quash subpoena served on KCC (.50); post-conference discussion with team regarding future discovery (.40); prepare update for client (.20)	3.70
15 Sep 19	Justus, Michael R.	Review documents for use as exhibits at Charter 30(b)(6) deposition (2.20); prepare for Charter 30(b)(6) deposition (2.50)	4.70
16 Sep 19	Konrath, Adriane	Loading data and images relating to volume VOL004 to the Charter 6 database on the network (.40)	0.40
16 Sep 19	Justus, Michael R.	Review letter motion filed by Charter regarding customer lists (.40); prepare for Charter 30(b)(6) deposition (4.00); review documents for use as exhibits at Charter 30(b)(6) deposition (3.80); confer with K. Lockhart regarding supplemental interrogatory responses (.40); review and revise supplemental interrogatory responses (.40)	9.00
16 Sep 19	Velez, Melissa	Review fifth set of interrogatories to Windstream and third set of requests for admission to Windstream (.50); draft discovery responses regarding same (.30); review Charter's sixth document production (.70)	1.50
16 Sep 19	O'Brien, Catherine E.	Review and categorize Charter documents for upcoming depositions (2.10)	2.10
16 Sep 19	Ross, Terence P.	Follow up on deposition preparation for Windstream witness (.50); email exchange with K. Smith regarding depositions (.30); email exchange with J. Kingston regarding 9/13 discovery letter (.30); draft response to Charter 9/13 discovery letter (2.20); edit and revise draft response to Charter 9/13 discovery letter (1.00); strategize damages related issues (2.00); circulate draft response to Charter 9/13 discovery letter for comment (.20); edit draft response to Charter 9/13 discovery letter to incorporate reviewer comments (.50); arrange filing and service of response to Charter 9/13 discovery letter (.50); confirm cancellation of Hausman deposition and circulate emails on the same (.70)	8.20
16 Sep 19	Lockhart, Kristin	Review Charter responses to RFPs and draft email to set up document review of latest production (1.00); coordinate to transcribe two additional telephone calls	9.10

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.30); draft email to Charter regarding list of ported customers (.60); draft email to M. Velez regarding instructions for final set of discovery responses (.60); review initial disclosures and witness therein (.30); review supplemental Interrogatories (.60); discussion with M. Justus on the same (.40); review correspondence relating to document review (.60); coordinate times for expert call and prep for deposition of Strickland (.90); draft supplemental response to Third Set of Interrogatories (1.00); draft email regarding discovery deficiencies to Charter's counsel (.60); review letter to Chambers regarding newest discovery dispute (.30); draft email to client relating to supplemental Interrogatory response (.30); draft email to opposing counsel regarding discovery deficiencies and deposition of P. Strickland (1.00); review hearing transcript and document regarding Mr. Dardis testimony (.30); review correspondence from G. Thompson regarding document production and respond to same (.30)	
16 Sep 19	Motsinger, Katherine	Review documents produced for internal discussion regarding disconnection of Windstream customers (1.00)	1.00
16 Sep 19	Thompson, Grace	Review and pull key documents from Charter first production for K. Lockhart (1.00); set up and coordinate document review of Charter's latest document production (.60); coordinate filing of Windstream's letter responding to Charter's request for telephonic discovery dispute conference (.40); preliminary review of Charter's latest document production (2.10)	4.10
16 Sep 19	Rochester, Shaya J.	Review and provide comments on response letter to Charter request for telephonic discovery conference (.40); attend to issues regarding filing response letter to Charter request for telephonic discovery conference and submitting same to Chambers (.20)	0.60
17 Sep 19	Konrath, Adriane	Load data and images relating to the Charter 7 database on the network (.40)	0.40
17 Sep 19	Larsen, Ryan	Review and analyze complaint and briefing on motion for preliminary injunction (1.30); S. Bandy declaration, exhibits, and additional emails to prepare for S. Bandy deposition (1.20)	2.50
17 Sep 19	Justus, Michael R.	Review Charter's objections to 30(b)(6) deposition notice (.50); prepare response letter to Charter regarding objections to 30(b)(6) notice (.80); confer with S. Rochester regarding Charter violations of automatic stay (.30); discussion with K. Lockhart and T. Ross regarding privilege logs (.20); prepare outline for Charter 30(b)(6) deposition (3.40); discussion with T. Ross regarding 30(b)(6) deposition (.30); review	8.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
17 Sep 19	Velez, Melissa	documents for use as exhibits in Charter 30(b)(6) deposition (2.60); discuss contracts with new customers with K. Lockhart (.60) Review Charter's sixth document production for documents relevant to 30(b)(6) depositions (3.40); identify supporting documents for 30(b)(6) depositions (2.10); review and analyze Charter's third set of requests for admission and fifth set of interrogatories (.90)	6.40
17 Sep 19	O'Brien, Catherine E.	Perform first level review of Charter documents for hot documents relevant to upcoming deposition (2.50)	2.50
17 Sep 19	Ross, Terence P.	Conference with M. Justus regarding Rule 30(b)(6) deposition (.30); make arrangements for Rule 30(b)(6) deposition (.30); prepare for call with J. Auman regarding deposition (1.30); email to J. Auman regarding deposition (.30); prepare information to work with Rule 30(b)(6) deponent on (1.30); review "churn" to be used in damages calculation (.80); conference with K. Lockhart regarding Strickland deposition (1.30); check on Strickland deposition limits (.20); prepare for damages expert meeting (2.30); conference with M. Justus and K. Lockhart regarding privilege log (.20)	8.30
17 Sep 19	Lockhart, Kristin	Coordinate meeting with Strickland witness to client (.30); review Interrogatories and RFA responses (.60); review responses to RFP and draft email to client regarding outstanding items to produce (.60); draft email to client regarding expert discovery (.30); review correspondence from T. Ross regarding deposition of 30(b)(6) and Strickland (.30); review correspondence from M. Justus to Charter regarding 30(b)(6) objections (.30); review new documents produced by Charter (2.00); attend meeting with T. Ross regarding deposition of Strickland (1.30); review privilege log (.40); discuss privilege log with M. Justus and T. Ross (.20); revise email to Charter regarding discovery and deposition of Strickland (.60); prepare for third document production (1.30); discuss with M. Justus contracts for new customers (.60); prepare for new document production from Charter (.30); draft email to client regarding tool kit document (.60)	9.70
17 Sep 19	Motsinger, Katherine	Review newly produced documents for discussions regarding advertisement strategy (3.00); perform supplemental document searches for the same (2.40); discussions with G. Thompson on the same (.30)	5.70
17 Sep 19	Thompson, Grace	Discussions with doc review team and K. Lockhart regarding Charter's latest production (.90); call with M. Justus regarding document production (.20); continue reviewing Charter's latest document production (2.60); draft emails to K. Lockhart regarding potential hot	5.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
17 Sep 19	Rochester, Shaya J.	documents (.30); continue reviewing Charter documents in preparation for 30(b)(6) deposition (1.90) Call with M. Justus regarding disconnects and automatic stay (.30); review correspondence relating to disputes over Windstream discovery (1.30)	1.60
18 Sep 19	Konrath, Adriane	Export documents and convert to PDF for deposition preparation (.80)	0.80
18 Sep 19	Larsen, Ryan	Travel to Portland to meet with S. Bandy regarding deposition prep (billed at half time) (2.80); meet with S. Bandy to prep for deposition (2.00); review and analyze briefing on motion for preliminary injunction, Bandy declaration, exhibits, and additional emails (1.50)	6.30
18 Sep 19	Justus, Michael R.	Continue drafting outline for Charter 30(b)(6) deposition notice (3.40); discussions with K. Lockhart regarding deposition, damages and document production (.80); continue reviewing documents for use as exhibits for Charter 30(b)(6) (3.30); call with K. Lockhart and G. Thompson regarding additional document review (.30); further revise outline for 30(b)(6) deposition (2.90); review prior deposition transcripts in preparation for 30(b)(6) deposition (2.50); discussions with G. Thompson regarding identifying key documents for deposition (.20)	13.40
18 Sep 19	Velez, Melissa	Review and analyze Charter's third set of requests for admission and fifth set of interrogatories (2.60)	2.60
18 Sep 19	Ross, Terence P.	Email from J. Auman regarding preparation (.30); read email from UCC counsel regarding deposition (.30); read email from P. Anderson regarding damages (.30); read email from K. Smith regarding damages (.20); read chart from B. Brannon (.30); follow up on Bandy deposition (.30); review Admissions and Interrogatories with K. Lockhart (.30); email exchange with K. Smith regarding IP address (.30); read emails and summaries of sending as background to IP address issue (.80); select additional exhibits for use in J. Auman deposition preparation (1.00); email exchange with J. Auman regarding deposition preparation (.20); telephone conference with K. Smith and C. Keith regarding IP address issues (.50); telephone conference with S. Rochester and conference with K. Lockhart regarding IP address issue (.50); telephone conference with client and damages expert to review data to be used in damages report (.50); determine analysis strategy for IP address property issue (.50)	6.30
18 Sep 19	Lockhart, Kristin	Discuss with M. Justus regarding deposition, damages and document production (.80); discussions with G. Thompson regarding document production (.30); serve verification of J. Auman on Charter (.30); prepare for deposition of P. Strickland (3.50); review discovery	10.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		responses with T. Ross (.30); attend telephone conference with P. Strickland regarding preparation for deposition (.80); draft email to client regarding exhibits for 30(b)(6) preparation (.30); prepare for call with expert (.60); attend teleconference with expert regarding damages (1.00); discuss information and documents for expert report with client and expert (.60); revise written discovery responses ad serve on Charter (1.40); call with G. Thompson and M. Justus regarding document review and production (.30)	
18 Sep 19	Motsinger, Katherine	Complete preliminary review of the produced Charter documents (.50)	0.50
18 Sep 19	Thompson, Grace	Perform secondary review of Charter's document production (2.00); identify and circulate super hot docs in preparation for 30(b)(6) deposition (1.90); discussion with M. Justus regarding the same (.20); call with M. Justus and K. Lockhart regarding the same (.30); discussions with A. Konrath regarding document production download (.20); perform additional targeted document searches per M. Justus comments (.50); additional discussions with K. Lockhart regarding document review (.30)	5.40
18 Sep 19	Rochester, Shaya J.	Call with T. Ross regarding potential issues regarding Earthlink issue (.50)	0.50
19 Sep 19	Larsen, Ryan	Prepare for and attend S. Bandy deposition (5.00); travel to Los Angeles (billed at half time) (2.80); review notes (.30); draft and send summary of S. Bandy deposition to team (.20)	8.30
19 Sep 19	Vazquez, Christopher	Confer with T. Ross and K. Lockhart regarding additional objections to Charter's amended 30(b)(6) deposition notice topics (.50); draft objections to amended 30(b)(6) deposition notice served by Charter (1.40)	1.90
19 Sep 19	Justus, Michael R.	Prepare for Charter 30(b)(6) deposition (2.80); conduct Charter 30(b)(6) deposition (9.80); compile notes and results from Charter 30(b)(6) deposition (1.30)	13.90
19 Sep 19	Ross, Terence P.	Review L. Langston testimony to use with J. Auman (1.60); telephone conference and email to C. Vazquez and K. Lockhart regarding Amended Objections to Deposition Notice (.50); telephone conference with G. Thompson regarding preparation of J. Auman (.20); deposition prep telephonic conference with J. Auman (4.00); read materials sent by J. Auman and consider for his deposition (.30); read email from M. Justus regarding Charter deposition (.40); follow up on J. Auman documents needed for deposition (.50); read email from R. Larsen describing Bandy deposition (.40)	7.90
19 Sep 19	Lockhart, Kristin	Travel to Charlotte, NC for P. Strickland deposition (billed at half time) (2.30); travel to office (.60); attend	10.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Sep 19	Thompson, Grace	in-person meeting and deposition prep session with P. Strickland (3.00); review pleadings and transcripts in preparation for deposition (2.50); review previous Charter documents in preparation for deposition (2.00); discussion with C. Vazquez and T. Ross regarding amended objections to deposition topics (.50) Call with T. Ross regarding preparation for 30(b)(6) deposition (.20) review Langston deposition and annotate in preparation for 30(b)(6) deposition (2.50); review Bandy and Wyatt declarations in preparation for 30(b)(6) deposition (.80); review Langston affidavit exhibits for the same (1.10)	4.20
20 Sep 19	Justus, Michael R.	Confer with K. Lockhart regarding Strickland deposition (.30); confer with K. Lockhart and T. Ross regarding written discovery issues (.40)	0.70
20 Sep 19	Ross, Terence P.	Review new damages documents (.70); read email from S. Rochester regarding S. Bandy deposition (.30); prepare for J. Auman telephone conference (.30); multiple emails from K. Smith regarding J. Auman deposition (.20); telephone conference with J. Auman to prepare for Rule 30(b)(6) testimony (2.80); telephone conference with K. Lockhart and G. Thompson regarding P. Strickland deposition (.50); email exchange with K. Lockhart regarding discovery extension (.20); review data collected regarding damages (1.00); review annotated L. Langston deposition (.50); work with G. Thompson to provide documents to J. Auman for testimony (.50); review and consider chart of ported customers provided by G. Thompson (.60); read summary of Strickland deposition from K. Lockhart (.50)	8.10
20 Sep 19	Lockhart, Kristin	Prepare redirect questions for deposition and exhibits for same (1.70); attend deposition of P. Strickland (4.60); discuss with T. Ross and M. Justus regarding Charter's request for a discovery extension (.40); discuss with G. Thompson regarding documents to use to prepare for 30(b)(6) deposition of Windstream (1.00); draft email to T. Ross regarding P. Strickland deposition (.60); travel back to Washington, DC (billed at half time) (1.20); call with M. Justus regarding P. Strickland deposition (.30); call with T. Ross and G. Thompson regarding Strickland and Auman depositions (.50)	10.30
20 Sep 19	Thompson, Grace	Discussions with T. Ross regarding preparation for 30(b)(6) deposition (.50); review Windstream document production and pull documents relevant to Charter's noticed topics for 30(b)(6) deposition (3.20); review cease and desist letters for the same (.50); prepare outline for T. Ross and client on topics for 30(b)(6) deposition (1.90); call with T. Ross and K.	8.10

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Lockhart regarding Strickland deposition and preparation for 30(b)(6) deposition (.50); prepare materials for client for use during 30(b)(6) deposition prep (1.50)	
20 Sep 19	Rochester, Shaya J.	Correspond with team regarding outstanding discovery, status of depositions, expert report and motion for summary judgment (1.50)	1.50
22 Sep 19	Justus, Michael R.	Review rough draft transcripts from Charter 30(b)(6) deposition (.60); confer with T. Ross regarding Charter 30(b)(6) deposition (.30)	0.90
22 Sep 19	Ross, Terence P.	Multiple email exchanges with M. Justus regarding customer switch information (.30); analyze document on the same (.70)	1.00
22 Sep 19	Lockhart, Kristin	Review proposed responses to RFAs and Interrogatories (1.90)	1.90
22 Sep 19	Rochester, Shaya J.	Review correspondence regarding deposition of Charter 30(b)(6) witness (.30)	0.30
23 Sep 19	Velez, Melissa	Draft discovery responses for fifth set of interrogatories (2.30); draft third set of requests for admission (2.80); call with K. Lockhart regarding discovery response (.40)	5.50
23 Sep 19	Ross, Terence P.	Consider damages methodology (1.30); telephone conference with J. Auman and K. Smith to prepare for deposition testimony (2.50); follow up on remaining J. Auman preparation documents (1.20); work on damages issues (.80); prepare for J. Auman deposition (1.70); conference with K. Lockhart regarding P. Strickland and 30(b)(6) depositions (.90)	8.40
23 Sep 19	Lockhart, Kristin	Review correspondence from M. Justus regarding 30(b)(6) of Charter (.30); discuss with T. Ross regarding deposition of P. Strickland and 30(b)(6) (.90); draft email to expert regarding new documents to use in report (.60); review documents for list of customers who were initially disconnected by Charter (.90); review and revise 30(b)(6) objections and serve on opposing counsel (.30); discuss with M. Velez regarding discovery responses (.40); review P. Strickland deposition transcript (1.80); review documents in second document production (.60); prepare for and attend teleconference with damages expert (.90); draft summary of call with expert to T. Ross (.60)	7.30
23 Sep 19	Thompson, Grace	Review documents for locations of disconnected customers (.30); update case calendar and associated documents (.20)	0.50
24 Sep 19	Konrath, Adriane	Load replacement data and images to the Charter database on the network (.40); load data and images relating to volume Vol007 to the Charter 8 database on the network (.40)	0.80
24 Sep 19	Ross, Terence P.	Prepare for deposition of J. Auman (1.00); telephone	10.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
24 Sep 19	Lockhart, Kristin	conference with damages expert regarding data to use (.50); follow-up conference with K. Lockhart regarding providing data to damages expert (.30); travel from Washington, D.C. to St. Louis to defend deposition of J. Auman (billed at half time) (1.90); prepare J. Auman for his deposition (4.00); review and approve answers to Charter's new RFAs (.50); review draft answers to Charter's new Interrogatories (.70); consider and telephone conference with K. Lockhart regarding same (.30); prepare for J. Auman deposition (1.50)	9.70
24 Sep 19	Thompson, Grace	Discuss with T. Ross regarding expert information (.30); review and revise discovery responses (3.60); review changes to RFA responses (1.00); draft email to client regarding discovery (.30); draft email to P. Strickland regarding deposition transcript (.30); revise RFA responses (2.30); prepare for and draft email to Charter regarding supplemental production (.60); discuss with transcriber regarding call transcripts for production (.30); follow up with client regarding expert discovery information (.30); call with T. Ross regarding Charter interrogatories (.30); prepare, review and instruct to download new production from Charter (.40)	5.80
24 Sep 19	Rochester, Shaya J.	Review reproduced documents from Charter (.80); review RAPP deposition draft (.90); review and revise objections and responses to third set of RFAs (1.20); review and prepare materials regarding depositions (1.50); coordinate with litigation support regarding reproductions (.30); coordinate review of new Charter document production (.50); review and revise Charter document files (.60)	0.30
25 Sep 19	Konrath, Adriane	Load replacement data and images to the Charter databases on the network (.60); prepare native document production data (1.10); Load data and images relating to the Charter8 database on the network (.70)	2.40
25 Sep 19	Justus, Michael R.	Discuss outstanding discovery issues with K. Lockhart (.80); review Charter's written discovery responses (.70); correspond with Charter's counsel regarding follow-up items from Charter 30(b)(6) deposition (.40); correspond with RAPP regarding deposition transcript (.30); review final RAPP deposition transcript to identify key testimony (1.40); review draft interrogatory responses (.50)	4.10
25 Sep 19	Ross, Terence P.	Review revised draft Interrogatory answers (1.00); prepare for Auman deposition (1.50); defend deposition of J. Auman (6.00); review new draft Interrogatory answers (.70); telephone conference with K. Lockhart regarding same (.30); read email from M.	11.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Sep 19	Lockhart, Kristin	Justus summarizing key Charter themes from RAPP deposition (.30); read emails related to customer survey documents and email to K. Lockhart regarding same (.50); prepare summary of key points in deposition of J. Auman (1.00) Revise Interrogatory responses (1.00); draft email to client regarding RFAs (.30); revise RFAs (.30); draft email to S. Rochester regarding Strickland deposition (.30); draft email to transcriber regarding transcripts of call records (.30); draft email to client regarding RFAs (.30); download and prepare new transcript for production (.30); calculate response deadline to Motion to Strike and instruct docketing (.30); discuss with M. Justus regarding Interrogatory responses (.80); calculate deadline and regarding-designate Strickland transcript as AEO (.30); instruct docketing and others about same and relevant rule in Protective Order (.30); coordinate making Charter production available (.30); prepare chart with deadlines for submitting AEO designation and errata sheets for deposition (.30); draft changes to Interrogatory responses (.60); review correspondence from T. Ross regarding AEO designation and prepare response to same (.60); draft email to expert regarding information for damages report (.60); discuss with T. Ross regarding deposition (.30); draft additional email to expert regarding information for report (.30); revise Interrogatory responses (1.30); review correspondence from client regarding new information from expert (.30); correspond with G. Thompson regarding documents regarding key documents in Charter productions and recent reproduction (.60); prepare for service of Interrogatories and RFA responses (.70); prepare for document production relating to same (.60)	11.00
25 Sep 19	Thompson, Grace	Create upcoming deadlines list for client (.30); coordinate with litigation support regarding Charter reproductions (.20); review and prepare internal materials regarding depositions (.40); review "hot" docs and prepare internal materials (1.70); review deadlines for AEO designations and errata on recent depositions (.30); draft internal tracker on the same (.30); review and revise internal Charter document files (.60); coordinate file transfer for RAPP deposition (.30); coordinate with litigation support regarding new Charter document production (.30); discussions with K. Lockhart regarding Charter productions and reproductions (.60); review additional newly produced Charter documents (.90)	5.90
25 Sep 19	Rochester, Shaya J.	Review deposition transcripts (.80)	0.80
26 Sep 19	Larsen, Ryan	Review and analyze S. Bandy deposition for possible	1.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		confidentiality designations (1.20); emails with S. Bandy and team regarding the same (.30); call with T. Ross regarding IP addresses issue (.20)	
26 Sep 19	Vazquez, Christopher	Review recent discovery objections (.50)	0.50
26 Sep 19	Justus, Michael R.	Discuss Windstream 30(b)(6) deposition with T. Ross (.20); review Charter 30(b)(6) deposition transcript (.20); discuss discovery follow-up issues with T. Ross (.20); discuss the same with K. Lockhart (.20)	0.80
26 Sep 19	Ross, Terence P.	Travel from St. Louis to Washington, D.C. returning from defending deposition of J. Auman (billed at half time) (2.30); read email from K. Smith regarding damages data collection (.50); strategize incorporating new damages information into expert analysis (.70); conference with M. Justus regarding 30(b)(6) deposition (.30); follow up on outstanding items from J. Auman deposition (.70); telephone conference with R. Larsen regarding IP addresses issue (.20); email to K. Smith regarding same (.30); consider research needed on state unfair competition statutes (.50); discuss discovery issues with M. Justus (.20); discussion with K. Lockhart regarding case timeline (.30); review Windstream spreadsheets and determine production plan (.30); consider additional research related to IP addresses issue (.50)	6.80
26 Sep 19	Lockhart, Kristin	Draft email regarding exhibits to Sites deposition (.50); discuss with M. Justus regarding discovery item to follow up on with Charter (.20); discuss with T. Ross regarding outstanding items for Windstream litigation (.30); draft email to client regarding outstanding items for expert report (.60); correspond with client regarding same (.60); correspond with client regarding outstanding items for 30(b)(6) deposition (.80); review correspondence from R. Larsen regarding Bandy deposition (.30)	3.30
26 Sep 19	Thompson, Grace	Draft emails to new team members regarding Charter litigation (.40); revise case calendar and associated documents (.30)	0.70
26 Sep 19	Rochester, Shaya J.	Attend to issues regarding depo transcripts and discovery (.50)	0.50
27 Sep 19	Konrath, Adriane	Preparing Charter document productions in PDF format (1.50)	1.50
27 Sep 19	Larsen, Ryan	Review and analyze client emails regarding IP addresses issue (1.70); review and analyze background documents including service agreement for IP address issue (2.80)	4.50
27 Sep 19	Justus, Michael R.	Review document sent by RAPP (.30); correspond with RAPP's counsel regarding same (.10)	0.40
27 Sep 19	Convissar, Craig A.	Call with T. Ross regarding research topics for summary judgment motion (.20)	0.20
27 Sep 19	Ross, Terence P.	Email exchange with S. Rochester regarding J. Auman	7.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition (.30); read email from last night from R. Larsen regarding IP addresses issue (.20); continue review, analysis and provide comments on damages expert report (3.00); telephone conference with C. Convissar regarding research on state courses of action (.20); continue review, analysis and provide comments on damages expert report (2.80); follow up emails on damages data (.70)	
27 Sep 19	Lockhart, Kristin	Strategize and draft outline for outstanding items to resolve and prepare for in anticipation for summary judgment (2.20); draft email to assistant regarding 30(b)(6) deposition transcripts (.30); draft email to M. Velez regarding research on state claims (.30); draft verification to interrogatory response and draft email to client regarding same (.60); draft email to expert with additional items for report (1.20)	4.60
27 Sep 19	Thompson, Grace	Draft email to client regarding new case developments (.40); coordinate with litigation support and to download and circulate Bandy deposition (.50); review Bandy deposition (.80); draft email to new team members regarding Charter litigation procedures (.20); review and revise internal Charter document files (.50)	2.40
27 Sep 19	Rochester, Shaya J.	Attend to issues regarding client updates regarding Judge Drain ruling and read new Charter letter (.40)	0.40
30 Sep 19	Larsen, Ryan	Review S. Bandy deposition transcript for notable exchanges and potential transcription errors (2.50); emails with S. Bandy and attorneys regarding same (.30); review and analyze additional client emails and documents regarding IP address dispute with Charter (1.50)	4.30
30 Sep 19	Vazquez, Christopher	Review written discovery deadlines and recent filings (.50); review deposition transcript of S. Bandy (.80)	1.30
30 Sep 19	Justus, Michael R.	Correspond with RAPP regarding deposition transcripts (.20); review rules and procedures regarding summary judgment motions (.40); consider summary judgment strategy (.40)	1.00
30 Sep 19	Velez, Melissa	Identify key passages in transcript of Shonne Bandy deposition (2.10)	2.10
30 Sep 19	Ross, Terence P.	Discussion with K. Lockhart regarding action items for remaining discovery and summary judgment (.30); Continue to review and provide comments on expert report (3.20); review and provide comments for tabs to expert report (2.00); call with damages expert and K. Lockhart (.60)	6.00
30 Sep 19	Lockhart, Kristin	Review applicable rules on moving for summary judgment and draft summary to team regarding same (1.70); discussion with T. Ross regarding errata sheets for depositions, outstanding items for expert report, and issues relating to summary judgment (.30); prepare materials for binder in preparation for call with expert	5.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.60); review correspondence from Charter regarding additional call recordings (.40); discuss with client regarding same (.30); exchange correspondence with Charter regarding same (.40); draft email to C. Convissar regarding research for state claims (.60); correspond with M. Justus and R. Larsen regarding errata sheets and designations (.30); draft email to M. Velez regarding confidentiality designations for Shonne Bandy transcript (.30); coordinate with G. Thompson regarding Bandy deposition issues (.30); draft email to client to schedule discussion with expert (.30); attend teleconference with T. Ross and expert (.60)	
30 Sep 19	Thompson, Grace	Review Judge Drain's rules and CMO regarding dispositive motion practice (.50); discussions with K. Lockhart, IT and docketing regarding Bandy deposition, upload and file conversion (.50)	1.00
TOTALS:			691.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotzsky, Allison	6.70	730.00	\$4,891.00
42817	Brady, Rick	0.80	285.00	\$228.00
44597	Brines, Ashley	3.40	450.00	\$1,530.00
44413	Convissar, Craig A.	0.20	790.00	\$158.00
42747	Holub, Matthew M.	5.50	720.00	\$3,960.00
43426	Justus, Michael R.	113.80	800.00	\$91,040.00
32375	Konrath, Adriane	6.30	390.00	\$2,457.00
34231	Larsen, Ryan	35.70	870.00	\$31,059.00
44572	Lockhart, Kristin	172.90	605.00	\$104,604.50
44596	Motsinger, Katherine	8.90	450.00	\$4,005.00
44306	O'Brien, Catherine E.	4.60	440.00	\$2,024.00
44845	Rochester, Shaya J.	48.30	965.00	\$46,609.50
44455	Ross, Terence P.	164.20	985.00	\$161,737.00
41782	Siena, Marie	0.80	200.00	\$160.00
44616	Thompson, Grace	82.80	450.00	\$37,260.00
43190	Vazquez, Christopher	5.20	515.00	\$2,678.00
43994	Velez, Melissa	31.30	515.00	\$16,119.50
TOTAL:		691.40		\$510,520.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(79.30)
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(66.80)
05 Sep 19	VENDOR: ATG LegalServe, Inc.; INVOICE#: 108043; DATE: 9/4/2019 - Process service of E. Walker	495.27
06 Sep 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3175118 DATE: 8/18/2019 Food service ordered on 08/14/2019 by Thompson, Grace A., OrderID: 2016152993	20.00
06 Sep 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3175118 DATE: 8/18/2019 Food service ordered on 08/15/2019 by Thompson, Grace A., OrderID: 2016263763	20.00
06 Sep 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3182917 DATE: 9/1/2019 Food service ordered on 08/28/2019 by Rochester, Shaya, OrderID: 2017198123	20.00
09 Sep 19	VENDOR: Thompson, Grace INVOICE#: 3607213109091631 DATE: 9/9/2019 After hours cab home Date Incurred: 09/03/19	15.66
09 Sep 19	VENDOR: Thompson, Grace INVOICE#: 3607213109091631 DATE: 9/9/2019 After hours cab home Date Incurred: 09/05/19	16.12
09 Sep 19	Photocopies for 09/09/2019	136.80
09 Sep 19	Photocopies for 09/09/2019	6.40
09 Sep 19	Color Copies for 09/09/2019	62.50
11 Sep 19	VENDOR: U.S. Bankruptcy Court; INVOICE#: A13409886; DATE: 9/9/2019 - Tracking ID# A13409886 dated 9/9/19; Filing fee for two Pro Hac Vice applications in the Windstream case	400.00
11 Sep 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-AUG19-WAS; DATE: 9/11/2019 - Acct #KM3278: Pacer court cost incurred in August 2019, Washington D.C.	3.10
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (meal expense) Date Incurred: 09/10/19	20.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (meal expense) Date Incurred: 09/11/19	32.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (cash tips) Date Incurred: 09/11/19	11.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (hotel stay) Date Incurred: 09/10/19	329.70
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (hotel parking) Date Incurred: 09/10/19	36.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (car rental) Date Incurred: 09/11/19	216.15
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE:	10.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	9/12/2019 Travel to take depositions of A. Sites and E. Walker (tolls) Date Incurred: 09/10/19	
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (parking fee) Date Incurred: 09/10/19	50.00
12 Sep 19	Photocopies for 09/12/2019	36.80
12 Sep 19	Color Copies for 09/12/2019	26.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (airfare) Date Incurred: 09/04/19	276.30
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (airfare) Date Incurred: 09/04/19	198.30
12 Sep 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-AUG19-NYC; DATE: 9/12/2019 - Acct #KM3277; Pacer court cost incurred in August 2019, New York.	8.80
12 Sep 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-AUG19-NYC; DATE: 9/12/2019 - Acct #KM3277; Pacer court cost incurred in August 2019, New York.	22.30
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Meal expense (dinner) associated with travel to New York to attend deposition. Date Incurred: 09/11/19	49.37
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Meal expense (breakfast) associated with travel to New York to attend deposition. Date Incurred: 09/12/19	48.68
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Hotel fees associated with travel to New York to attend deposition. Date Incurred: 09/12/19	541.67
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Taxicab fare associated with travel to New York to attend deposition. Date Incurred: 09/12/19	23.32
13 Sep 19	Photocopies for 09/13/2019	1.20
13 Sep 19	Color Copies for 09/13/2019	1.00
13 Sep 19	PAYEE: LAC Group; REQUEST#: 827471; DATE: 9/13/2019. - To record LAC database research charges for August 1- August 31 2019; Christopher Vazquez on 8/15/19; Conference call for People search-Rebecca Root	75.00
13 Sep 19	PAYEE: LAC Group; REQUEST#: 827471; DATE: 9/13/2019. - To record LAC database research charges for August 1- August 31 2019; Christopher Vazquez on 8/15/19; Conference call for People search ASAP	75.00
15 Sep 19	VENDOR: City Expeditor Inc.; INVOICE#: 82233; DATE: 9/15/2019 From S. Rochester to U.S. Bankruptcy Court 300 Quarpopas Street White Plains NY on 9/12/19	185.00
15 Sep 19	HOLUB/MATTHEW M 09/18/2019 Chicago/Raleigh-Durham/Chicago Inv#7390 ticket#7450991931	317.92
15 Sep 19	LARSEN/RYAN 09/18/2019 Los Angeles/Portland/Los Angeles Inv#7432 ticket#7450991961	483.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
16 Sep 19	Color Copies for 09/16/2019	0.25
16 Sep 19	Westlaw Legal Research: Holub, Matthew M. on 08/29/19	80.29
16 Sep 19	Westlaw Legal Research: Ross, Terence on 08/05/19, 08/06/19, 08/07/19, 08/21/19 & 08/29/19	1,045.66
18 Sep 19	Veritext L.L.C.; Inv.#: CA3930982; Date: 9/4/2019; Transcribing recorded phone calls.	550.00
19 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5682857 DATE: 9/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 08/28/2019; Voucher# 360189	71.69
19 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5682857 DATE: 9/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/03/2019; Voucher# 356994	71.69
19 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5682857 DATE: 9/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/04/2019; Voucher# 356994	71.69
20 Sep 19	Photocopies for 09/20/2019	50.40
20 Sep 19	Color Copies for 09/20/2019	15.75
22 Sep 19	LOCKHART/KRISTIN DANIELLE 09/19/2019 Washington/Charlotte/Washington Inv#7569 ticket#7456340298	519.70
23 Sep 19	VENDOR: U.S. Bankruptcy Court; INVOICE#: A13424984; DATE: 9/17/2019 - Tracking ID# A13424984 dated 9/17/19; Fling fee for Pro Hac Vice Application	200.00
23 Sep 19	VENDOR: LexisNexis Risk Solutions; INVOICE#: 100820720190831; DATE: 8/31/2019 - Inv# 1008207-20190831 Dated 8/31/19; Billing ID 1008207; Billing Period: 8/1/19 - 8/31/19	35.64
23 Sep 19	VENDOR: LexisNexis Risk Solutions; INVOICE#: 100820720190831; DATE: 8/31/2019 - Inv# 1008207-20190831 Dated 8/31/19; Billing ID 1008207; Billing Period: 8/1/19 - 8/31/19	33.84
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (lunch expense) Date Incurred: 09/19/19	30.00
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (breakfast at airport) Date Incurred: 09/19/19	18.60
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (Dinner at hotel) Date Incurred: 09/18/19	30.50
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (Cab from meeting to hotel) Date Incurred: 09/18/19	8.60
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab from hotel to meeting) Date Incurred: 09/18/19	5.07
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab from home to airport) Date Incurred: 09/18/19	25.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab from hotel to deposition) Date Incurred: 09/19/19	12.95
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab to airport in Oregon) Date Incurred: 09/19/19	38.95
24 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3642942109241611 DATE: 9/24/2019 Taxicab fare associated with travel to New York, NY to attend deposition. Date Incurred: 09/11/19	15.38
24 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3642942109241611 DATE: 9/24/2019 Train station parking fees associated with travel to New York, NY to attend deposition. Date Incurred: 09/12/19	48.00
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (Hotel stay in Oregon) Date Incurred: 09/18/19	206.39
24 Sep 19	VENDOR: Federal Express Corp. INVOICE#: 674517313 DATE: 9/23/2019 From: Grace Thompson To: Vito Genna, Clerk of Court US Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 9/17/2019; Tracking ID: 789860245790	15.72
24 Sep 19	VENDOR: Federal Express Corp. INVOICE#: 674517313 DATE: 9/23/2019 From: Grace Thompson To: Jeff Auman, Exec. VP 11329 W 160TH ST,OVERLAND PARK KS,66221 US: On: 9/19/2019; Tracking ID: 789928257028	32.74
24 Sep 19	Color Printing	0.25
25 Sep 19	VENDOR: Schmitt Reporting & Video, Inc.; INVOICE#: 66648; DATE: 9/25/2019 - Deposition of Shonne K. Bandy (copy & index), Exhibit, Exhibit Color,E-transcript	582.65
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Meal expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/18/19	30.53
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Meal expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/19/19	29.95
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Meal expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/18/19	5.25
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Hotel expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/19/19	366.15
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Taxicab fare associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/18/19	4.89
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Taxicab fare associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/19/19	9.70
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE:	48.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	9/27/2019 Train station parking fees associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/20/19	
30 Sep 19	VENDOR: Rochester, Shaya INVOICE#: 3656614509301506 DATE: 9/30/2019 after hours cab home Date Incurred: 09/06/19	57.79
30 Sep 19	VENDOR: Rochester, Shaya INVOICE#: 3656614509301506 DATE: 9/30/2019 after hours cab home Date Incurred: 08/28/19	53.00
30 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5689143 DATE: 9/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 535 DEAN ST BK on 09/09/2019; Voucher# 360298	53.70
30 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5689143 DATE: 9/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/10/2019; Voucher# 351743	71.69
30 Sep 19	U.S. Legal Support, Inc; Inv.#: 130123025; Date: 9/30/2019; Reporter appearance, video testimony, transcripts and additional costs for Sites deposition.	818.30
30 Sep 19	A. William Roberts, Jr. & Associates; Inv.#: 28958; Date: 9/25/2019; Expenses for deposition transcript and exhibits for Charter deposition.	812.90
30 Sep 19	VENDOR: U.S. Legal Support - Chicago; INVOICE#: 130122139; DATE: 9/24/2019 - Original and 1 certified copy o transcript of: Peter McGuire	1,511.30
30 Sep 19	U.S. Legal Support, Inc; Inv.#: 130122643; Date: 9/27/2019; Video expense for E. Walker Deposition.	790.00
30 Sep 19	Westlaw Legal Research: VELEZ,MELISSA on 09/09/2019	340.56
30 Sep 19	Westlaw Legal Research: LOCKHART,KRISTIN on 09/05/2019	164.56
30 Sep 19	Westlaw Legal Research: MOTSINGER,KATE on 09/05/2019	39.08
30 Sep 19	Westlaw Legal Research: BRINES,ASHLEY on 09/05/2019	145.13
TOTAL:		\$13,295.64

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$294.88
Out of Town Travel	\$2,065.61
After Hours Meals Expense	\$60.00
Court Costs, Court Reporter, and Videographer Fees	\$5,553.25
Courier	\$233.46
Copying, Printing and Binding Costs	\$337.35
Legal Research and Service Fees	\$2,530.03
Airfare	\$1,795.82
Local Transportation	\$425.24
TOTAL:	\$13,295.64

MATTER TOTAL: \$523,816.14

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

October 18, 2019

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

Invoice No. 1301577642
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$72.00

CURRENT INVOICE TOTAL: \$72.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577642
Invoice Date: October 18, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
09 Sep 19	VENDOR: Thompson, Grace INVOICE#: 3607213109091631 DATE: 9/9/2019 Telephonic appearance at court hearing Date Incurred: 08/20/19	72.00
TOTAL:		\$72.00

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Court Costs	\$72.00
TOTAL:	\$72.00

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**EIGHTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	October 1, 2019	October 31, 2019

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$571,478 (80% of \$714,347.50)
Total expenses requested in this statement:	\$25,477
Total fees and expenses requested in this statement:	\$596,955
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

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

² This statement consists of fees and expenses from October 1, 2019, through October 31, 2019.

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From October 1, 2019 Through October 31, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$714,347.50 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$571,478, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$714,347.50); (iii) allowance and payment of \$25,477 in expenses for the actual, necessary expenses that Katten incurred in connection with rendering such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

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

³ The period from October 1, 2019, through and including October 31, 2019 is referred to herein as the “Fee Period”).

\$714,347.50 in fees during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$571,478 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten attorneys and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each such attorney and paraprofessional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$769.15.⁴ The blended hourly billing rate of all paraprofessionals is \$233.09.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$25,477.

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

Representations

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

⁴ The blended hourly rate of \$769.15 for attorneys is derived by dividing the total fees for attorneys of \$710,618 by the total hours of 923.90 for those same attorneys.

⁵ The blended hourly billing rate of \$233.09 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$3,729.50 by the total hours of 16.00 for these same paraprofessionals.

filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Rules, and the Interim Compensation Order.

Notice

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

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of \$714,347.50 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$571,478 which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$714,347.50); and (iii) allowance and payment of \$25,477 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: November 22, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

Summary of Fees and Expenses by Project Category
for the Time Period of October 1, 2019 – October 31, 2019

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

**Summary of Fees and Expenses by Project Category
for the Time Period of October 1, 2019 – October 31, 2019**

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	24.50	\$ 11,216.50	\$ 0.00	\$ 11,216.50
7	Adversary Proceedings, Contested Matters	104.40	80,229.50	0.00	80,229.50
8	Charter Litigation	811.00	622,901.50	25,200.00	648,101.50
32	Expenses Not Related to Charter Litigation			277.00	277.00
Totals		939.90	\$ 714,347.50	\$ 25,477.00	\$ 739,824.50

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of October 1, 2019 – October 31, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of October 1, 2019 – October 31, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1220	12.00	\$ 14,640.00
Howard R. Rubin	Partner	1996	Litigation	1045	0.40	418.00
Terence P. Ross	Partner	1983	Intellectual Property	985	178.30	175,625.50
John P. Sieger	Partner	1997	Restructuring	975	5.80	5,655.00
Shaya Rochester	Partner	2003	Restructuring	965	69.40	66,971.00
David J. Stagman	Partner	1993	Litigation	880	11.30	9,944.00
Ryan J. Larsen	Partner	2000	Litigation	870	49.40	42,978.00
Mark T. Ciani	Partner	2007	Litigation	850	25.30	21,505.00
Robert T. Smith	Partner	2006	Litigation	845	11.20	9,464.00
Jeffrey A. Wakolbinger	Partner	2008	Intellectual Property	835	5.90	4,926.50
Michael R. Justus	Partner	2008	Intellectual Property	800	100.80	80,640.00
Craig A. Convissar	Associate	2012	Litigation	790	46.00	36,340.00
Eric T. Werlinger	Associate	2012	Litigation	790	99.80	78,842.00
Julia L. Mazur	Associate	2012	Intellectual Property	790	12.70	10,033.00
Rajesh Srinivasan	Associate	2016	Litigation	695	4.60	3,197.00
Kristin Lockhart	Associate	2016	Intellectual Property	605	100.60	60,863.00
Christopher Vazquez	Associate	2017	Litigation	515	47.10	24,256.50
Melissa Velez	Associate	2017	Litigation	515	5.30	2,729.50
Grace Thompson	Associate	2019	Restructuring	450	129.50	58,275.00
Anne Lewis	Staff Attorney	2017	Intellectual Property	390	8.50	3,315.00
Totals for Attorneys					923.90	\$ 710,618.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
John Greer	Docket Manager	30	Docket	\$ 290	5.50	\$ 1,595.00
Steven Greer	Docket Supervisor	20	Docket	215	3.60	774.00
Peter Mazzeo	Docket Assistant	3	Docket	185	1.30	240.50
Marie Siena	Paralegal	12	Restructuring	200	5.60	1,120.00
Totals for Paraprofessionals					16.00	\$ 3,729.50

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$ 714,347.50

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will in the future write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of October 1, 2019 – October 31, 2019**

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

**Summary of Actual and Necessary Expenses
for the Time Period of October 1, 2019 – October 31, 2019**

Expenses by Categories	Amount ¹
Airfare	\$ 681.61
After Hours Meals Expenses	257.84
Business Meals	191.44
Copying, Printing, Binding	150.90
Court Costs, Court Reporter, Videographer	10,439.65
Legal Research	9,698.52
Local Transportation	478.77
Out of Town Travel	2,847.71
Processor Server Fees	260.00
Telephone Conference Charges, Postage and Courier	470.56
Total	\$ 25,477.00

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

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of October 1, 2019 – October 31, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

November 21, 2019

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

Invoice No. 1301586044
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through October 31, 2019..... \$11,216.50

CURRENT INVOICE TOTAL: \$11,216.50

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Oct 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
03 Oct 19	Thompson, Grace	Review outstanding payments and anticipated invoices (.20); draft emails to S. Rochester on the same (.10)	0.30
04 Oct 19	Thompson, Grace	Draft emails to accounting and client regarding August monthly fee invoice and payment (.60)	0.60
05 Oct 19	Thompson, Grace	Review September prebills for assignment of proper matter categories and privileged information (50)	0.50
06 Oct 19	Thompson, Grace	Continue reviewing September prebills for assignment of proper matter categories and privileged information (2.10); further review and revise September prebills for privileged and confidential information (1.60)	3.70
06 Oct 19	Rochester, Shaya J.	Attend to issues regarding August Monthly Fee Statement (.20)	0.20
07 Oct 19	Thompson, Grace	Continue reviewing and revising September prebills for privileged and confidential information (1.10); discussions with M. Siena regarding edits to prebills (.30); finish reviewing matter 8 prebills for privileged and confidential information (1.00)	2.40
09 Oct 19	Thompson, Grace	Perform spot-checking and secondary review of September pre-bills (.30)	0.30
10 Oct 19	Rochester, Shaya J.	Review September invoices for privilege, confidentiality and compliance with UST guidelines (0.80)	0.80
14 Oct 19	Thompson, Grace	Review S. Rochester comments to prebills (.10); discussions with M. Siena regarding the same (.20)	0.30
16 Oct 19	Thompson, Grace	Draft electronic device application for interim fee application hearing (.20); discussions with M. Siena regarding assignment of matter categories on September invoices (.20); perform revisions to pre-bills to ensure compliance with UST and SDNY fee requirements (.20)	0.60
17 Oct 19	Siena, Marie	Draft September monthly fee statement (2.50)	2.50
17 Oct 19	Thompson, Grace	Review and revise September Monthly Fee Statement (.90)	0.90
18 Oct 19	Siena, Marie	Continue drafting September Monthly Fee Statement (2.40)	2.40
18 Oct 19	Thompson, Grace	Review and prepare materials for Interim Fee Hearing (.50)	0.50
18 Oct 19	Reisman, Steven	Review and comment on September monthly fee statement and follow-up re: interim fee application, timing and release of hold-back (1.10)	1.10
19 Oct 19	Thompson, Grace	Revise September Monthly Fee Statement and send to S. Rochester for review (1.20)	1.20
20 Oct 19	Rochester, Shaya J.	Review and provide comments on September Monthly Fee Statement for filing (.30)	0.30
21 Oct 19	Siena, Marie	File monthly fee statement on the court's docket (.40)	0.40
21 Oct 19	Thompson, Grace	Finalize September Monthly Fee Statement and send to	1.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586044
 Invoice Date: November 21, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		S. Reisman for sign-off (.40); prepare to file the same (.50); draft email to client regarding Monthly Fee Statement (.20); draft emails to KCC and billing on the same (.20)	
22 Oct 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); revise materials for Interim Fee Application hearing (.20)	0.50
23 Oct 19	Thompson, Grace	Discussions with C. Harmon regarding Interim Fee Application Invoice (.30); prepare email to client on the same (.30); revise September monthly fee invoice(.20); review and provide comments on interim fee invoice prepared by C. Harmon (.30)	1.10
24 Oct 19	Thompson, Grace	Review monthly fee invoice calculations to incorporate into interim fee invoice (.60); correspond with I. Cheban and C. Harmon on the same (.50); call with I. Cheban on the same (.20)	1.30
28 Oct 19	Thompson, Grace	Draft emails to new team members regarding billing guidelines (.20); review and revise billing guidelines (.50); draft email to S. Rochester on the same (.30)	1.00
TOTALS:			24.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	1.10	1,220.00	\$1,342.00
44845	Rochester, Shaya J.	1.30	965.00	\$1,254.50
41782	Siena, Marie	5.30	200.00	\$1,060.00
44616	Thompson, Grace	16.80	450.00	\$7,560.00
TOTAL:		24.50		\$11,216.50

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

November 21, 2019

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

Invoice No. 1301586046
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through October 31, 2019..... \$80,229.50

CURRENT INVOICE TOTAL: \$80,229.50

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

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

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
02 Oct 19	Siena, Marie	File notice of presentment for further extension of bar date on the court's docket system (.30)	0.30
02 Oct 19	Thompson, Grace	Discussions with S. Rochester regarding further extending bar date for Frontier Communications (.20); draft Notice of Presentment and Stipulation to Further Extend Frontier's Bar Date (.80)	1.00
02 Oct 19	Reisman, Steven	Review draft of Frontier settlement agreement (.30); meet with S. Rochester regarding updates to Frontier settlement (.30); call with client regarding strategy related to protecting clients interest in the event of a Frontier chapter 11 filing (.50)	1.10
02 Oct 19	Rochester, Shaya J.	Prepare for call with client regarding Frontier settlement agreement (.70); pre-meeting with S. Reisman regarding same (.30); call with client regarding Frontier settlement agreement and possible Frontier bankruptcy (.50); attend to issues regarding extending Frontier deadline to file POC (.20)	1.70
03 Oct 19	Thompson, Grace	Prepare to file Stipulation Further Extending Bar Date for Frontier Communications (.60); discussions with S. Rochester on the same (.20); draft cover letters to Chambers and the Court clerk (.20)	1.00
03 Oct 19	Reisman, Steven	Review matters related to Frontier and efforts to reach agreement regarding ongoing contracts (.10); participate in conference call with S. Rochester and counsel for Frontier regarding same (.50)	0.60
03 Oct 19	Rochester, Shaya J.	Communications regarding Bar Date extension stipulation (.40); call with Frontier and S. Reisman regarding settlement agreement and follow-up with client (.50)	0.90
07 Oct 19	Ross, Terence P.	Telephone conference with team regarding Duff and Phelps third party subpoena (.30)	0.30
07 Oct 19	Thompson, Grace	Attend part of call with S. Rochester, S. Reisman and T. Ross regarding subpoenas in Uniti dispute (.20)	0.20
07 Oct 19	Rochester, Shaya J.	Correspond with team regarding potential involvement in Uniti litigation (.20); attend call with team regarding potential involvement in Uniti litigation (.30); draft follow-up emails regarding same (.60)	1.10
08 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential conflict role in connection with Uniti litigation (.30); call with team regarding potential involvement in Uniti litigation (.20); coordinate drafting of Duff & Phelps subpoena (.60)	1.00
09 Oct 19	Ross, Terence P.	Email to C. Vazquez regarding subpoena service (.30)	0.30
09 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential involvement in Uniti litigation (.50)	0.50
10 Oct 19	Vazquez, Christopher	Draft notice of Duff & Phelps subpoena (.60); prepare for conference call regarding third party subpoenas (.60); confer with T. Ross, S. Rochester regarding third party document subpoenas (.50); draft third party	4.90

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		subpoena cover letters (.40); draft and circulate third party subpoena rider to Duff & Phelps subpoena (1.70); draft subpoena form for third party subpoenas (.90)	
10 Oct 19	Ross, Terence P.	Multiple email exchanges with C. Vazquez regarding subpoenas (.30); review prior subpoena used in matter for common definitions (.50); telephone conference to discuss third party subpoenas (.50); review draft subpoena to Duff & Phelps (.30)	1.60
10 Oct 19	Thompson, Grace	Prepare email to Chambers regarding Frontier Bar Date (.10); call with C. Vazquez regarding service of third party subpoenas (.20)	0.30
10 Oct 19	Reisman, Steven	Follow-up regarding third party subpoenas to be issued to Duff & Phelps and review and comment on same (.60); internal discussions regarding serving third party subpoenas and review and comment on cover letters (.30) follow-up regarding timing of service and riders to subpoenas requesting particular documentation related to Windstream transactions (.40)	1.30
10 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential involvement in Uniti litigation (.30); prepare for call with team regarding potential involvement in Uniti litigation (.20); call with team regarding same (.50); call with Frontier counsel regarding Settlement Agreement (.50); prepare summary for client regarding same (.30)	1.80
11 Oct 19	Vazquez, Christopher	Revise third party subpoena packages (.20); call with T. Ross and S. Rochester regarding the same (.30)	0.50
11 Oct 19	Ross, Terence P.	Revise draft subpoenas (.50); telephone conference with C. Vazquez and S. Rochester regarding subpoenas (.30); further review and revise Davis Polk subpoena (.80)	1.60
11 Oct 19	Thompson, Grace	Attend call with R. Larsen, T. Ross and S. Rochester regarding background on IP addresses dispute and legal arguments (.50)	0.50
11 Oct 19	Reisman, Steven	Discussions with S. Rochester regarding service of subpoenas (.30); follow-up regarding obtaining consents for service and status of Uniti litigation (.40)	0.70
11 Oct 19	Rochester, Shaya J.	Review and provide comments on Duff & Phelps subpoena rider (.90); call with C Vazquez and T. Ross regarding subpoenas in Uniti litigation (.30); call with S. Reisman regarding service of subpoenas (.30)	1.50
16 Oct 19	Vazquez, Christopher	Analyze and further revise Duff & Phelps and Davis Polk third party subpoena packages (.60)	0.60
16 Oct 19	Ross, Terence P.	Multiple email exchanges regarding Duff & Phelps subpoena (.30)	0.30
16 Oct 19	Thompson, Grace	Call with Mayer Brown regarding Frontier stipulation (.10); draft email to S. Rochester regarding the same (.10); review and circulate order extending Frontier's bar date (.10); correspondence with T. Ross and S. Rochester regarding Uniti subpoenas (.30); review and	4.00

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		revise documents for Duff & Phelps subpoena package (.60); call with S. Rochester regarding Uniti subpoenas (.20); draft email to T. Ross and S. Rochester with information regarding subpoena recipients (.40); further revise Duff & Phelps subpoena per instructions from S. Rochester (.90); coordinate with S. Rochester and IT regarding subpoena cover letters and document issues (1.30)	
16 Oct 19	Rochester, Shaya J.	Correspond with team regarding service of subpoenas (1.00); call with G. Thompson regarding same (.20); review and provide comments on Frontier settlement agreement (1.10)	2.30
17 Oct 19	Thompson, Grace	Research rules regarding retention of ordinary course professionals (.20); draft email to S. Rochester on the same (.10); draft email to Uniti adversary proceeding intervenors regarding upcoming subpoenas (.20); draft cover letter and subpoena for Davis Polk (1.00); prepare and circulate associated subpoena package documents (.20); correspond with service company regarding evening and weekend service rules (.20)	1.90
17 Oct 19	Rochester, Shaya J.	Attend to issues regarding DPW and Duff & Phelps subpoena riders (.40); further review and revise subpoenas (.70)	1.10
18 Oct 19	Ross, Terence P.	Correspond with team regarding Davis Polk subpoena (.30)	0.30
18 Oct 19	Reisman, Steven	Discuss subpoena to Davis Polk status and efforts to finalize same with team (.60)	0.60
18 Oct 19	Rochester, Shaya J.	Attend to issues regarding Davis Polk subpoena rider (.40); further review Davis Polk subpoena (.30)	0.70
20 Oct 19	Vazquez, Christopher	Draft emails regarding Davis Polk and Duff & Phelps subpoena packages (1.20); revise and compile third party subpoena packages (.50)	1.70
20 Oct 19	Thompson, Grace	Revise subpoena packages for Uniti adversary proceedings (.90); correspondence with C. Vazquez on the same (.30)	1.20
20 Oct 19	Rochester, Shaya J.	Attend to issues regarding subpoenas (.40); call with J. Sieger regarding same (.20)	0.60
21 Oct 19	Vazquez, Christopher	Draft notice of Duff & Phelps subpoena (.30); compile and circulate Duff & Phelps subpoena (1.10); revise Duff & Phelps subpoena cover letter (1.20); confer internally regarding service of Duff & Phelps subpoena (.60); review and confer internally regarding Davis Polk subpoena (.40); revise Davis Polk subpoena package (.60)	4.20
21 Oct 19	Ross, Terence P.	Multiple telephone conferences and emails regarding Duff & Phelps subpoena (1.50); review and revise Duff & Phelps subpoena (1.00)	2.50
22 Oct 19	Vazquez, Christopher	Confer with T. Ross regarding Duff & Phelps subpoena (.60); revise Duff & Phelps subpoena package (.50); review correspondence regarding Davis	2.90

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		Polk and Duff & Phelps subpoenas (.30); coordinate service of Duff & Phelps subpoena (1.30); confer with G. Thompson regarding the same (.20)	
22 Oct 19	Ross, Terence P.	Email to S. Reisman regarding Duff & Phelps (.30); multiple telephone conferences regarding Duff & Phelps subpoena (.50)	0.80
22 Oct 19	Thompson, Grace	Correspond with C. Vazquez regarding revisions to subpoena packages in Uniti adversary proceeding (.20)	0.20
22 Oct 19	Reisman, Steven	Email and discussion with T. Ross and follow-up regarding matters related to Duff & Phelps subpoena and service (.30); various emails and calls regarding same and efforts to finalize for service (.40)	0.70
22 Oct 19	Rochester, Shaya J.	Review correspondence regarding DPW and Duff & Phelps subpoena (.30)	0.30
23 Oct 19	Vazquez, Christopher	Correspond with T. Reese and M. Strauss of Duff & Phelps (.60); revise Duff & Phelps notice of subpoena, cover letter, and subpoena form (1.50); coordinate service of Duff & Phelps subpoena (1.20); confer with T. Ross regarding Davis Polk subpoena (.60); correspond with T. Ross, S. Rochester and S. Reisman regarding service of Davis Polk and Duff & Phelps subpoenas (.70); revise Davis Polk subpoena package (1.50); correspond with intervenors' counsel regarding Davis Polk subpoena (.50); call with S. Rochester regarding Duff & Phelps subpoena (.30)	6.90
23 Oct 19	Ross, Terence P.	Read Duff & Phelps response and research regarding Duff & Phelps agent (.20); discuss same with C. Vazquez (.60); revise and edit transmittal letters and review final subpoena (.70)	1.50
23 Oct 19	Thompson, Grace	Call with S. Rochester regarding subpoenas in Uniti adversary proceeding (.10); review master service list and draft email on the same (.40)	0.50
23 Oct 19	Reisman, Steven	Continued follow-up regarding service of subpoenas on Davis Polk and Duff & Phelps (.40); follow-up regarding finalizing subpoenas for service (.60); exchange of emails and calls with S. Rochester and follow-up with T. Ross and C. Vazquez of Katten regarding service of subpoenas and timing of production and matters related to same (.40)	1.40
23 Oct 19	Rochester, Shaya J.	Call with C. Vasquez regarding Duff & Phelps subpoena (.30); multiple emails and calls with S. Reisman and C. Vasquez regarding subpoenas on Duff & Phelps and DPW (.60); call with G. Thompson on the same (.10)	1.00
24 Oct 19	Vazquez, Christopher	Review stipulated scheduling order and case docket (.60); prepare Davis Polk subpoena package for service (.80); prepare notice of DPW subpoena and opposing counsel email package (.50); call with S. Rochester regarding subpoenas (.30)	2.20
24 Oct 19	Reisman, Steven	Update regarding service of subpoenas, timing of	0.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586046
Invoice Date: November 21, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
24 Oct 19	Rochester, Shaya J.	production and general status (.40) Call with C. Vasquez regarding DPW subpoena (.30); attend to issues regarding subpoenas (.20)	0.50
25 Oct 19	Vazquez, Christopher	Correspond with Team regarding service of DPW subpoena (.70); coordinate with docket department and courier regarding service of DPW subpoena (.80); finalize DPW subpoena package for service on opposing counsel and intervenors (.60); emails with S. Rochester, T. Ross, and S. Reisman regarding service of DPW subpoena (.70); correspondence with DPW and Duff & Phelps regarding extension of time to respond to third party subpoenas (1.00); correspondence with team regarding extensions to produce subpoena documents (.50)	4.30
25 Oct 19	Ross, Terence P.	Email exchanges regarding Davis Polk & Duff subpoenas (.30)	0.30
25 Oct 19	Reisman, Steven	Attend to issues regarding service of Davis Polk subpoena as well as Duff & Phelps subpoena and exchange to emails with C. Vazquez and S. Rochester regarding same (.80); follow-up regarding matter related to timing of document production from Davis Polk and Duff & Phelps and obtaining extension of time to produce (.30)	1.10
25 Oct 19	Rochester, Shaya J.	Review and revise DPW subpoena package (.50); review draft Frontier settlement agreement (.30); call with DPW regarding subpoena and document request (.50); discussions regarding DPW and Duff and Phelps subpoenas with team and call with S. Reisman regarding same (.80)	2.10
26 Oct 19	Rochester, Shaya J.	Correspond with team regarding DPW subpoena and document production (.50)	0.50
27 Oct 19	Vazquez, Christopher	Correspond with internal team and third party subpoena respondents regarding timing of production (1.00)	1.00
27 Oct 19	Reisman, Steven	Attend to matters regarding extension of time in connection with Duff and Phelps subpoena and Davis Polk subpoena (.60); review emails and correspond with team regarding same (.60)	1.20
27 Oct 19	Rochester, Shaya J.	Attend to issues regarding DPW subpoena (.90); draft email to DPW regarding subpoena (.40); communications with S. Reisman regarding DPW subpoena (.40)	1.70
28 Oct 19	Stagman, David J.	Call with S.Rochester regarding subpoenas (.30); review Complaint and attached exhibits (3.10); analyze subpoenas to Davis Polk and Duff & Phelps (1.00); review email correspondence from counsels for Davis Polk and Duff & Phelps (.30); correspond with C. Vazquez regarding same (.30)	5.00
28 Oct 19	Vazquez, Christopher	Review correspondence with internal team regarding third party subpoenas (.30); correspond with D.	0.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586046
 Invoice Date: November 21, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
28 Oct 19	Rochester, Shaya J.	Stagman regarding third party subpoena productions (.30); correspondence with M. Gustafson regarding Duff & Phelps subpoena production (.30) Call with D. Stagman regarding DPW and Duff & Phelps subpoena (.30); attend to issues regarding Frontier (.20)	0.50
29 Oct 19	Reisman, Steven	Continued follow-up regarding service of subpoenas and obtaining of documentation (.70); review issues in connection with Frontier settlement agreement and follow-up regarding matters related to same (1.10)	1.80
30 Oct 19	Vazquez, Christopher	Correspond with team regarding Duff & Phelps third party subpoena (.30)	0.30
30 Oct 19	Rochester, Shaya J.	Attend to issues regarding DPW and Duff&Phelps subpoena (.20)	0.20
31 Oct 19	Stagman, David J.	Call with S.Rochester regarding subpoenas to Davis Polk and Duff & Phelps (.80); follow-up call with S.Rochester and C.Vazquez (.60); review docket (.50); review correspondence regarding "Project RITE" (.30); analyze Uniti's Motion to Dismiss Complaint, Uniti's Opposition to Indenture Trustee Motion to Strike, and Intervention Order (4.00); review email correspondence from C.Vazquez (.10)	6.30
31 Oct 19	Vazquez, Christopher	Correspond with S. Rochester, S. Reisman, and Davis Polk regarding upcoming meet & confer (.30); analyze call notes regarding Davis Polk subpoena requests (.30); conversation with S. Rochester and D. Stagman regarding DPW and D&P subpoenas (.60); review Windstream v. Uniti complaint and underlying facts/allegations (3.00); analyze defendant's partial motion to dismiss memorandum (1.90)	6.10
31 Oct 19	Thompson, Grace	Review previous research and recent pleadings in Uniti adversary proceeding and circulate to the team (.50); calls with S. Rochester on the same (.10)	0.60
31 Oct 19	Rochester, Shaya J.	Communications with team regarding meet and confer with Davis Polk (.30); review complaint against Uniti (.50); call with D. Stagman regarding DPW subpoena (.80); attend to follow-up (.80); attend to issues regarding Duff & Phelps subpoena (.40); prepare for meet and confer with DPW (1.00); call with C. Vazquez and D. Stagman regarding subpoenas (.60); call with G. Thompson regarding Uniti motions (.10)	4.50
TOTALS:			104.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Attorney or Assistant	Hours	Rate	Amount
44842 Reisman, Steven	10.90	1,220.00	\$13,298.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586046
 Invoice Date: November 21, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	24.50	965.00	\$23,642.50
44455	Ross, Terence P.	9.50	985.00	\$9,357.50
41782	Siena, Marie	0.30	200.00	\$60.00
34349	Stagman, David J.	11.30	880.00	\$9,944.00
44616	Thompson, Grace	11.40	450.00	\$5,130.00
43190	Vazquez, Christopher	36.50	515.00	\$18,797.50
	TOTAL:	104.40		\$80,229.50

Katten

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

575 Madison Avenue
New York, NY 10022-2585

November 22, 2019

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

Invoice No. 1301586048
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through October 31, 2019.....	\$622,901.50
Disbursements and other charges.....	\$25,200.00

CURRENT INVOICE TOTAL: \$648,101.50

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

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Oct 19	Larsen, Ryan	Finish review of S. Bandy deposition transcript (1.70); emails with attorneys regarding next steps and reference to production of documents (.70); review and analyze issues regarding Windstream/Charter IP address dispute (3.50)	5.90
01 Oct 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues for summary judgment motion (3.70)	3.70
01 Oct 19	Justus, Michael R.	Discuss summary judgment strategy with K. Lockhart (.30); discuss expert report with K. Lockhart (.60)	0.90
01 Oct 19	Convissar, Craig A.	Review complaint in the action (.90); research on elements and remedies available for North Carolina Uniform Deceptive Trade Practices Act (1.50); research on elements and remedies available for Georgia Uniform Deceptive Trade Practices Act (1.50); research on elements and remedies available for Nebraska Uniform Deceptive Trade Practices Act (1.50)	5.40
01 Oct 19	Lockhart, Kristin	Review and designate portions of transcript of P. Strickland deposition as AEO/confidential (3.30); draft email to client with documents in preparation for call with expert (.30); call with M. Justus to discuss summary judgment (.30); draft email to Charter counsel regarding outstanding items for discovery (.60); attend teleconference with expert and client regarding expert report (.90); discuss with M. Justus regarding outcome of call (.60); draft email to expert regarding Charter documents for report (1.00); review correspondence from expert regarding Charter documents and draft reply to same (.60)	7.60
01 Oct 19	Rochester, Shaya J.	Review Charter correspondence to Judge Drain regarding customer lists (.40); review correspondence regarding IP addresses (.40)	0.80
02 Oct 19	Larsen, Ryan	Research legal issues in Windstream/Charter IP address dispute (2.30); draft memorandum on the same (2.40)	4.70
02 Oct 19	Mazur, Julia L.	Conduct additional legal research regarding Lanham Act false advertising issues (.80)	0.80
02 Oct 19	Vazquez, Christopher	Review defendant objections to contention interrogatories (.60)	0.60
02 Oct 19	Justus, Michael R.	Confer with K. Lockhart regarding strategy for expert report and discovery issues (.20); consider strategy for summary judgment (.30)	0.50
02 Oct 19	Velez, Melissa	Designate confidential and attorneys' eyes only portions of Shonne Bandy transcript (2.70)	2.70
02 Oct 19	Lockhart, Kristin	Discuss with M. Justus regarding expert report (.30); discuss with expert and client regarding additional information for expert report (.60)	0.90
02 Oct 19	Rochester, Shaya J.	Review memo from R. Larsen regarding IP addresses (.20)	0.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Oct 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (.60)	0.60
03 Oct 19	Justus, Michael R.	Review documents produced by Charter (.30)	0.30
03 Oct 19	Lockhart, Kristin	Follow up with client regarding additional information for expert report (.30); review Charter documents for summary judgment brief (.90); review designation to S. Bandy deposition transcript and draft email regarding same (.90); investigate and review document production relevant to testimony of S. Bandy (.90); follow up with J. Auman regarding Interrogatories (.30); discuss with expert report on damages and draft email regarding same (.90); review email from G. Thompson regarding document production and reply to same (.30)	4.50
04 Oct 19	Justus, Michael R.	Review Kardos deposition transcript (.70)	0.70
04 Oct 19	Convissar, Craig A.	Research false advertising/unfair business practice laws in Georgia, North Carolina and Nebraska (3.30); discussions with T. Ross regarding same (.60)	3.90
04 Oct 19	Ross, Terence P.	Email exchange with C. Convissar regarding summary judgment (.30); review and provide comments on damages expert report (1.50); telephone conference with C. Convissar regarding summary judgment on state law causes of action (.30)	2.10
04 Oct 19	Lockhart, Kristin	Draft email to T. Ross regarding call with client for expert report (.90)	0.90
04 Oct 19	Thompson, Grace	Download and review new deposition transcript (1.50); revise calendar entries and coordinate with docketing (.30)	1.80
07 Oct 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (1.50); draft memo on the same (2.80)	4.30
07 Oct 19	Justus, Michael R.	Review Atkinson deposition transcript (2.60); review and comment on draft expert report (1.10); review Gunzel deposition transcript (0.70); discuss expert discovery issues with T. Ross and K. Lockhart (.90)	5.30
07 Oct 19	Ross, Terence P.	Review supporting data for expert report on damages (2.00); read and analyze draft expert report on damages (3.10); discussion with M. Justus and K. Lockart on the same (.90)	6.00
07 Oct 19	Lockhart, Kristin	Review expert report and circulate for comments (.90); discuss with M. Justus and T. Ross regarding expert report (.90); discuss with M. Justus regarding investigation (.30); discuss with expert call for October 8 (.30)	2.40
07 Oct 19	Thompson, Grace	Read and provide comments on expert damages report (1.50); call with S. Rochester regarding schedule for expert reports (.20)	1.70
07 Oct 19	Rochester, Shaya J.	Review and provide comments on Expert Report (1.00); call with G. Thompson regarding same (.20)	1.20
08 Oct 19	Mazur, Julia L.	Review additional caselaw regarding Lanham Act false	3.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
08 Oct 19	Justus, Michael R.	advertising issues (1.40); continue drafting memorandum on the same (1.50); call with T. Ross and M. Justus on research (.40)	4.80
08 Oct 19	Ross, Terence P.	Confer with T. Ross and K. Lockhart regarding summary judgment brief (.90); telephone call with expert (.50); review legal research summary regarding Lanham Act presumptions (.50); confer with J. Mazur and T. Ross regarding legal research (.40); prepare letter to Court requesting permission to file summary judgment motion (2.30); call with S. Rochester on the same (.20)	7.00
08 Oct 19	Lockhart, Kristin	Read and respond to email from J. Kingston regarding experts (.50); review summary judgment research (1.00); call with M. Justus and J. Mazur regarding same (.40); conference with K. Lockhart and M. Justus to discuss summary judgment motion (.90); telephone conference with damages expert to review draft expert report (1.00); follow up on information needed by experts for damages report (.70); review initial research equitable subordination (1.00); review and provide comments on tabular exhibits for damages report (1.50)	9.20
08 Oct 19	Thompson, Grace	Discuss with T. Ross and M. Justus regarding summary judgment (.90); attend teleconference with expert (1.00); review and provide comments on expert report (4.00); further review and provide comments on expert report (3.30)	4.40
08 Oct 19	Rochester, Shaya J.	Review Local and Chambers rules regarding expert reports (.30); review cases from complaint relevant to bankruptcy-related augment in Motion for Summary Judgment (.30); draft email to team on the same (.10); read email from K. Lockhart with research instructions on automatic stay section of Motion for Summary Judgment (.30); draft follow-up emails with questions (.30); research legal framework for equitable subordination (1.90); draft analysis on the same (1.20)	0.80
08 Oct 19	Lewis, Anne	Attend to issues regarding Expert Report (.60); call with M. Justus regarding letter concerning Motion for Summary Judgment (.20)	3.00
09 Oct 19	Vazquez, Christopher	Research case law in the 2nd Cir. regarding Lanham Act damages legal framework (3.00)	1.10
09 Oct 19	Justus, Michael R.	Review and provide comments on state law damages section of J. Jarosz Expert Report (1.10)	4.30
09 Oct 19	Ross, Terence P.	Revise letter to Court requesting permission to file summary judgment motion (2.20); review Charter's motion to remove case from bankruptcy court (1.00); discuss response strategy for Charter's motion with S. Rochester and K. Lockhart (.80); discuss summary judgment rules with T. Ross and K. Lockhart (.30)	7.60
		Read cases on equitable subordination sent by G.	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Oct 19	Lockhart, Kristin	Thompson (1.30); email to team regarding equitable subordination (.20); continue reviewing and providing comments on damages expert report (1.00); email exchange with opposing counsel regarding summary judgment (.50); review Charter Motion to Withdraw case out of Bankruptcy Court (.80); continue to read Charter Motion to Withdraw (1.30); conference with K. Lockhart regarding summary judgment rules (.30); review and consider exhibits to Charter Motion to Withdraw (1.50); multiple email exchanges among team relating to Charter Motion to Withdraw (.50)	4.50
09 Oct 19	Thompson, Grace	Review rules on summary judgment (.80); discuss same with M. Justus and T. Ross (.30); review rules on filing motions with court and requesting prior hearing (.60); draft email to Charter regarding the same (1.00); attend call with expert on damages (.60); call with G. Thompson regarding expert report (.20); call with S. Rochester and M. Justus regarding Charter's motion to withdraw (.80); call with G. Thompson regarding summary judgment schedule (.20)	5.00
09 Oct 19	Rochester, Shaya J.	Read and analyze Charter's Motion to Withdraw the Reference (.70); call with K. Lockhart regarding briefing schedule for Charter's motion (.20); coordinate with docketing department regarding scheduling (.20); research procedural rules on Motions to Withdraw the Reference (1.00); read and analyze Collier's section on the same (.70); call with K. Lockhart regarding expert report (.20); review rules and previous research regarding damages for automatic stay violations (.40); draft emails to K. Lockhart on the same (.20); review and provide comments on bankruptcy code related sections of expert report (.40); discussions and correspondence with the team regarding Charter's motion (.40); review rules for briefing schedule on previous briefs and upcoming summary judgment motion per K. Lockhart questions (.20); research precedent on opposition briefs against Motions to Withdraw the Reference (.40)	2.50
09 Oct 19	Lewis, Anne	Review Charter motion to withdraw the reference (.70); call with M. Justus and K. Lockhart on the same (.80); review and provide comments on letter regarding motion for summary judgment (1.00)	3.50
10 Oct 19	Rubin, Howard Robert	Continue researching case law in the 2nd Cir. regarding Lanham Act damages (3.50)	0.40
10 Oct 19	Smith, Robert T.	Analyze opposition to Charter motion to withdraw certain claims to federal district court (.40)	0.70
		Meet with T. Ross and M. Justus to discuss opposition to motion to withdraw adversarial bankruptcy proceeding from the bankruptcy court to the district court (.50); speak with E. Werlinger about drafting	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Oct 19	Justus, Michael R.	opposition (.20) Review Charter's motion to remove case from bankruptcy court and consider response strategy (2.80); call with team regarding strategy for response (1.30); meeting with T. Ross and R. Smith regarding opposition to Charter's motion (.50); correspond with T. Ross regarding expert report (.30); review letter to court requesting leave to file for summary judgment (.70); review and provide comments on expert report (1.70)	7.30
10 Oct 19	Werlinger, Eric T.	Participate in call with R. Smith regarding motion to withdraw (.20); exchange emails with team regarding the same (.10)	0.30
10 Oct 19	Convissar, Craig A.	Research on procedural requirements of bringing motion to withdraw bankruptcy reference in SDNY (1.00); email to team regarding same (.50); follow-up calls with K. Lockhart and G. Thompson (.30); review draft letter to court asking for permission to file summary judgment motion (.40)	2.20
10 Oct 19	Ross, Terence P.	Read emails relating to Motion to Withdraw (.50); email to K. Smith regarding Motion to Withdraw (.30); telephone conference with K. Smith regarding Motion to Withdraw (.20); read and edit letter to Judge Drain requesting leave to move for summary judgment (1.80); conference and telephone conference to discuss Motion to Withdraw (1.30); read and edit revised draft damages expert report (.70); consider possible changes to draft expert report on damages (1.20); email exchange with team regarding Motion to Withdraw (.30); conference with R. Smith and M. Justus regarding opposition to Motion to Withdraw (.50); finalize and arrange filing of letter to Judge Drain regarding summary judgment (.50); continue to review research on Motion to Withdraw (1.50); email exchange with M. Justus regarding expert report on damages (.30)	9.10
10 Oct 19	Lockhart, Kristin	Perform research on local rules of SDNY regarding motions (.30); review rules on declination of magistrate judge and bankruptcy rules regarding same (1.30); attend meeting call with T. Ross, M. Justus, G. Thompson and S. Rochester regarding Motion to Withdraw the Reference (1.30); calls with G. Thompson and K. Lockhart regarding SDNY rules for motion to withdraw (.30); further review and provide comments on expert report and draft email to T. Ross and expert regarding same (1.00); review correspondence from C. Convissar regarding SDNY rules (.30); discuss with S. Rochester regarding MSJ letter (.80); review MSJ letter (.80); prepare and finalize expert report (1.30)	7.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Oct 19	Thompson, Grace	Review SDNY District Court procedural rules regarding motions and jurisdiction (.50); attend call with team regarding Charter's Motion to Withdraw the Reference (1.30); discussion with S. Rochester on research (.40); review and analyze Windstream's chapter 11 schedule specifically regarding references in Charter's motion (.60); call with S. Rochester regarding the same (.40); prepare to file and file Request for Pre-Motion Conference Regarding Summary Judgment (.60); draft cover letter to court clerk & chambers regarding letter (.30); prepare and organize materials for S. Rochester regarding Charter's Motion to Withdraw the Reference (.30); calls with C. Convissar and K. Lockhart regarding Motion for Summary Judgment and Motion to Withdraw the Reference schedule (.30); read and analyze Colliers section regarding bankruptcy court jurisdiction (.80); research legal framework for core vs. non-core proceedings in bankruptcy court (1.10)	6.60
10 Oct 19	Rochester, Shaya J.	Prepare for call regarding withdrawal of the reference (.50); call with team regarding same (1.30); office conferences with G. Thompson on same (.40); attend to issues regarding core and non-core issues (1.30); communications with K. Lockhart regarding to Judge Drain regarding Motion for Summary Judgment and Expert Report (.80); review and provide comments on letter to Judge Drain regarding Motion for Summary Judgment (.30); finalize letter to Judge Drain regarding Motion for Summary Judgment for filing with the Court (.50); attend to response to Charter motion to withdraw the reference (.80); communications with team regarding Charter motion to withdraw the reference (.50); calls with G. Thompson regarding motion to withdraw the reference (.40)	6.80
10 Oct 19	Lewis, Anne	Continue researching and summarize 2nd Cir. case law related to damages in false advertising cases (2.00)	2.00
11 Oct 19	Larsen, Ryan	Prepare for call regarding research on IP address dispute with Charter (.50); call with S. Rochester and T. Ross on the same (.50)	1.00
11 Oct 19	Smith, Robert T.	Speak with E. Werlinger about opposition to motion to withdraw (.20); participate on conference call to discuss opposition to motion to withdraw (.40); draft correspondence to E. Werlinger with additional thoughts on opposition (.10)	0.70
11 Oct 19	Justus, Michael R.	Review and provide comments on expert report (1.80); finalize and serve expert report (.50); discuss expert report with T. Ross (.80); discuss expert report with expert (.70); confer with T. Ross and S. Rochester regarding strategy for response to Charter's motion to withdraw case (1.20); review caselaw regarding motion	7.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		to withdraw (1.40); review legal research regarding damages (.70)	
11 Oct 19	Werlinger, Eric T.	Participate in telephone conference with counsel for committee of unsecured creditors (.40); review and analyze motion for withdrawal and additional pleadings in adversary proceeding (1.70); discussion with R. Smith on the same (.20)	2.30
11 Oct 19	Convissar, Craig A.	Review of transcript from preliminary injunction hearing (.30)	0.30
11 Oct 19	Ross, Terence P.	Conference with M. Justus regarding draft expert damages report (.80); multiple email exchanges regarding Motion to Withdraw (.20); read Collier's regarding withdrawal (.70); email exchange with K. Smith regarding damages expert report (.30); finalize expert damages report (1.00); read Protective Order regarding AEO (.30); conference and telephone conference with S. Rochester and R. Larsen regarding return of IP addresses (.50); email to opposing counsel regarding summary judgment (.30); coordinate edits to expert damages report (.90); telephone conference with committee counsel regarding Motion to Withdraw (.40); finalize and serve expert report on damages (1.00); multiple emails relating to service of damages expert report (.30)	7.90
11 Oct 19	Thompson, Grace	Correspond with T. Ross and team regarding automatic stay and false advertisement claim in Windstream's TRO Motion (.40); prepare to serve expert witness report (.80); call with Committee counsel regarding Charter's Motion to Withdraw the Reference (.40); read and analyze cases cited by Charter in Memorandum of Law (1.60)	3.20
11 Oct 19	Rochester, Shaya J.	Discussions with team regarding Charter motion to withdraw the reference (1.20); review cases adjudication motion to withdraw the reference (.70); call with T. Ross and R. Larsen regarding IP address dispute (.50); call with D. Li regarding pre-motion conference and follow-up with team regarding same (.40); call with Morrison & Foerster regarding motion to withdraw the reference (.40)	3.20
12 Oct 19	Werlinger, Eric T.	Review and analyze background bankruptcy authorities provided by G. Thompson (1.10); analyze and draft high level summary of motion to withdraw (1.30)	2.40
12 Oct 19	Thompson, Grace	Review and organize materials related to Charter cases (.40); research legal framework for motions to withdraw the reference (2.80)	3.20
13 Oct 19	Smith, Robert T.	Review motion to withdraw claims from bankruptcy court (1.40); draft e-mail to E. Werlinger outlining possible response in opposition to motion (.90); review outline of opposition drafted by E. Werlinger (.50)	2.80
13 Oct 19	Werlinger, Eric T.	Correspond with R. Smith regarding motion for	4.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		withdrawal (.50); review and analyze Charter's motion (2.40); review cases and secondary sources transmitted by G. Thompson (1.30); review memoranda prepared by G. Thompson (.40)	
13 Oct 19	Thompson, Grace	Draft analysis regarding legal framework for core and non-core proceedings (2.10); call with S. Rochester regarding the same (.20); email the team regarding the same (.10); revise research and analysis based on feedback from S. Rochester (2.90)	5.30
13 Oct 19	Rochester, Shaya J.	Research issues regarding withdraw of reference and core and non-core matters (1.00); call with G. Thompson on the same (.20)	1.20
14 Oct 19	Larsen, Ryan	Draft memorandum for client regarding Charter IP address dispute (1.50); emails with attorneys regarding same and call with client (.30)	1.80
14 Oct 19	Smith, Robert T.	Speak with E. Werlinger about opposition to motion to withdraw (.40); draft e-mail to T. Ross analyzing arguments for opposition to motion to withdraw (.60); review and analyze Charter's motion for judgment on the pleadings on Counts VI and VII (2.50)	3.50
14 Oct 19	Justus, Michael R.	Review Charter's motion to withdraw reference and case law (2.20); consider strategy for response brief (1.60); review Charter's motion for judgment on the pleadings (1.00)	4.80
14 Oct 19	Werlinger, Eric T.	Review and analyze key cases cited in Charter's opening brief (2.70); summarize the same (1.90); revise outline to reflect review of cases (1.00); conduct legal research regarding mandatory withdrawal of bankruptcy reference (2.40); discuss opposition brief with R. Smith (.40)	8.40
14 Oct 19	Convissar, Craig A.	Review G. Thompson research regarding core and non-core bankruptcy issues/cases (.50); conduct independent research regarding same (.60)	1.10
14 Oct 19	Ross, Terence P.	Read research and memo and cases proposed by G. Thompson regarding motions to withdraw (2.00); read and respond to email from R. Smith outlining arguments in opposition to Motion to Withdraw (.50); multiple emails with C. Keith and others regarding IP address problem (.50); read Charter Motion for Judgment on Pleadings and supporting papers (2.70); multiple emails to G. Thompson regarding same (.30)	6.00
14 Oct 19	Thompson, Grace	Continue researching legal framework for motions to withdraw the reference (1.70); analyze and draft memorandum to team on the same (1.30); read and analyze Charter's Motion for Judgment on the Pleadings and to Dismiss (.40); correspond with T. Ross regarding the same (.30)	3.70
15 Oct 19	Smith, Robert T.	Review correspondence discussing strategy on opposition to motion to withdraw (.70)	0.70
15 Oct 19	Justus, Michael R.	Review response letter and other filings by Charter	4.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.60); prepare counterarguments to motion to withdraw reference (.70); confer with T. Ross and K. Lockhart regarding Charter's motion for judgment on the pleadings (.50); confer with E. Werlinger regarding response to Charter's motion to withdraw reference (.90); attend teleconference with Court regarding summary judgment scheduling (.20); confer with T. Ross and K. Lockhart regarding summary judgment strategy (.60); correspond with counsel for RAPP regarding deposition transcript (.20); outline summary judgment arguments (.60)	
15 Oct 19	Werlinger, Eric T.	Conduct legal research regarding standard for mandatory withdrawal of reference (1.80); review research memos regarding core v non-core proceedings (.90); discuss with M. Justus appealability of Judge Drain's ruling regarding characterization of adversary proceeding (.90); conduct legal research regarding timing of objection to bankruptcy court reference (3.00)	6.60
15 Oct 19	Ross, Terence P.	Review and consider draft IP addresses issue summary and email exchange with R. Larsen regarding same (1.00); telephone conference with G. Thompson regarding Motion to Withdraw (.30); email to opposing counsel regarding extension (.30); email exchange with J. Jarosz regarding deposition (.20); telephone conference with G. Thompson regarding coordinating with Chambers on call (.30); consider response to Motion for Judgment (.80); email exchange with opposing counsel regarding Chambers call (.30); email to G. Thompson to set up call with Chambers (.20); review cases on who determines whether it is a core or non-core bankruptcy issue (.50); conference with M. Justus and K. Lockhart regarding Motion for Judgment on Pleadings (.50); prepare for call with Judge Drain on leave to file summary judgment (.70); review and edit letter to Judge Karas regarding extension of time to opposition Motion to Withdraw (.50); conference and telephone conference with Court to set hearing date for Summary Judgment and grant leave to file said motion (.20); conference with M. Justus and K. Lockhart regarding briefing schedule on summary judgment (.60); read and respond to K. Smith email regarding schedules (.50); read cases cited by Charter in Motion for Judgment on Pleadings (1.50)	8.40
15 Oct 19	Lockhart, Kristin	Review correspondence regarding Motion to Withdraw and Motion for Judgment on the Pleadings (.90); review and serve verification to Charter Fifth Set of Interrogatories (.60); research issues related to joint 26(f) reports (1.60); attend teleconference with Judge Drain (.20); discuss with M. Justus and T. Ross	5.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding motion for summary judgment (.60); report to client on Charter new motion and draft email regarding 7.1 Disclosure (.60); draft email to T. Ross regarding confidentiality designation (.60); discussion with T. Ross and M. Justus regarding motion for summary judgment on pleadings (.50); calls with K. Lcokhart regarding summary judgment teleconference (.30)	
15 Oct 19	Thompson, Grace	Call with T. Ross regarding request for extension for Windstream's opposition to Charter's Motion to Withdraw the Reference (.30); continue research regarding permissive withdrawal of the reference (2.10); call with T. Ross regarding summary judgment conference (.30); calls with Chambers coordinating summary judgment teleconference (.30); draft email to Judge Drain regarding the same (.30); discussions with K. Lockhart on the same (.30); correspond with T. Ross regarding extension for Windstream's opposition to Charter's Motion to Withdraw the Reference (.30); research Local and Chambers rules regarding the same (.50); draft letter to Chambers requesting extension (.50); coordinate with internal team regarding revisions and submission of the same (.30); research legal framework for scheduling order vs. discovery plan issues (.60); draft notice of appearance for T. Ross for district court proceeding (.50); research documents required in district case proceedings (.80); attend pre-summary judgment telephonic conference with Judge Drain and Charter counsel (.20); draft email to E. Werlinger regarding discovery disputes and gather materials regarding the same (.30); continue research on permissive withdrawal of the references (2.40); further revise analysis and memorandum on the same (2.10)	12.10
15 Oct 19	Rochester, Shaya J.	Review email correspondence regarding motion to withdraw the reference (.40)	0.40
16 Oct 19	Greer, John	Advise regarding information, procedures, format and filing with regard to Notices Of Appearance, Change Of Attorney Address, Motion to Withdraw as Counsel of Record, Extension of Time, FRCP 7.1 Statement and Pro Hac Vice Applications (.80); provide Rules and sample documents in the usdc-sdny (.20)	1.00
16 Oct 19	Greer, Steven M.	Electronically file notice of appearance for T. Ross and letter motion to Judge Karas for extension of time to file opposition to motion to withdraw the reference, USDC - SDNY (.40)	0.40
16 Oct 19	Justus, Michael R.	Review legal research memo regarding Charter's motion to withdraw reference (.50); discuss strategy for response to Charter's motion to withdraw reference with G. Thompson and E. Werlinger (.40); prepare	2.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Oct 19	Werlinger, Eric T.	outline of summary judgment arguments (1.60) Conduct legal research regarding appealability and core proceeding issues under the Bankruptcy Code (1.50); prepare analysis regarding the same for Windstream team (1.10); conduct legal research and prepare outline of opposition to Charter's motion to withdraw (1.80); call with G. Thompson and M. Justus regarding same (.40)	4.80
16 Oct 19	Ross, Terence P.	Revise and edit Notice of Appearance and extension "letter-motion" (.80); email exchange with S. Rochester regarding letter to Judge Karas (.30); follow-up on Notice of Appearance (1.00); email exchange with opposing counsel regarding deadlines (.40); prepare for call regarding IP addresses (.70); telephone conference with client regarding IP addresses (.50); email from C. Keith regarding IP addresses (.30); review rules regarding briefing schedules on summary judgment (.50); multiple emails and research regarding Rule 7.1 Statement (1.00); conference with K. Lockhart and telephone conference with S. Rochester and G. Thompson regarding Rule 7.1 Statement (.80); draft and send email regarding summary judgment schedule (.50); outline Summary Judgment Motion (1.80)	8.30
16 Oct 19	Lockhart, Kristin	Draft email to client regarding Rule 7.1 Disclosure Statement (.90); discuss with G. Thompson, S. Rochester and T. Ross regarding the Rule 7.1 Disclosure Statement (.80); revise same (1.20); additional discussions with G. Thompson regarding Rule 7.1 Disclosure Statement revisions (.30)	3.20
16 Oct 19	Thompson, Grace	Review drafts and prepare to file Notice of Appearance for T. Ross (.50); draft cover letter and prepare deposition for distribution to RAPP (.50); coordinate district court change of address issues for T. Ross (.30); draft 7.1 disclosure (.50); discussions with K. Lockhart on the same (.30); review correspondence from client regarding the same (.30); draft Notice of Appearance for S. Rochester (.40); call with S. Rochester, T. Ross and K. Lockhart regarding Rule 7.1 Disclosure (.80); revise and prepare to file letter-motion requesting extension (.60); review rules regarding summary judgment briefing schedule (.30); correspond with team on the same (.30); call with S. Rochester regarding previous research on automatic stay violations and issues raised in Charter's Motion to Dismiss (.30); correspond with NY and LA docketing regarding new deadlines and filing requirements (.30); discussion with M. Justus and E. Werlinger regarding motion to withdraw the reference (.40)	5.70
16 Oct 19	Rochester, Shaya J.	Attend to various issues regarding motion to withdraw	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		the reference and motion for judgment on the pleadings (.80); call with G. Thompson regarding automatic stay research (.20); call with G. Thompson, K. Lockhart and T. Ross regarding motion to withdraw the reference and Rule 7.1 disclosure (.80)	
17 Oct 19	Greer, John	Advise regarding FRCP 7.1 Statement with regard to Corporate parents and Affiliates (.20); arrange for delivery of courtesy copies to Karas, J. and McCarthy, M at the usdc-sdny (.10)	0.30
17 Oct 19	Greer, Steven M.	Electronically file Rule 7.1 corporate disclosure statement, USDC - SDNY (.30)	0.30
17 Oct 19	Werlinger, Eric T.	Conduct research and analyze cases regarding withdrawal of Lanham Act cases (3.70); outline argument regarding the same (1.40); conduct research and analyze cases regarding false advertisingl and automatic bankruptcy stay (1.40); correspond with G. Thompson regarding the same (.40)	6.90
17 Oct 19	Mazzeo, Peter	Deliver courtesy copies of FRCP 7.1 Statement to Judge Karas and Magistrate McCarthy at the United States District Court for the Southern District of New York (1.30)	1.30
17 Oct 19	Convissar, Craig A.	Additional review of preliminary injunction hearing testimony (.50); review of motion to dismiss (.50); review of opposition letter regarding pre-summary judgment motion conference (.20)	1.20
17 Oct 19	Ross, Terence P.	Continue drafting opposition to Motion for Judgment (2.00)	2.00
17 Oct 19	Ross, Terence P.	Read email from K. Smith (.20); prepare to file summary judgment briefing schedule with Court (.50); follow-up on outstanding discovery issues (1.10); conference with K. Lockhart regarding same (.30); review and approve revised Rule 7.1 Statement (.30); review and discuss with team S. Reisman withdrawal (.40); review endorsed order extending time to file opposition (.20); email to K. Smith regarding extension of time (.30); continyue drafting opposition to Motion for Judgment on Pleadings (1.00)	4.30
17 Oct 19	Lockhart, Kristin	Discuss with T. Ross regarding outstanding items from Windstream discovery(.30); follow-up with client regarding various matters for court filings (.70); revise corporate disclosure statement (.60); draft letter to J. Auman regarding deposition transcript and review thereof (.60); receive correspondence from client regarding percentage of offerings of Kinetic (.30); review correspondence from client regarding offerings of Kinetic (.60)	3.10
17 Oct 19	Thompson, Grace	Draft email to T. Ross regarding the same (.30); research precedent on Notices of Withdrawal (.30); draft Notice of Withdrawal for S. Reisman (1.00); coordinate with team and prepare to file 7.1 Corporate	3.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Statement (.60); discussions with docketing teams regarding the same (.30); draft email to C. Convissar regarding case updates (.30); coordinate with M. Justus and staff regarding pro hac vice requirements for district court (.20); discussions with T. Ross and S. Rochester regarding notice of appearance and withdrawal of counsel (.40); review proofs of claims filed by Charter in bankruptcy case (.30); correspond with E. Werlinger regarding automatic stay research (.20)	
17 Oct 19	Rochester, Shaya J.	Attend to issues regarding notices of appearance and withdrawal (.40)	0.40
18 Oct 19	Greer, Steven M.	Electronically file notice of appearance for S. Rochester, USDC - SDNY (.30)	0.30
18 Oct 19	Justus, Michael R.	Analyze arguments for opposition to Charter's motion to withdraw reference (.90); discuss opposition brief with E. Werlinger (.30); prepare arguments for summary judgment brief (.70)	1.90
18 Oct 19	Werlinger, Eric T.	Conduct research and analyze cases regarding permissive withdrawal arguments raised by Charter (3.30); outline argument responding the Charter's permissive withdrawal argument (2.80); discuss Windstream's Lanham Act argument with M. Justus (.30); conduct additional research regarding the same (.80)	7.20
18 Oct 19	Ross, Terence P.	Continue drafting opposition to Motion to Withdraw (3.30); multiple emails regarding S. Reisman withdrawal (.50); work on IP address issue (.50); read and analyze expert reports served by Charter (4.00)	8.30
18 Oct 19	Thompson, Grace	Coordinate with docketing regarding ECF alerts (.30); draft email to E. Werlinger regarding discovery dispute history (.40); draft email to E. Werlinger regarding unredacted copies of key pleadings (.20); draft emails to E. Werlinger and S. Rochester regarding Charter's proofs of claims in bankruptcy (.40); prepare and organize materials related to Charter's proofs of claims (.20); review emails from team regarding S. Reisman withdrawal (.30); prepare to file S. Rochester notice of appearance (.30); review Charter's expert witness reports (.40)	2.50
18 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential dispute regarding IP addresses (.20)	0.20
19 Oct 19	Rochester, Shaya J.	Attend to issues regarding expert reports and subpoenas (.50)	0.50
20 Oct 19	Sieger, John P.	Call with S. Rochester regarding objection to motion to withdraw reference (.20)	0.20
20 Oct 19	Werlinger, Eric T.	Draft introduction of opposition to Charter's motion to withdraw the reference (2.30); research and draft factual background (2.10); research mandatory withdrawal argument (1.50); draft brief section on the	7.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (2.00)	
21 Oct 19	Greer, John	Research and provide sample documents including motion, declaration and memorandum of law with regard to preclude expert testimony and motion in limine in the usdc-sdny (.40)	0.40
21 Oct 19	Greer, John	File via ECF Motion to Withdraw S. Reisman as Counsel of Record and file via ECF proposed Order in the usdc-sdny (.30)	0.30
21 Oct 19	Larsen, Ryan	Review and analyze R. Borders expert witness report for potential deposition (1.50)	1.50
21 Oct 19	Justus, Michael R.	Review Charter's expert reports and comment on same (1.60)	1.60
21 Oct 19	Werlinger, Eric T.	Research and revise argument regarding mandatory withdrawal of Lanham Act claims (4.00); research and draft permissive withdrawal argument (3.40); review and revise background and introduction (2.50)	9.90
21 Oct 19	Ross, Terence P.	Consider how to respond to Charter expert reports (.80); email to K. Smith regarding Charter expert reports (.30); read supporting exhibits to Charter expert reports (1.00); read email from K. Lockhart relating to Charter experts (.30); outline Motion to Strike Charter expert reports (1.30); review research on Motion to Strike Expert Reports (2.00)	5.70
21 Oct 19	Lockhart, Kristin	Review expert reports provided by Charter and draft email to T. Ross regarding same (1.30); exchange correspondence with client regarding exchanges with Kinetic TV offering and draft email to Charter regarding same (.90); collect documents for expert report to send to Charter (1.60); draft email to Charter regarding relied upon documents in expert report (.30); send signature pages to Charter for Bandy and Strickland (.30); draft email regarding documents in expert report to Charter (.60); draft email regarding outstanding items from 30(b)(6) to Charter (.30)	5.30
21 Oct 19	Thompson, Grace	Prepare to file withdrawal of S. Reisman from District Court case (.50); research legal framework for enforcement of Rule 26(f) reports (3.10); research legal framework on exclusion of expert reports (2.90)	6.50
22 Oct 19	Greer, John	Speak with the usdc-sdny regarding names and addresses of Katten attorneys for Windstream (.40)	0.40
22 Oct 19	Larsen, Ryan	Review and analyze H. Ostberg expert report for potential deposition (2.00)	2.00
22 Oct 19	Smith, Robert T.	Edit opposition to motion to withdraw (.60)	0.60
22 Oct 19	Justus, Michael R.	Revise correspondence to Charter regarding expert reports (.30); revise correspondence to Court regarding motion to strike Charter expert reports (1.20); revise correspondence to Charter regarding supplemental discovery responses (.30)	1.80
22 Oct 19	Werlinger, Eric T.	Review and revise argument regarding jury demand (2.80); review brief and circulate copy to R. Smith for	5.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review (2.40); call with G. Thompson regarding Charter Proofs of claim (.20)	
22 Oct 19	Ross, Terence P.	Draft "meet and confer" email to opposing counsel regarding late expert reports (.80); draft letter to Judge Drain regarding late Charter expert reports (2.10); email exchanges with G. Thompson on the same (.40); edit and revise letter to Judge Drain regarding late Charter expert reports (2.30); finalize letter to Judge Drain regarding late Charter expert reports (1.00); address issues in S.D.N.Y. regarding Motion to Withdraw (.30); continue reviewing and revising opposition to Motion to Withdraw (1.80)	8.70
22 Oct 19	Lockhart, Kristin	Review draft emails to Charter regarding expert reports as untimely (.60); finalize and draft email to Charter regarding materials in Jarosz report (.30); draft email to Charter regarding order to produce unredacted documents in camera (.60); review letter to Chambers regarding motion to strike expert reports (.60); review J. Auman 30(b)(6) transcript (.60); review Order on motion to withdraw (.30); review files for unredacted transcripts of customer calls (.30)	3.30
22 Oct 19	Thompson, Grace	Correspond with T. Ross regarding details regarding discovery dispute and expert report (.40); prepare to file and coordinate filing of Windstream's letter requesting telephonic conference regarding expert reports (.50); revise T. Ross change of address form (.30); correspond with team on the same (.20); discussions with docketing team regarding district court filing procedures (.20); correspond with team on the same (.20); call with E. Werlinger regarding Charter's proofs of claim and opposition to motion to withdraw the reference (.20); perform follow-up research on the same (.50)	2.50
22 Oct 19	Rochester, Shaya J.	Review correspondence regarding Charter late-filed experts reports and letter to strike (.70)	0.70
23 Oct 19	Greer, Steven M.	Electronically file notice of change of address for T. Ross, USDC - SDNY (.30)	0.30
23 Oct 19	Sieger, John P.	Review and revise draft brief and emails with S. Rochester as to same and original motion (.90)	0.90
23 Oct 19	Larsen, Ryan	Review and analyze H. Ostberg expert report and appendices for potential deposition (1.80)	1.80
23 Oct 19	Smith, Robert T.	Review and revise opposition to motion to withdraw (1.40)	1.40
23 Oct 19	Justus, Michael R.	Discuss expert strategy with T. Ross (.20); correspond with potential experts (.40); review response to letter-motion filed by Charter (.90); review and revise opposition brief to Charter's motion to withdraw reference (2.10)	3.60
23 Oct 19	Werlinger, Eric T.	Review and revise brief following edits and comments from R. Smith (2.20)	2.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
23 Oct 19	Convissar, Craig A.	Review Windstream letter to court requesting emergency conference regarding discovery dispute (.40); review Charter letter in response to Windstream's request (.40)	0.80
23 Oct 19	Ross, Terence P.	Conference with K. Lockhart regarding redacted documents (.30); read email from E. Werlinger regarding opposition to Motion to Withdraw (.30); read first draft of opposition to Motion to Withdraw (1.50); work on finding rebuttal experts (2.80); confer with M. Justus regarding expert reports (.20)	5.10
23 Oct 19	Lockhart, Kristin	Review underlying data from Charter and draft email to expert regarding same (.60); compile unredacted documents for courts in camera review (2.30); discussion with T. Ross regarding same (.30); review email correspondence regarding deadlines in 26(f) report (1.10); call with G. Thompson regarding 26(f) report emails (.20)	4.50
23 Oct 19	Thompson, Grace	Review latest draft of Opposition to Motion to Withdraw the Reference (1.00); prepare to file change of address for T. Ross (.20); review rules for filing opposition to motion to withdraw the reference (.80); read and analyze Charter's response to Windstream's telephonic conference request (.40); discuss with K. Lockhart regarding Rule 26(f) Report June emails (.20); review and analyze June correspondence related to Rule 26(f) Report discussions (2.10)	4.70
23 Oct 19	Rochester, Shaya J.	Initial review of objection to motion to withdraw the reference (.30); review Charter letter to court regarding expert reports (.50)	0.80
24 Oct 19	Sieger, John P.	Emails with team regarding revised brief and additional revisions (.20)	0.20
24 Oct 19	Vazquez, Christopher	Review recent letters to the Court regarding expert discovery dispute (.50); review Charter's expert reports (.80); review depositions of E. Walker and A. Sites (1.00)	2.30
24 Oct 19	Justus, Michael R.	Correspondence with client and potential experts (.30); review and revise opposition to Charter's motion to withdraw reference (3.40); review deposition transcripts for use in summary judgment motion (2.70)	6.40
24 Oct 19	Velez, Melissa	Research caselaw regarding Rule 26 joint report related to discovery deadlines (2.60)	2.60
24 Oct 19	Werlinger, Eric T.	Review and analyze comments to brief from M. Justus (.80); work with K. Lockhart and G. Thompson to build plan to fill in factual citations and prepare potential affidavits (1.40); correspond with entire team regarding the same (.60); research and review local rules regarding the same (1.10)	3.90
24 Oct 19	Convissar, Craig A.	Review draft of opposition to motion to withdraw bankruptcy reference for background (1.50)	1.50
24 Oct 19	Ross, Terence P.	Edit and revise opposition to Motion to Withdraw	11.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(4.50); continue to edit and revise opposition to Motion to Withdraw (6.50)	
24 Oct 19	Lockhart, Kristin	Review local rules for motion in SDNY (.30); draft email to T. Ross regarding unredacted documents (.60); attend teleconference with E. Werlinger and G. Thompson regarding citations and factual statements in opposition brief (1.40); review research from G. Thompson and M. Velez regarding stipulations (1.00); conduct legal research of stipulation (3.40)	6.70
24 Oct 19	Thompson, Grace	Review rules related to filing oppositions in district court (.60); draft email to team on the same (.20); continue reviewing June correspondence related to Rule 26(f) Report discussions (1.20); review research on joint 26(f) reports by M. Velez (.40); perform follow-up research on the same (.40); calls and emails with E. Werlinger and K. Lockhart regarding opposition to motion to withdraw the reference (1.40); review documents produced by Charter and Windstream (1.10); draft email to Morrison & Foerster regarding the same (.30); research rules related to Rule 29 stipulations (.40); draft email to K. Lockhart on the same (.20); review and analyze confidentiality provisions in Charter-Windstream contract (.40); revise case calendar and associated documents (.20)	6.80
24 Oct 19	Rochester, Shaya J.	Communications with team regarding scheduling telephonic conference regarding expert dispute (.50); attend to issues regarding opposition to motion to withdraw the reference (.30); review and provide comments on objection to motion to withdraw the reference (2.70)	3.50
25 Oct 19	Greer, John	Advise regarding information and procedure to obtain sealing order and for filing documents under seal and/or redacted (.40)	0.40
25 Oct 19	Greer, Steven M.	Electronically file notice of change of address for S. Rochester, USDC - SDNY (.30)	0.30
25 Oct 19	Sieger, John P.	Emails with drafting team regarding revisions to opposition brief (.20); reviewed turn of brief (.20); emails with G. Thompson as to filing protocols (.10)	0.50
25 Oct 19	Larsen, Ryan	Review and analyze R. Borders expert report regarding potential deposition (2.00)	2.00
25 Oct 19	Vazquez, Christopher	Discussion with M. Justus regarding statement of facts appendix to summary judgment brief (.30); review facts section of Windstream's memorandum of law in support of preliminary injunction (.60)	0.90
25 Oct 19	Justus, Michael R.	Discuss expert discovery issues with S. Rochester and T. Ross (.80); review revisions to opposition brief to Charter's motion to withdraw reference (.80); discuss arguments for opposition to motion to withdraw reference with E. Werlinger (.80); review deposition transcripts for use in summary judgment motion (1.20);	8.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review four additional expert reports served by Charter (4.50); call with C. Vazquez regarding summary judgment statement of facts (.30)	
25 Oct 19	Werlinger, Eric T.	Research questions from M. Justus and S. Rochester regarding opposition to mandatory withdrawal (1.80); retrieve cases cited in brief for T. Ross (.40); review and analyze comments to brief from T. Ross (.90); discussion with M. Justus regarding feedback on opposition brief (.80); correspond with K. Lockhart and G. Thompson regarding confidentiality and sealing (.30)	4.20
25 Oct 19	Convissar, Craig A.	Call with S. Rochester regarding preparation for depositions next week (.30); review Borders expert report disclosed by defendant (.80); review Ostberg expert report disclosed by defendant (.80)	1.90
25 Oct 19	Ross, Terence P.	Edit and revise opposition to Motion to Withdraw (3.90); telephone conference with S. Rochester and M. Justus regarding expert depositions (.80); read new cases to use in opposition to Motion to Withdraw (.80); read additional cases for opposition to Motion to Withdraw (1.30); continue to revise and edit opposition to Motion to Withdraw (4.00); emails to team regarding same (.40)	11.20
25 Oct 19	Lockhart, Kristin	Review redacted transcripts (.20); discuss same with T. Ross (.80); review Protective Order and local rules regarding filing a sealed paper in SDNY and verify Protective Order and draft email regarding same (1.00); exchange correspondence regarding sealing and confidentiality (.30); review opposition regarding expert reports (.90)	3.20
25 Oct 19	Thompson, Grace	Pull documents and draft email to T. Ross regarding hearing transcripts and as-filed pleadings (.50); prepare to file change of address for S. Rochester in district court (.50); perform additional research regarding filing rules for opposition to motion to withdraw the reference (.70); draft emails to S. Rochester and team regarding the same (.20); correspond with K. Lockhart and E. Werlinger regarding confidentiality and bankruptcy protective order (.30); call with S. Rochester regarding opposition to motion to withdraw (.20)	2.40
25 Oct 19	Rochester, Shaya J.	Attend to issues regarding depositions of expert witness (.20); call with M. Justus and T. Ross regarding depositions and motion to withdraw the reference (.80); attend to follow-up (.20); call with C. Convissair regarding expert depositions and attend to follow-up (.30); call with G. Thompson regarding objection to motion to withdraw the reference (.20); attend to issues regarding depositions of expert witnesses (.20); attend to issues regarding motion to	2.10

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		withdraw the reference (.20)	
26 Oct 19	Justus, Michael R.	Review rebuttal expert reports served by Charter (2.20); prepare for expert deposition (1.60)	3.80
26 Oct 19	Convissar, Craig A.	Review and annotate Kamin rebuttal expert report (2.00)	2.00
26 Oct 19	Rochester, Shaya J.	Correspond with team regarding deposing Charter expert witnesses (.50)	0.50
27 Oct 19	Sieger, John P.	Review and revise brief in opposition to withdrawal of the reference (.50)	0.50
27 Oct 19	Ciani, Mark T.	Review complaint and expert reports (1.80); prepare outline for Borders deposition (1.60)	3.40
27 Oct 19	Justus, Michael R.	Review and revise opposition to Charter's motion to withdraw reference (1.70); review rebuttal expert reports served by Charter (2.80); discuss strategy for expert depositions with T. Ross and S. Rochester (.70); prepare for Ostberg deposition (1.20)	6.40
27 Oct 19	Werlinger, Eric T.	Conduct legal research to fill in missing citations in opposition brief (3.70)	3.70
27 Oct 19	Convissar, Craig A.	Review Borders affirmative report (1.70); review Jarosz expert report and Borders' rebuttal report (1.40); begin outlining potential deposition questions and exhibits (1.50)	4.60
27 Oct 19	Ross, Terence P.	Multiple email exchanges relating to depositions of Charter "rebuttal" expert witnesses (1.30); call with M. Justus and S. Rochester regarding same (.70)	2.00
27 Oct 19	Rochester, Shaya J.	Correspond with team regarding expert witness depositions (.90); communications with team regarding Borders deposition (.80); call with T. Ross and M. Justus regarding expert depositions (.70)	2.40
28 Oct 19	Sieger, John P.	Review and revise brief in opposition to withdrawal of reference (.70); emails with S. Rochester as to same (.20)	0.90
28 Oct 19	Larsen, Ryan	Review and analyze Charter expert reports for issues relevant to depositions (3.00); draft outline of deposition (2.40); plan exhibits for deposition (1.40)	6.50
28 Oct 19	Smith, Robert T.	Review and provide comments on latest version of opposition to motion to withdraw (.80)	0.80
28 Oct 19	Ciani, Mark T.	Review expert reports and relevant documents (3.50); draft outline for deposition (3.10); call with C. Convissar regarding same (.20)	6.80
28 Oct 19	Vazquez, Christopher	Correspond with K. Lockhart regarding upcoming depositions (.30); draft statement of undisputed facts in support of summary judgment motion (1.30)	1.60
28 Oct 19	Wakolbinger, Jeffrey A.	Review preliminary-injunction briefing and expert report of J. Jarosz in preparation for taking deposition of M. Kardos (2.40)	2.40
28 Oct 19	Justus, Michael R.	Review rebuttal expert reports (2.20); continue outlining Ostberg deposition (2.50); plan exhibits for Ostberg deposition (1.50); meet with K. Lockhart regarding same (.60)	6.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
28 Oct 19	Werlinger, Eric T.	Review and revise argument regarding Charter's mischaracterization of Windstream's Lanham Act claim in response to comments from T. Ross (3.30); fill in citations in the brief (1.10); review factual authority regarding propositions of fact in background (2.30); review local rules regarding logistics for filing the brief (1.00); call with G. Thompson regarding confidentiality rules (.20)	7.90
28 Oct 19	Convissar, Craig A.	Call with M. Ciani regarding deposition preparation (.20); review and annotate Borders rebuttal report to prepare for deposition (3.90); research legal issues raised (1.10); review M. Ciani draft outline and edit with proposed additional questions (.70)	5.90
28 Oct 19	Ross, Terence P.	Review our expert's comments on Charter expert reports (1.00); revise and edit new draft of opposition to Motion to Withdraw (1.00); address multiple issues relating to Charter rebuttal expert reports (2.00); read TRO and PI hearing transcripts to find quotes for opposition to Motion to Withdraw (.90); edit Opposition to Motion to Withdraw (1.80); email to K. Smith regarding depositions of experts (.30); email to K. Smith regarding Opposition to Motion to Withdraw (.20); edit and revise Opposition to Motion to Withdraw (2.20); call with S. Rochester regarding same (.30); telephone conference with J. Kingston regarding J. Jarosz deposition (.30); read edits to Opposition to Motion to Withdraw suggested by S. Rochester and provide comments (1.30); call with S. Rochester regarding same (.30); discussion with K. Lockhart regarding expert depositions (.70)	12.30
28 Oct 19	Lockhart, Kristin	Review expert reports for documents not previously produced (.90); discuss with T. Ross regarding deposition scheduling of experts (.70); draft email regarding same (1.30); call with C. Vazquez regarding expert depositions (.30); draft notices of deposition for Ostberg, Border and Kamin (1.60); coordinate scheduling for depositions (1.00); review and circulate documents relied upon by Charter experts (.90); follow up with J. Auman regarding errata sheet (.30); discuss with M. Justus regarding expert deposition (.60); service notices of deposition on Charter (.30); add citations to withdraw opposition (.90); review potential marketing experts for direct marketing rebuttal of Borders (1.00); review and respond to email from G. Thompson regarding contract confidentiality (.60)	10.70
28 Oct 19	Thompson, Grace	Review and pull documents cited by Charter experts in report (.30); edit citations in opposition to motion to withdraw reference (.30); review rules related to transcription services (.30); draft email to T. Ross on the same (.20); draft pro hac vice application for	4.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Michael Justus (.50); call with E. Werlinger regarding confidentiality provisions and Protective Order (.20); pull citations for brief (1.00)	
28 Oct 19	Rochester, Shaya J.	Attend to issues regarding Borders and Kardos deposition (1.00); attend to issues regarding motion to withdraw the reference (.50); call with T. Ross regarding depositions of expert witnesses (.30); call with T. Ross regarding motion to withdraw the reference (.30); follow-up regarding same (.30); attend to issues regarding depositions of Borders and Kardos (1.00); attend to issues regarding teleconference on request to strike expert reports (.40); review and provide comments on objection to motion withdraw the reference (1.80)	5.60
29 Oct 19	Greer, John	Troubleshoot e-filing issues with e-filing clerk at the usdc-sdny regarding FRCP 7.1 Statement (.30)	0.30
29 Oct 19	Greer, Steven M.	Attempt to file Rule 7.1 corporate disclosure statement while inputting over 200 affiliates of Windstream (2.00)	2.00
29 Oct 19	Sieger, John P.	Review opposition brief (.30); conference with S. Rochester as to same and summary judgment issues (.20); review discovery filings (.30)	0.80
29 Oct 19	Sieger, John P.	Emails with S. Rochester regarding Charter arguments (.20)	0.20
29 Oct 19	Larsen, Ryan	Review and analyze Jarosz comments to J. Kamin expert witness report (2.00); correspond with team regarding same (.50); continue reviewing Charter's expert reports (2.10); continue preparing deposition outline (2.90)	7.50
29 Oct 19	Ciani, Mark T.	Draft outline of R. Borders deposition (2.30); call with M. Justus and T. Ross regarding deposition (.50); meeting with C. Convissar regarding the same (.50); further revise deposition outline (.50); call with S. Rochester regarding Borders deposition (.20)	4.10
29 Oct 19	Vazquez, Christopher	Draft statement of undisputed facts in support of summary judgment motion (1.70); Revise statement of undisputed facts in support of summary judgment motion (1.30)	3.00
29 Oct 19	Wakolbinger, Jeffrey A.	Analyze expert report of J. Jarosz for purposes of preparing for expert deposition of M. Kardos (1.80)	1.80
29 Oct 19	Justus, Michael R.	Prepare outline for Ostberg deposition (3.20); call with M. Ciani and T. Ross regarding expert depositions (.50); further revise deposition outline (2.10); prepare exhibits for Ostberg deposition (2.50)	8.30
29 Oct 19	Werlinger, Eric T.	Correspond with team regarding process for finalizing brief (.80); correspond with R. Srinivasan regarding legal citation check (.50); review rules and correspond with G. Thompson regarding preparing attorney declaration for certain bankruptcy materials (.60); proofread brief (2.60); discussion with K. Lockhart	6.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding opposition brief (.50); further revise brief (1.10)	
29 Oct 19	Convissar, Craig A.	Meet with M. Ciani to discuss deposition (.50); further research on expert R. Borders and sources cited in expert report (4.00); prepare documents for deposition (1.10)	5.60
29 Oct 19	Ross, Terence P.	Review J. Jarosz expert report to understand avenues of at task that might arise in deposition (4.00); read J. Jarosz analysis of Kamin and Ostberg expert reports (1.30); review Charter's J. Jarosz report (.50); telephone conference to prepare J. Jarosz for deposition (1.00); edit and revise new draft of Opposition to Motion to Withdraw (2.50); telephone conference with M. Ciani and M. Justus regarding Borders deposition (.50); edit and revise Opposition to Motion to Withdraw, including incorporating team comments (3.30)	13.10
29 Oct 19	Lockhart, Kristin	Coordinate court reporters for expert depositions (.60); discuss with T. Ross regarding preparation for Jarosz deposition and attend to same (.60); instruct G. Thompson to begin review of draft for AEO/confidential information (.90); discuss with E. Werlinger regarding Opposition to Motion to Withdraw (.50); draft email to team regarding same (.50); discuss with docketing (.90); review confidentiality designations (.60); revise draft of Opposition to Withdraw of Reference (2.60)	7.20
29 Oct 19	Thompson, Grace	Draft email to E. Werlinger and K. Lockhart regarding Schedules and Proofs of Claims to be used in opposition brief (.30); coordinate with litigation paralegals regarding cite checking opposition brief (.30); discussions with K. Lockhart regarding confidential information/redactions in opposition brief (.90); perform cite checking of record and produced documents in opposition brief (2.60); review brief and identify excerpts to redact (.70); draft Thompson declaration to opposition brief (.60)	5.40
29 Oct 19	Rochester, Shaya J.	Review Morrison & Foerster draft objection to motion to withdraw reference and correspondence with Morrison & Foerster regarding same (.30); call with M. Ciani regarding Borders deposition (.20); provide comments on Morrison & Foerster draft objection to motion to withdraw the reference (.50); review and provide further comments on Windstream objection to motion to withdraw the reference (1.80); review Morrison & Foerster draft objection to motion to withdraw the reference (.30)	3.10
30 Oct 19	Greer, John	Continue ECF filing of FRCP 7.1 Statement for all	2.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Oct 19	Sieger, John P.	Windstream entities on usdc-sdny docket (2.00) Review and revise declaration in support of opposition to withdrawal motion and exhibits (.20); review and revise memo brief (.60); emails with S. Rochester and T. Ross as to same (.20); review motion to strike filings (.20); review Borders report and other expert materials (.40)	1.60
30 Oct 19	Larsen, Ryan	Exchange emails and have phone conference with S. Hamasaki regarding comments to Kamin expert report (.80); review summary of Jarosz deposition (.40); review Ostberg expert report regarding customer confusion research (1.70); review additional expert reports and exhibits in preparation for J. Kamin deposition (2.30); revise J. Kamin deposition outline (3.50); further review and prepare exhibits for J. Kamin deposition (1.00)	9.70
30 Oct 19	Ciani, Mark T.	Prepare for Borders deposition (2.10); review and revise deposition outline (2.50); call with C. Convissar regarding same (.20)	4.80
30 Oct 19	Vazquez, Christopher	Revise and circulate first draft of the statement of undisputed facts in support of summary judgment (.50)	0.50
30 Oct 19	Wakolbinger, Jeffrey A.	Review documents in preparation for expert deposition of M. Kardos (1.70)	1.70
30 Oct 19	Justus, Michael R.	Prepare for Ostberg deposition (3.30); conduct Ostberg deposition (2.20); summarize results of Ostberg deposition for team (.60); confer with S. Rochester and T. Ross regarding depositions and Charter motion to withdraw affirmative defense (.60)	6.70
30 Oct 19	Werlinger, Eric T.	Review, revise, and incorporate edits from factual record check (2.50); review, revise, and incorporate edits from legal citation check (1.80); discussions with R. Srinivasan regarding same (.70); calls with G. Thompson regarding same (.10); correspond with team regarding preparation of attorney declaration (.70)	5.10
30 Oct 19	Convissar, Craig A.	Additional review of expert report and editing of deposition outline (2.20); review sources cited in report (1.60); call with M. Ciani regarding deposition (.20)	4.00
30 Oct 19	Ross, Terence P.	Prepare for deposition of J. Jarosz (2.30); defend deposition of J. Jarosz (4.50); telephone conference with K. Smith regarding Opposition to Motion to Withdraw (.30); edit and revise draft Opposition to Motion to Withdraw (2.50); consider Charter withdrawal of affirmative defense and emails regarding same (.30); call with M. Justus and S. Rochester regarding same (.60); edit and revise G. Thompson Declaration (.50); review new draft Opposition to Motion to Withdraw including inserting arguments from K. Smith and approving cite check (2.70)	13.70
30 Oct 19	Lockhart, Kristin	Coordinate location for Kardos deposition and draft (.60); attend deposition of J. Jarosz (6.00); draft letter	9.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Oct 19	Thompson, Grace	to Chambers regarding unredacted documents (2.30); review Motion to Withdraw affirmative defense (.60) Research the relevance of state law claims in withdrawal of the reference cases (1.60); coordinate revisions to Rule 7.1 disclosure (.30); review Windstream documents and revise record citations in opposition brief (1.40); calls with R. Srinivasan regarding opposition citations (.10); calls with E. Werlinger regarding bankruptcy citations (.10); revise declaration for opposition to motion to withdraw the reference (.60); prepare exhibits for opposition brief (.40); read and analyze documents from clients regarding Charter Proof of Claim (.40); revise case calendar and associated documents (.20)	5.10
30 Oct 19	Rochester, Shaya J.	Correspond with T. Ross and G. Thompson regarding objection to motion to withdraw (.20); communications with team regarding Charter notice of withdrawal of affirmative defense (.60); follow up with team regarding expert depositions (.60)	1.40
30 Oct 19	Srinivasan, Rajesh	Review and revise Opposition to the Motion to Withdraw the Reference on Counts I Through V (3.80); discussions with E. Werlinger regarding legal cite check (.70); call with G. Thompson regarding same (.10)	4.60
31 Oct 19	Greer, John	File Via ECF Memorandum of Law with Exhibits (.20); file via ECF G. Thompson Affidavit with Exhibits in Opposition to Motion to Withdraw the reference in the usdc-sdny (.20)	0.40
31 Oct 19	Larsen, Ryan	Prepare for and conduct deposition of expert witness J. Kamin (4.50); draft and send summary to team regarding same (.50)	5.00
31 Oct 19	Ciani, Mark T.	Prepare for R. Borders deposition (3.50); take R. Borders deposition (2.70)	6.20
31 Oct 19	Vazquez, Christopher	Review expert deposition takeaway notes (.30); review recent case filings regarding motion to withdraw (.30)	0.60
31 Oct 19	Justus, Michael R.	Review and revise opposition to Charter's motion to withdraw reference (1.10); prepare summary judgment brief (1.20)	2.30
31 Oct 19	Convissar, Craig A.	Attend/assist with deposition of R. Borders (2.70); travel to/from deposition (billed at half time) (1.10); draft summary email for team (.90); review recently-filed opposition to motion to withdraw bankruptcy reference (.90)	5.60
31 Oct 19	Ross, Terence P.	Review edits to final draft of Opposition to Motion to Withdraw (2.00); email to team regarding brief (.30); telephone conference wit S. Rochester regarding brief (.30); continue to finalize Opposition to Motion to Withdraw (1.50); read email recounting key points from Borders deposition (.50); finalize declaration in support of Opposition to Motion to Withdraw and	9.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		supporting exhibits, and coordinate filing/service (1.70); email to K. Smith transmitting Opposition to Motion to Withdraw (.30); read email from M. Justus regarding Ostberg deposition (.30); follow up on research for summary judgment motion (1.30); read lengthy email from R. Larsen regarding Kamin deposition and follow up (.50); multiple email exchanges with S. Rochester regarding Motion for Judgment (.30)	
31 Oct 19	Lockhart, Kristin	Review correspondence from R. Larsen and C. Convissar regarding depositions (.60)	0.60
31 Oct 19	Thompson, Grace	Prepare to file Opposition to Motion to Withdraw the Reference for filing (1.60); review final brief (.50); review opposition brief by UCC (.70); review email from M. Justus and previous research regarding equitable subordination (.40); draft emails to interested parties with courtesy copies of brief (.50); coordinate with docketing team on brief filing (.20)	3.90
31 Oct 19	Rochester, Shaya J.	Call with T. Ross regarding objection to motion to withdraw reference (.30); review and provide final comments on objection to motion to withdraw reference (2.10); finalize objection to motion to withdraw the reference (1.10)	3.50
TOTALS:			811.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43043	Ciani, Mark T.	25.30	850.00	\$21,505.00
44413	Convissar, Craig A.	46.00	790.00	\$36,340.00
01195	Greer, John	5.50	290.00	\$1,595.00
04419	Greer, Steven M.	3.60	215.00	\$774.00
43426	Justus, Michael R.	100.80	800.00	\$80,640.00
34231	Larsen, Ryan	49.40	870.00	\$42,978.00
44862	Lewis, Anne	8.50	390.00	\$3,315.00
44572	Lockhart, Kristin	100.60	605.00	\$60,863.00
42748	Mazur, Julia L.	12.70	790.00	\$10,033.00
44245	Mazzeo, Peter	1.30	185.00	\$240.50
44845	Rochester, Shaya J.	43.60	965.00	\$42,074.00
44455	Ross, Terence P.	168.80	985.00	\$166,268.00
42493	Rubin, Howard Robert	0.40	1,045.00	\$418.00
32703	Sieger, John P.	5.80	975.00	\$5,655.00
42497	Smith, Robert T.	11.20	845.00	\$9,464.00
44915	Srinivasan, Rajesh	4.60	695.00	\$3,197.00
44616	Thompson, Grace	101.30	450.00	\$45,585.00
43190	Vazquez, Christopher	10.60	515.00	\$5,459.00
43994	Velez, Melissa	5.30	515.00	\$2,729.50
43349	Wakolbinger, Jeffrey A.	5.90	835.00	\$4,926.50
44199	Werlinger, Eric T.	99.80	790.00	\$78,842.00
	TOTAL:	811.00		\$622,901.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, lunch at hotel. Date Incurred: 09/24/19	30.58
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, dinner at hotel. Date Incurred: 09/24/19	37.60
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, beverages at hotel. Date Incurred: 09/24/19	6.53
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, breakfast at hotel. Date Incurred: 09/25/19	6.18
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, dinner at hotel. Date Incurred: 09/25/19	37.60
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, beverages at hotel. Date Incurred: 09/25/19	6.53
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, 1 night hotel stay plus taxes. Date Incurred: 09/25/19	1,040.67
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, parking at airport. Date Incurred: 09/26/19	56.00
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, cab from airport to hotel in St. Louis. Date Incurred: 09/24/19	37.30
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, cash tips. Date Incurred: 09/24/19	5.00
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, 1 night hotel stay plus taxes. Date Incurred: 09/24/19	1,040.67
01 Oct 19	Photocopies for 10/01/2019	0.40
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, airfare to/from St. Louis. Date Incurred: 09/17/19	606.61
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/12/2019 by Thompson, Grace A., OrderID: 2018423264	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/09/2019 by Rochester, Shaya, OrderID: 2018012247	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/12/2019 by Rochester, Shaya, OrderID: 2018392212	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/10/2019 by Thompson, Grace A., OrderID: 2018181632	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

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03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/13/2019 by Thompson, Grace A., OrderID: 2018496200	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/09/2019 by Arotsky, Allison J., OrderID: 2018031623	17.84
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3183989 DATE: 9/8/2019 Food service ordered on 09/05/2019 by Arotsky, Allison J., OrderID: 2017807000	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3183989 DATE: 9/8/2019 Food service ordered on 09/04/2019 by Rochester, Shaya, OrderID: 2017649953	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3183989 DATE: 9/8/2019 Food service ordered on 09/05/2019 by Rochester, Shaya, OrderID: 2017774689	20.00
04 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 675247585 DATE: 9/30/2019 From: Grace Thompson To: Jeff Auman, Exec. VP 11329 W 160TH ST,OVERLAND PARK KS,66221 US: On: 9/20/2019; Tracking ID: 789953659846	53.81
04 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 675247585 DATE: 9/30/2019 From: Grace Thompson To: Terence Ross Katten Muchin Rosenman LLP 2900 K Street NW,North Tower - Suite 200,WASHINGTON DC,20007 US: On: 9/20/2019; Tracking ID: 789953595430	18.60
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19 Date Incurred: 09/19/19	10.07
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, meal expense. Date Incurred: 09/19/19	7.35
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab to airport in DC. Date Incurred: 09/19/19	20.61
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab from airport to deposition. Date Incurred: 09/19/19	19.02
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab from deposition to airport. Date Incurred: 09/19/19	13.51
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab from airpor to home. Date Incurred: 09/19/19	13.66
07 Oct 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338420; DATE: 9/16/2019 - New York Conference Dining; Mike Justus-Deposition/bevs.6 on 9/12/19	24.50
07 Oct 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338420; DATE: 9/16/2019 - New York Conference Dining; Mike Justus-Deposition/bevs.6 on 9/12/19	24.50
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE:	75.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, flight change fee. Date Incurred: 09/20/19	
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/16/2019 by Thompson, Grace A., OrderID: 2018651770	20.00
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/17/2019 by Thompson, Grace A., OrderID: 2018780394	20.00
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/19/2019 by Thompson, Grace A., OrderID: 2019014209	20.00
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/16/2019 by Rochester, Shaya, OrderID: 2018618183	20.00
08 Oct 19	U.S. Legal Support, Inc; Inv.#: 130123794; Date: 10/4/2019; Video testimony, appearance fee and exhibits for the 9/19/2019 deposition.	3,820.75
09 Oct 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5702144 DATE: 10/4/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/23/2019; Voucher# 352321	61.11
11 Oct 19	Photocopies for 10/11/2019	3.00
11 Oct 19	U.S. Legal Support, Inc; Inv,#: 130124340; Date: 10/10/2019; Videographer fees for 9/19/2019 deposition.	2,732.50
14 Oct 19	VENDOR: City Expeditor Inc.; INVOICE#: 82421; DATE: 9/30/2019 From Shaya Rochester to US Bankruptcy Court 300 Quarropas Street White Plains NY on 9/24/19	185.00
15 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 676713870 DATE: 10/14/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 10/4/2019; Tracking ID: 776494645710	9.72
15 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 676713870 DATE: 10/14/2019 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 10/4/2019; Tracking ID: 776494735517	9.72
16 Oct 19	VENDOR: Federal Express Corporation INVOICE#: 675848960 DATE: 10/4/2019 From: Ryan Larsen To: Schmitt Reporting & Video, Inc 400 Columbia Street, Suite 140,VANCOUVER WA,98660 US: On: 9/25/2019; Tracking ID: 780058434891	21.58
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KMR3279-SEPT2019-CHI; DATE: 10/16/2019 - Acct #KMR3279: Pacer court cost incurred in September 2019, Chicago.	0.90
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KMR3278-SEPT19-WAS; DATE: 10/16/2019 - Acct #KMR3278: Pacer court cost incurred in September 2019, Washington DC.	0.50
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-SEPT19-NYC; DATE: 10/16/2019 - Acct #KM3277; Pacer court cost incurred in September 2019, New York.	18.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-SEPT19-NYC; DATE: 10/16/2019 - Acct #KM3277; Pacer court cost incurred in September 2019, New York.	0.90
17 Oct 19	VENDOR: Arotzky, Allison INVOICE#: 3707002210171705 DATE: 10/17/2019 after hours cab home Date Incurred: 09/05/19	36.74
17 Oct 19	Clerk of the Supreme Court - Virginia; REQ#: 830805; Date: 10/17/2019; Certified of Good Standing from the Supreme Court of Virginia for Michael R. Justus to correlate with a pro hac vice application for admission to practice before the Southern District of New York federal court.	15.00
18 Oct 19	JUSTUS/MICHAEL MR ticket# 2480946614189 TKT# 89007727781512 AMTRAK 9/18 - 9/19/19 DC/Stamford/DC	582.00
18 Oct 19	Veritext L.L.C.; Inv.#: MW3977025; Date: 10/7/2019; Transcript and exhibits expense for J. Auman deposition.	629.60
20 Oct 19	VENDOR: City Expeditor Inc.; INVOICE#: 82909; DATE: 10/20/2019 From G. Thompson to Rapp Worldwide Inc. 220 East 42nd Street NY on 10/16/19	17.00
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/09/19	15.56
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/10/19	15.57
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/11/19	16.12
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/12/19	24.96
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/13/19	16.13
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/16/19	8.08
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/18/19	14.46
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/19/19	17.24
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/23/19	16.68
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 after hours cab home Date Incurred: 10/09/19	15.57
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 after hours cab home Date Incurred: 10/15/19	15.05
22 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 677332473 DATE: 10/21/2019 From: Grace Thompson To: Honorable Robert D. Drain US Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 10/11/2019; Tracking ID: 776676724332	15.77
22 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 677332473 DATE: 10/21/2019 From: Grace Thompson To: Vito Genna, Clerk of Court US Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On:	15.77

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	10/11/2019; Tracking ID: 776676583818	
24 Oct 19	VENDOR: Petty Cash; INVOICE#: 102419B; DATE: 10/24/2019 Local travel to/from the USDC-SDNY	5.50
28 Oct 19	FedEx D.C. Inv.#: 677974199 Date: 10/25/2019; From: Steven Foster To: Jeffrey Auman 11329 W 160TH ST,OVERLAND PARK KS,66221 US: On: 10/17/2019; Tracking ID: 780332343078	34.42
28 Oct 19	FedEx D.C. Inv.#: 677974199 Date: 10/25/2019; From: Joni Jones To: Clerk's Office Supreme Court of Virginia 100 North 9th Street,RICHMOND VA,23219 US: On: 10/17/2019; Tracking ID: 776748625111	15.72
29 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Kristian LockHart on 09/30/19. Conf No. 12731019	17.87
29 Oct 19	Color Printing	147.50
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/05/19. Conf ID 12601085	6.00
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/13/19. Conf ID 12643469	7.53
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/06/19. Conf ID 12605725	8.91
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/13/19. Conf ID 12646764	16.14
31 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3742965610311543 DATE: 10/31/2019 Uber home after working late Date Incurred: 10/29/19	19.27
31 Oct 19	Petty Cash; Inv.#: 103119A; Date: 10/31/2019; Toufik Sbihi - Lunch serve for deposition with Terence P. Ross 10/30/2019.	200.00
31 Oct 19	U.S. Legal Support, Inc; Inv.#: 130122295; Date: 9/25/2019; Transcript, reporter and other costs associated with E. Walker deposition.	1,140.90
31 Oct 19	U.S. Legal Support, Inc; Inv.#: 130123032; Date: 9/30/2019; Videographer and other costs associated with A. Sites deposition.	705.00
31 Oct 19	U.S. Legal Support, Inc; Inv.#: 130126173; Date: 10/24/2019; Video expenses for RAPP deposition.	1,375.00
31 Oct 19	Westlaw Legal Research: LEWIS,ANNE C on 10/10/2019	45.29
31 Oct 19	Westlaw Legal Research: MAZUR,JULIA L on 10/07/2019	45.29
31 Oct 19	Westlaw Legal Research: LEWIS,ANNE C on 10/08/2019	90.58
31 Oct 19	Westlaw Legal Research: LEWIS,ANNE C on 10/09/2019	90.58
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/10/2019	44.04
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/15/2019	44.04
31 Oct 19	Westlaw Legal Research: JUSTUS,MICHAEL on 10/11/2019	88.09

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/20/2019	503.26
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/21/2019	44.04
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/24/2019	1,036.71
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/28/2019	239.00
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/17/2019	132.13
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/21/2019	31.42
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/22/2019	163.54
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/28/2019	31.42
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/30/2019	11.09
31 Oct 19	Westlaw Legal Research: SRINIVASAN,RAJESH on 10/30/2019	44.04
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/25/2019	11.39
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/29/2019	45.24
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/30/2019	90.47
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/08/2019	135.71
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/11/2019	588.09
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/12/2019	1,357.13
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/13/2019	180.95
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/14/2019	109.77
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/15/2019	413.46
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/21/2019	550.44
31 Oct 19	Westlaw Legal Research: VELEZ,MELISSA on 10/24/2019	403.59
31 Oct 19	Westlaw Legal Research: CONVISSAR,CRAIG on 10/04/2019	1,408.69
31 Oct 19	Westlaw Legal Research: CONVISSAR,CRAIG on 10/10/2019	90.47
31 Oct 19	Westlaw Legal Research: CONVISSAR,CRAIG on 10/01/2019	1,628.56
TOTAL:		\$25,200.00

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$191.44
Out of Town Travel	\$2,847.71
After Hours Meals Expense	\$257.84
Telephone Conference Charges, Postage and Courier	\$453.56
Copying, Printing, Binding	\$150.90
Court Costs, Court Reporter, Videographer	\$10,439.65
Legal Research	\$9,698.52
Airfare	\$681.61
Local Transportation	\$478.77
TOTAL:	\$25,200.00

MATTER TOTAL: \$648,101.50

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

November 21, 2019

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

Invoice No. 1301586062
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$277.00

CURRENT INVOICE TOTAL: \$277.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586062
Invoice Date: November 21, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
25 Oct 19	VENDOR: ATG LegalServe, Inc.; INVOICE#: 110474; DATE: 10/25/2019 - Invoice #110474 Service Fees	260.00
27 Oct 19	VENDOR: City Expeditor Inc.; INVOICE#: 82961; DATE: 10/27/2019 From C. Vazquez to Davis Polk & Wardwell LLP 450 Lexington Avenue NY on 10/25/19	17.00
TOTAL:		\$277.00

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Courier	\$17.00
Processor Server Fees	\$260.00
TOTAL:	\$277.00

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

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**SUMMARY COVER SHEET TO THE SECOND INTERIM FEE APPLICATION OF
KATTEN MUCHIN ROSENMAN LLP, CONFLICTS COUNSEL FOR WINDSTREAM
HOLDINGS, INC., *ET AL.*, FOR THE PERIOD FROM JULY 1, 2019 THROUGH AND
INCLUDING OCTOBER 31, 2019**

In accordance with the Local Rules for the United States Bankruptcy Court of the Southern District of New York, Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits this summary (the “Summary”) of fees and expenses sought as actual, reasonable and necessary in the fee application to which this Summary is attached (the “Fee Application”) for the period from July 1, 2019 through and including October 31, 2019 (the “Fee Period”).

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 the Debtors have been granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.



1922312191216000000000006

Katten submits the Fee Application as an interim fee application in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”).

General Information	
Name of Applicant:	Katten Muchin Rosenman LLP
Authorized to Provide Services to:	Windstream Holdings, Inc., <i>et al.</i> Debtors and Debtors in Possession
Petition Date:	February 25, 2019
Date of Retention Order:	April 22, 2019, <i>nunc pro tunc</i> to February 25, 2019
Summary of Fees and Expenses Sought in the Fee Application	
Period for Which Compensation and Reimbursement is Sought in the Fee Application:	July 1, 2019 through October 31, 2019
Voluntary Fee Waiver in this Fee Period:	Reduced fees by \$2,517
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$1,622,620.00 ²
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$39,829.52
Total Amount of Compensation and Expense Reimbursement Sought for the Fee Period:	\$1,662,449.52
Total Allowed Fees and Expenses Paid Pursuant to Prior Interim Fee Applications	
Total Allowed Compensation Paid to Date:	\$2,019,101.50
Total Allowed Expenses Paid to Date:	\$87,193.59
Total Allowed Compensation and Expenses Paid to Date:	\$2,106,295.09

² As a courtesy to the Debtors’ estates, Katten voluntarily wrote off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and consequently does not seek payment of these fees (in the aggregate amount of \$2,517) in this Fee Application.

Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements	
Total Amount of Compensation Previously Requested Pursuant to the Interim Compensation Order to Date:	\$3,645,139.00 ³
Total Amount of Expense Reimbursement Previously Requested Pursuant to the Interim Compensation Order to Date:	\$127,023.11 ⁴
Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$1,300,110.00
Expenses Sought in this Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$39,829.52
Blended Rates and Other Related Information for this Fee Period	
Blended Rate in this Application for All Attorneys:	\$752.50
Blended Rate in this Application for All Timekeepers:	\$743.91
Number of Professionals Included in the Fee Application:	35
Number of Attorneys in this Fee Application Not Included in Staffing Plan Discussed with Client:	N/A
Difference Between Fees Budgeted and Compensation Sought for the Fee Period:	Fees were less than amount budgeted.
Number of Professionals Billing Fewer Than 15 Hours During the Fee Period:	22
Increases in Rates for Timekeepers in this Application Since Date of Retention:	None

This is an: ____ monthly; X interim; ____ final application.

³ This amount reflects 100% of the compensation requested pursuant to Katten's monthly fee statements filed at [Docket Nos. 504, 551, 693, 822, 970, 1079, 1157 and 1238] (collectively, the "Monthly Fee Statements").

⁴ This amount reflects 100% of the expenses requested pursuant to the Monthly Fee Statements.

Dated: December 16, 2019
New York, NY

/s/ Steven J. Reisman
Steven J. Reisman, Esq.
Shaya Rochester, Esq.
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022-2585
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*Conflicts Counsel for the Debtors and
Debtors in Possession*

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New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**SECOND INTERIM FEE APPLICATION OF KATTEN MUCHIN ROSENMAN LLP,
CONFLICTS COUNSEL FOR WINDSTREAM HOLDINGS, INC., *ET AL.*, FOR THE
PERIOD FROM JULY 1, 2019 THROUGH AND INCLUDING OCTOBER 31, 2019**

Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its second interim fee application (the “Fee Application”) for interim allowance of compensation for professional services provided in the amount of \$1,622,620 and reimbursement of actual and necessary expenses in the amount of \$39,829.52 that Katten incurred for the period from July 1, 2019 through and including October 31, 2019 (the “Fee Period”). In support of this Fee Application, Katten submits the declaration of Steven J. Reisman, a partner at Katten (the “Reisman”

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 the Debtors have been granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

Declaration”), which is attached hereto as **Exhibit A** and incorporated herein by reference. In further support of this Fee Application, Katten respectfully states as follows:

Preliminary Statement

1. During the Fee Period, Katten professionally, diligently and efficiently advised the Debtors on a variety of complex matters and issues, including but not limited to:

- a. conducting extensive fact and expert discovery in connection with the Debtors’ adversary proceeding (the “Charter Adversary Proceeding”) against Charter Communications, Inc. and Charter Communications Operating, LLC (collectively, “Charter”), including analyzing and responding to hundreds of document requests, requests for admission and interrogatories, reviewing and analyzing thousands of documents produced by the respective parties, and taking and defending eleven depositions;
- b. seeking and obtaining relief from the Bankruptcy Court on numerous discovery disputes in the Charter Adversary Proceeding;
- c. researching, drafting and filing multiple pleadings in the Bankruptcy Court in connection with the Charter Adversary Proceeding, as well as the District Court in connection with Charter’s motion to withdraw the reference;
- d. drafting and serving subpoenas in the *Windstream Holdings, Inc. v. Uniti Group Inc.* adversary proceeding (the “Uniti Adversary Proceeding”) and responding to all objections thereto; and
- e. advising the Debtors with respect to the foregoing matters and communicating with other professionals in these Chapter 11 Cases regarding same.

2. With respect to each of these matters and as described in further detail below, the professional services rendered by Katten were reasonable, necessary and appropriate. In light of the complexity of the issues involved and the significant time constraints imposed in the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), Katten maintained a team of highly-qualified attorneys that completed the tasks with which they were charged in an efficient and

effective manner. Accordingly, Katten respectfully requests that the Bankruptcy Court grant the relief requested herein.

Jurisdiction and Bases for Relief

3. 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 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated February 1, 2012. The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Bankruptcy Court in connection with this Fee Application to the extent that it is later determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 330 and 331 of title 11 of the Bankruptcy Code, Bankruptcy Rule 2016, Rule 2016-1(a) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), standing General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (Bankr. S.D.N.Y. Jan. 23, 2013) (the “Local Guidelines”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the “Interim Compensation Order”) [Docket No. 374] and the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* (the “Retention Order”) [Docket No. 369].

Background

A. The Bankruptcy Filing and General Case Background

6. The Debtors are a leading provider of advanced network communications and technology solutions for businesses across the United States. The Debtors also offer broadband, entertainment and security solutions to consumers and small businesses primarily in rural areas in 18 states. Additionally, the Debtors supply core transport solutions on a local and long-haul fiber network spanning approximately 150,000 miles and have over 11,000 employees.

7. On February 25, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of certain facts and circumstances surrounding these 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* (the “First Day Declaration”) [Docket No. 27], filed on the Petition Date.

8. The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 56]. The Debtors continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 12, 2019, the United States Trustee for the Southern District of New York appointed the creditors’ committee (the “UCC”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 136].

9. On April 22, 2019, the Bankruptcy Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all estate professionals in these Chapter 11 Cases.

B. The Debtors' Retention of Katten

10. On March 26, 2019, the Debtors filed the *Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Retention Application") [Docket No. 194]. On April 22, 2019, the Bankruptcy Court entered the Retention Order, which is attached hereto as **Exhibit B**.

11. The Retention Order authorizes Katten to provide the Debtors with the professional services as described in the Retention Application and the terms of Katten's engagement letter between Katten and the Debtors (the "Engagement Letter"), which is dated as of February 24, 2019 and attached to the Retention Order as Exhibit 1. Specifically, but without limitation, the Retention Order authorizes Katten to render the following legal services where Kirkland and Ellis LLP ("K&E") has an actual or perceived conflict of interest or where the Debtors believe it would be more efficient or economical for Katten to handle the matter:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these Chapter 11 Cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these Chapter 11 Cases, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;

- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these Chapter 11 Cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

C. Disinterestedness of Katten

12. As disclosed in the *Declaration of Steven J. Reisman in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date*, attached as Exhibit B to the Retention Application (the "Declaration of Disinterestedness") (a) Katten is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates, and (b) Katten has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Declaration of Disinterestedness.

13. Katten may have in the past represented, may currently represent and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these Chapter 11 Cases. In the Declaration of Disinterestedness, Katten disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. Katten

disclosed additional connections to parties in interest in the *First Supplemental Declaration of Steven J. Reisman in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Supplemental Reisman Declaration of Disinterestedness") [Docket No. 811], filed on July 15, 2019 and the *Declaration of Shaya Rochester in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Rochester Declaration of Disinterestedness") [Docket No. 1020], filed on September 11, 2019. Katten will update the Declaration of Disinterestedness, as appropriate, if Katten becomes aware of relevant and material new information.

14. Katten performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

15. Katten has received no payment and no promises for payment from any source other than the Debtors for services provided in any capacity whatsoever in connection with these Chapter 11 Cases.

16. Pursuant to Bankruptcy Rule 2016(b), Katten has not shared, nor has Katten agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Katten or (b) any compensation another person or party has received or may receive.

Summary of Compliance with Interim Compensation Order and Fee Examiner Protocol

17. This Fee Application has been prepared in accordance with the Interim Compensation Order.

18. Katten seeks interim compensation for professional services provided to the Debtor during the Fee Period in the amount of \$1,622,620 and reimbursement of actual and necessary expenses incurred in connection with providing such services in the amount of \$39,829.52. During the Fee Period, Katten attorneys and paraprofessionals expended a total of 2,184.60 hours for which compensation is requested.²

19. In accordance with the Interim Compensation Order, as of the date hereof, Katten has received payments in the amount of \$1,339,939.12 of which \$1,300,109.60 was for services provided and \$39,829.52 of which was for reimbursement of expenses for the Fee Period. Accordingly, by this Fee Application, and to the extent such amounts have not been paid by the time of the hearing on this Fee Application, Katten seeks payment of the remaining \$322,510.40 which amounts represent the unpaid fees and expenses incurred during the Fee Period.

Fees and Expenses Incurred During Fee Period

A. Customary Billing Disclosures.

20. Katten's hourly rates are set at a level designed to compensate Katten fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by Katten in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Katten for other restructuring matters, as well as similar complex corporate and litigation matters whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and significant time pressures. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as attached

² As a courtesy to the Debtors' estates, Katten voluntarily wrote off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and consequently does not seek payment of these fees (in the aggregate amount of \$2,517) in this Fee Application.

hereto as **Exhibit C** is Katten's budget and staffing plan for the Fee Period, and attached hereto as **Exhibit D** is a summary of blended hourly rates for all non-bankruptcy domestic timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.

B. Fees Incurred During Fee Period.

21. In the ordinary course of Katten's practice, Katten maintains computerized records of the time expended to render the professional services required by its client. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as **Exhibit E** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- a. the name of each attorney and paraprofessional for whose work on these Chapter 11 Cases compensation is sought;
- b. each attorney's year of bar admission and area of practice concentration;
- c. the hourly billing rate for each attorney and each paraprofessional;
- d. the total hours billed by each attorney and each paraprofessional during the Fee Period; and
- e. a calculation of total compensation requested using the rates disclosed in the Fee Application.

C. Expenses Incurred During Fee Period.

22. In the ordinary course of Katten's practice, Katten maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and for which reimbursement is sought. Katten currently charges \$0.10 per page for standard black and white duplication and \$0.25 per page for color duplication. Katten does not charge its clients for incoming facsimile transmissions.

23. For the convenience of the Bankruptcy Court and all parties in interest, attached hereto as **Exhibit F** is a summary setting forth the total amount of reimbursement sought with respect to each category of expenses for which Katten is seeking reimbursement.

Summary of Legal Services Rendered During the Fee Period

24. As discussed above, during the Fee Period, Katten provided extensive and important professional services to the Debtors in connection with these Chapter 11 Cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these Chapter 11 Cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

25. To provide a meaningful summary of the services rendered by Katten to the Debtors and their estates, Katten has established, in accordance with its internal billing procedures, certain subject matters categories (each, a “Matter Category”) in connection with these Chapter 11 Cases. A schedule setting forth a description of the Matter Categories utilized in these Chapter 11 Cases, the number of hours expended by Katten partners, associates and paraprofessionals by matter, and the aggregate fees associated with each matter is attached hereto as **Exhibit G**.

26. **Exhibit H** is a comparison of the hours and fees budgeted for each Matter Category to which Katten professionals and paraprofessionals billed time during the Fee Period against the hours and fees for which Katten seeks compensation for during the Fee Period. In addition, Katten’s computerized records of time expended providing professional services to the Debtors and expenses are attached hereto as **Exhibit I**.

27. The following is a summary of the most significant professional services provided by Katten in each Matter Category organized in accordance with Katten’s internal system of matter numbers for these Chapter 11 Cases. The detailed descriptions demonstrate that Katten

was heavily involved in performing services for the Debtors on a daily basis, often including night and weekend work, to meet the needs of the Debtors' estates in these Chapter 11 Cases.

(a) **Adversary Proceedings, Contested Matter [Matter No. 7]**

Total Fees: \$93,385
Total Hours: 122.20

28. This Matter Category includes time spent by Katten attorneys and paraprofessionals on certain Conflict Matters that were contested during the Fee Period. Specifically, Katten attorneys spent time advising the Debtors during settlement negotiations with Frontier Communications Corporation ("Frontier"). This also included assessing Frontier's claims against the Debtors and the Debtors' claims against Frontier. Katten attorneys were able to successfully negotiate the *Stipulation and Order Further Extending Bar Date to File a Proof of Claim for Frontier Communications Corporation* [Docket No. 1149], which further extended Frontier's bar date, thereby giving the Debtors and Frontier additional time to continue settlement discussions in a productive manner.

29. Additionally, in connection with the Uniti Adversary Proceeding, Katten attorneys drafted and served several subpoenas on, and negotiated the scope of document requests with, interested parties in the Uniti Adversary Proceeding. The documents and information produced in response to these subpoenas allowed the Debtors to further build its case against Uniti in an efficient manner.

(b) **Charter Litigation [Matter No. 8]**

Total Fees: \$1,456,985.50
Total Hours: 1,918.40

30. This Matter Category includes time spent by Katten attorneys and paraprofessionals in connection with the Charter Adversary Proceeding. During the Fee Period, Charter served extensive discovery on the Debtors. Specifically, during the Fee Period, Katten

responded to nearly 100 requests for production of documents, nearly 100 requests for admissions and four sets of interrogatories. Additionally, Katten attorneys sought discovery from Charter, drafting interrogatories and reviewing over 5,000 documents produced by Charter. Katten attorneys also spent considerable time preparing for and defending or taking eleven depositions across the country.

31. Many of Charter's discovery requests were beyond the scope of the adversary proceeding, requiring Katten attorneys to spend many hours disputing Charter's requests. Twice Charter sought leave from the Bankruptcy Court to obtain Windstream's confidential customer lists from both the Debtors and their Claims and Noticing Agent, Kurtzman Carson Consultant LLC ("KCC"). Katten attorneys successfully argued at both teleconferences with the Court, including quashing Charter's subpoena against KCC, thereby preserving the confidentiality of Windstream's customers.

32. Charter also filed a *Motion to Withdraw the Automatic Reference on Counts I through V of Windstream's Complaint* [Case No. 19-09354, Dkt. No. 1] (the "Motion to Withdraw the Reference") in the United States District Court for the Southern District of New York (the "District Court"). Charter's Motion to Withdraw the Reference has required Katten attorneys to litigate separate proceedings simultaneously against Charter in both the Bankruptcy Court and the District Court.

33. Toward the end of the Fee Period, Katten began preparing for the next stage of this litigation—moving for summary judgment, opposing Charter's Motion for Judgment on the Pleadings filed in the Bankruptcy Court and continuing to contest Charter's Motion to Withdraw the Reference filed in the District Court.

Actual and Necessary Expenses Incurred by Katten

34. As set forth in **Exhibit I** attached hereto, and as summarized in **Exhibit F** attached hereto, Katten seeks reimbursement of a total of \$39,829.52 for expenses incurred on behalf of the Debtors during the Fee Period. These charges are intended to reimburse Katten's direct operating costs, which are not incorporated into Katten's hourly billing rates. Katten charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of the types set forth in **Exhibit I** of this Fee 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.

Reasonable and Necessary Services Provided by Katten

A. Reasonable and Necessary Fees Incurred in Providing Services to the Debtors

35. The foregoing professional services provided by Katten on behalf of the Debtors during the Fee Period were reasonable, necessary and appropriate to address Conflict Matters in these Chapter 11 Cases.

36. Many of the services performed by partners and associates of Katten were provided by Katten's Insolvency and Restructuring Practice. Katten has a prominent practice in this area and enjoys a national reputation for its specialized expertise. The attorneys at Katten have extensive experience acting as estate professionals in many large chapter 11 cases.

37. In addition, due to the facts and circumstances of these Chapter 11 Cases, and particularly the litigation against Charter , attorneys from Katten's Litigation Practice Intellectual Property Practice and Appeals Practice were heavily involved with Katten's representation of the Debtors. These practice groups also enjoy national reputations for their skill and knowledge advising and advocating for their clients, who operate across the globe in virtually all market

sectors. Overall, Katten brings to these Chapter 11 Cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Debtor

38. The time constraints imposed by the circumstances of these Chapter 11 Cases required Katten attorneys and other employees to devote substantial time during the evenings and on weekends to perform services on behalf of the Debtors. These services were essential to meet deadlines and otherwise provide professional services on an expedited timetable. Consistent with firm policy, and as further disclosed in the Retention Application, Katten attorneys and other Katten employees who worked late in the evenings or on weekends were reimbursed for their reasonable meal and transportation costs. Katten'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 rendition of legal services.

39. In addition, due to the location of the Debtors' businesses and other parties-in-interest in relation to Katten's offices, frequent multi-party telephone conferences involving numerous parties were required. The disbursements for such services are not included in Katten's overhead for the purpose of setting billing rates and Katten has made every effort to minimize its disbursements in these Chapter 11 Cases. The actual expenses incurred in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Debtors in these Chapter 11 Cases.

40. Among other things, Katten makes sure that all overtime meals, travel meals, hotel rates and airfares are reasonable and appropriate expenses for which to seek reimbursement.

41. Specifically, Katten regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses. In that regard, Katten will waive certain fees and reduce its expenses if necessary. Consequently, Katten does not seek payment of such fees or reimbursement of such expenses in the Fee Application.

Katten's Requested Compensation and Reimbursement Should be Allowed

42. Section 330 of the Bankruptcy Code 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 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, 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; and
- (e) 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).

43. Katten respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Katten further believes that it performed the services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. Katten further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties-in-interest.

44. During the Fee Period, Katten's hourly billing rates for attorneys ranged from \$390 to \$1,220. The hourly rates and corresponding rate structure utilized by Katten in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Katten for restructuring, workout, bankruptcy, insolvency and comparable matters, and similar complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. Katten strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes and severe time pressures—all of which were present in these Chapter 11 Cases.

45. Moreover, Katten's hourly rates are set at a level designed to compensate Katten fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

46. In sum, Katten respectfully submits that the professional services provided by Katten on behalf of the Debtors and their estates during these Chapter 11 Cases were necessary and appropriate given the complexity of these Chapter 11 Cases, the time expended by Katten, the nature and extent of Katten's services provided, the value of Katten's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Katten respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Reservation of Rights

47. It is possible that some professional time expended or expenses incurred during this Fee Period are not reflected in this Fee Application. Katten reserves the right to include such amounts in future fee applications.

Notice

48. The Debtors have provided notice of this Fee Application to: (a) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors' case website at www.kccllc.net/windstream) and (b) any person or entity with a particularized interest in the subject matter of the Fee Application. The Debtors respectfully submit that no other or further notice is necessary.

No Prior Request

49. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, Katten respectfully requests that the Bankruptcy Court enter an order (a) awarding Katten interim compensation for professional and paraprofessional services rendered during the Fee Period in the amount of \$1,622,620, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$39,829.52; (b) authorizing and

directing the Debtors to remit payment to Katten for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: December 16, 2019
New York, NY

/s/ Steven J. Reisman
Steven J. Reisman, Esq.
Shaya Rochester, Esq.
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022-2585
Telephone: (212) 940-8800
Facsimile: (212) 940-8876
Email: sreisman@katten.com
srochester@katten.com

*Conflicts Counsel for the Debtors and
Debtors in Possession*

Exhibit A

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

Reisman Declaration

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

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**DECLARATION OF STEVEN J. REISMAN IN SUPPORT OF THE SECOND INTERIM
FEE APPLICATION OF KATTEN MUCHIN ROSENMAN LLP, CONFLICTS
COUNSEL FOR WINDSTREAM HOLDINGS, INC., *ET AL.*, FOR THE PERIOD FROM
JULY 1, 2019 THROUGH AND INCLUDING OCTOBER 31, 2019**

I, Steven J. Reisman being duly sworn, state the following under penalty of perjury to the best of my knowledge and belief:

1. I am a partner in the law firm of Katten Muchin Rosenman LLP (“Katten”), located at 575 Madison Avenue, New York, New York 10022. I am the Chair of the New York Insolvency and Restructuring Practice at Katten. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Courts for the Southern District of New York and Eastern District of New York and the United States

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 the Debtors have been granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

Courts of Appeals for the Second Circuit. There are no disciplinary proceedings pending against me.

2. I have read the foregoing fee application of Katten, conflicts counsel for the debtor and debtors in possession, for the Fee Period (the "Fee Application").² To the best of my knowledge, information and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rule 2016-1 and the Local Guidelines.

3. In connection therewith, I certify that:

- a. to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions;
- b. the fees and disbursements sought in the Fee Application are billed at rates customarily employed by Katten and generally accepted by Katten's clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors' case;
- c. the total fees sought do not exceed the fees budgeted in the budget and staffing plan;
- d. Katten did not increase hourly rates from those disclosed in the Retention Application during the Fee Period;
- e. Katten is seeking compensation with respect to the 36.20 hours and \$15,024 in fees spent reviewing and revising time records, preparing, reviewing and revising invoices, and redacting privileged and confidential information from time records;³
- f. in providing a reimbursable expense, Katten does not make a profit on that expense, whether the service is performed by Katten in-house or through a third party;

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Fee Application.

³ This is limited to work involved preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing this Fee Application.

- g. in accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between Katten and any other person for the sharing of compensation to be received in connection with the Debtors' Chapter 11 Cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
- h. all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 16, 2019
New York, NY

Respectfully submitted,

/s/ Steven J. Reisman
Steven J. Reisman
Partner, Katten Muchin Rosenman LLP

Exhibit B

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

Retention Order

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)

ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
KATTEN MUCHIN ROSENMAN LLP AS CONFLICTS COUNSEL FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE *NUNC PRO TUNC* TO THE
PETITION DATE

Upon the unopposed application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Katten Muchin Rosenman LLP (“Katten”) as their conflicts counsel effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”); and the Court having reviewed the Application, the Declaration of Steven J. Reisman, a partner of Katten (the “Reisman Declaration”), and the declaration of Kristi Moody, Executive Vice President, General Counsel, and Corporate Secretary of Windstream Holdings, Inc. (the “Moody Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant

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

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.



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to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Reisman Declaration that (a) Katten does not hold or represent an interest adverse to the Debtors' estates and (b) Katten is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is necessary and in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and after due deliberation the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Katten as their conflicts counsel *nunc pro tunc* to the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. **Katten is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Katten will render the following legal services where Kirkland has an actual or perceived conflict of interest or where the Debtors believe it would be more efficient or economical for Katten to handle the matter::**

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Katten shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

5. All compensation and reimbursement provisions of the Engagement Letter are subject to paragraph 3 hereof.

6. Katten shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Katten to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

7. Katten shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. All parties in interest retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code.

8. Katten shall not withdraw as Debtors' conflicts counsel before the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

9. The Debtors and Katten are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

11. To the extent the Application, the Reisman Declaration, the Moody Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: White Plains, NY
April 22, 2019

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Engagement Letter

Katten

KattenMuchinRosenman LLP

575 Madison Avenue
New York, NY 10022-2585
212.940.8800 tel
www.kattenlaw.com

STEVEN J. REISMAN
sreisman@katten.com
212.940.8700 direct

Dated as of February 24, 2019

VIA EMAIL: kristi.moody@windstream.com

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

Re: **Engagement Agreement**

Dear Kristi:

We are pleased to have the opportunity to represent Windstream Holdings, Inc. and its debtor affiliates to the extent requested by the client (the "Client") with regard to providing advice and representation as co-counsel in connection with a potential in-court restructuring and such other matters as the Client may request and the Firm may agree to handle (the "Matters"). Kirkland & Ellis LLP will be serving as lead counsel. This letter and the enclosed Terms of Engagement which contains a provision on conflicts of interest, describe the basis on which the Firm provides legal services.

I will be the lawyer at the firm with the primary responsibility for the Matter and understand that it is your expectation, as well as my own intention, that I be involved in managing all aspects of this engagement. I will be assisted by such other partner(s), associate(s), and other member(s) of the Firm as appropriate. As indicated in the Terms of Engagement, our fees are based upon our hourly rates unless otherwise noted herein.

Please review the Terms of Engagement, with the assistance of independent counsel if you wish, and let me know if you have any questions about them. If all the terms are satisfactory, please indicate your consent by signing this letter and returning it to me. However, your continuing instructions in this matter will amount to your acceptance of the terms of this letter, including the Terms of Engagement (collectively the "Terms"). All parties to this agreement agree that a digital signature shall be effective to prove each party's agreement to the Terms. Furthermore, the parties agree that the Terms may be proven through an electronic copy in digital format, and that no "original" hard-copy document need be retained to prove the Terms.

Upon your commencement of a restructuring case under Chapter 11 of the U.S. Bankruptcy Code, your ongoing employment of the Firm will be subject to the approval of the

AUSTIN CENTURY CITY CHARLOTTE CHICAGO DALLAS HOUSTON IRVING LOS ANGELES
NEW YORK ORANGE COUNTY SAN FRANCISCO BAY AREA SHANGHAI WASHINGTON, DC

LONDON: KATTEN MUCHIN ROSENMAN UK LLP

A limited liability partnership including professional corporations

WIN Ex. 76

Katten

Katten Muchin Rosenman LLP

Dated as of February 24, 2019

Page 2

court with jurisdiction over the bankruptcy petition. If necessary, the Firm will take steps to prepare the disclosure materials required in connection with the Firm's retention as restructuring co-counsel/ efficiency counsel. If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties. The Firm will then give you a draft of this schedule once it is available. Even if the Firm does not believe that these relationships constitute actual conflicts of interest, these relationships must be described and disclosed in your application to the court to retain the Firm. If in the Firm's determination a conflict of interest arises in your Chapter 11 case requiring separate conflicts counsel, then you will be required to use separate conflicts counsel in those matters. Further, you understand, acknowledge, and agree that in connection with a Chapter 11 case, if you have not objected to the payment of a Firm invoice or to a Firm fee and expense application, have in fact paid such invoice, or have approved such fee and expense application, then you waive your right to subsequently object to the payment of fees and expenses covered by such invoice or fee application. You should also be aware that, under applicable law, in the event a trustee or examiner is appointed in any Chapter 11 case or a trustee is appointed in a superseding Chapter 7 case, the trustee or examiner may waive the attorney-client privilege as to otherwise privileged communications between the Firm and your representatives.

Upon your commencement of a restructuring case under Chapter 11 of the Bankruptcy Code, the Firm will comply with the United States Trustee's guidelines for fees and expenses, notwithstanding any terms herein to the contrary. In the event of a bankruptcy filing, the Bankruptcy Code will rule and override Section VIII of the Terms of Engagement regarding arbitration.

A schedule of the Firm's standard hourly rates is annexed as Exhibit A. The Firm's disbursements that are billed on a per-unit basis are annexed as Exhibit B. The Firm's wiring instructions are annexed as Exhibit C and the Firm's W-9 Taxpayer Certification is annexed as Exhibit D.



Dated as of February 24, 2019
Page 3

Thank you for allowing us the privilege of this representation. We value and appreciate the trust and confidence you have placed in us and we assure you we will do our best to see that your expectations are satisfied.

My best.

Sincerely,

Steven J. Reisman

SJR:aa
w/Attachment

cc: Ross M. Kwasteniet, Esq. (ross.kwasteniet@kirkland.com)
(Kirkland & Ellis LLP)

This letter and the Terms of Engagement are agreed to:

WINDSTREAM HOLDINGS, INC.

By:

Name:

Title:

Dated as of February 24, 2019

Kristi Moady
Kristi Moady
SVP, General Counsel & Corporate Secretary
Secretary

KATTEN MUCHIN ROSENMAN LLP
TERMS OF ENGAGEMENT

The information below describes the terms that apply to the legal services provided for you by Katten Muchin Rosenman LLP (the "Firm"). We encourage you to discuss any of these Terms with us at any time. If modifications to the Terms are needed, you should discuss that with us so that agreement on changes can be reached and reduced to writing. All references to "you" or "your" means only the client or clients identified in our engagement letter. **Individuals or entities that are related to or affiliated with you, such as partners, officers, directors, stockholders, parent companies, related companies, or family members, are not clients, unless we otherwise agree in writing.**

I. Scope of Representation. The scope of the work we will do for you is limited to the description stated in our engagement letter. Any changes or additions to the scope of our work, which we would be pleased to consider, must be agreed to and memorialized by letter or email. Unless that description states otherwise, **our engagement does not include responsibility for:** (1) review of your insurance policies to determine the possibility of coverage for our fees and costs or for the claim asserted against you, (2) notification of your insurance carriers about a matter, (3) advice to you about your disclosure obligations concerning a matter under the federal securities laws or any other applicable law, or (4) advice to you about tax issues that relate to a matter. If we agree to represent you in additional matters, we will do so in writing by letter or email, and the Terms of our engagement will remain the same for these additional matters unless changed by agreement in writing.

Additionally, if in response to your request or by requirement of lawful process we: testify; gather and/or produce documents; respond to document hold or production requests; or respond to any other requests in connection with possible, threatened or actual proceedings commenced by third parties that relate to our representation of you, you agree to pay us our reasonable fees and costs incurred.

II. Staffing. Steven J. Reisman will have the primary responsibility for our relationship. We assign additional lawyers and other personnel when needed based upon the type of work and the appropriate experience level required.

III. Client Responsibilities. You agree to provide us with all information that we believe is necessary or appropriate to fulfill our professional responsibilities in this matter and to cooperate with us in matters such as fact investigation, preparation of pleadings, discovery responses, settlement conferences, etc. You will designate one or more persons to give us instructions and authority to receive our requests and inquiries. You further agree that without our express written consent, you will not use our name or the fact of your engagement of us in any form of advertising or solicitation of business.

IV. Financial Arrangements.

A. Fees and Expenses. Our fees are based primarily upon the hourly rates of our lawyers and other personnel in effect when the services are performed. These rates change periodically based upon economic factors and the experience level of our

personnel. In determining the amount of our fee, we may also consider and adjust our total fee based on other factors, including the novelty and difficulty of the issues involved, the amount involved and the results obtained, and the time limits, if any, imposed by you or by the circumstances of the engagement. We are affiliated with Katten Muchin Rosenman UK LLP of London, England, and if we obtain advice or services on your behalf from that firm, we will include their time and expenses on our bill.

Expenses include items such as consultants, experts, filing fees, court reporting fees, travel costs, overnight or other special mail services, messenger services, photocopies, long distance telephone, outgoing faxes, research service charges (e.g., LEXIS), secretarial and other staff overtime charges (when required to meet the needs of the matter), and other special services such as document imaging. Certain of these charges are adjusted to include administrative and overhead expenses incurred by the Firm to provide the billed service. With respect to costs incurred and payable to third parties, such as court reporters or experts, it is our usual policy to forward those bills to you for payment directly to the third party, and you agree to pay those fees directly to the provider. As an accommodation to you, however, we may advance those costs on your behalf and include them in our monthly bills. Some large disbursements may be forwarded to you for direct payment. Some charges may not be in the system at the time of monthly billing and will appear on a later bill.

B. Fee Deposits. The amount of any fee deposit required in this engagement, if any, is set forth in the engagement letter, which is not an estimate of the total costs of the representation, nor is it a maximum fee. This fee deposit will be deposited in the Firm's client retainer trust account and will be used to pay our fees and expenses when they come due. We will pay our monthly invoices using the fee deposit when earned, unless you already have paid the invoice or dispute the amount of our invoice before that time. You agree that you will maintain the fee deposit balance at the amount agreed in the engagement letter. Accordingly, while we will pay our invoices from the fee deposit as set forth above, you agree to maintain the agreed balance by either paying each invoice within 20 days of mailing or by replenishing the fee deposit in a like amount. In the event our fees and expenses exceed the retainer deposited with us, we will bill you for the excess. We may, as an accommodation to you, agree to waive the fee deposit if our invoices are timely paid. In the event we do so, however, you agree that we may request replenishment of the fee deposit at any time, should we determine that to be necessary, in our sole discretion. We may also request, and you agree to provide, additional fee advances from time to time based on our estimates of future work to be undertaken. If you fail to maintain the balance of the fee deposit when requested or to pay promptly any additional fees requested, we reserve the right to cease performing further work and withdraw from the representation.

C. Billing and Payment. We generally forward our statements monthly. The statements will include a brief description of the work performed, the date the work was performed, the time required to do the work, and the expenses incurred. Payment is due promptly upon receipt of our statement. We reserve the right to terminate our representation of clients who do not pay promptly. We do not and cannot guarantee the

outcome of any matter, and payment of our fees and disbursements is not conditioned on any particular outcome.

V. Electronic Communication. The use of email can be an efficient means of communication, and we use it often in communicating with clients. Some clients also use instant messaging as a means of communication. However, these electronic communications can be delayed or blocked (for example, by anti-spam software) or otherwise not transmitted. You must not assume that an email or instant message sent to us was actually opened and read by us unless you receive a non-automated reply message indicating that we have read your message.

VI. Responses to Auditors' Inquiries. We are frequently asked to provide information to auditing firms regarding client legal matters and we respond to those inquiries with the same level of care and professionalism used to handle the client's other legal work. We will accordingly charge for those services at the same rates. When you make a written request that we provide information to an auditing firm, we will deem your request to be your consent for us to disclose the requested information on your behalf. Additionally, when an auditing firm makes a written request for information on your behalf, that request will be deemed to be your consent for us to disclose that information to the auditing firm.

VII. Conflicts of Interest Issues. As you know, we are a large general services law firm with many clients and with offices located in Austin, Texas; Charlotte, North Carolina; Chicago, Illinois; Dallas, Texas; Houston, Texas; Irving, Texas; Los Angeles, California (Century City and Downtown); New York, New York; Orange County, California; San Francisco Bay Area, California; Washington D.C.; and Shanghai, China, and we have an affiliate in London, England. It is possible that, during the course of our engagement, an existing or future client may seek to hire the Firm in connection with an actual or potential transaction or pending or potential litigation or other dispute resolution proceeding in which such other client's interests are or potentially may become adverse to your interests.

Because the duty of loyalty would otherwise prevent the Firm from being adverse to a current client, rules of professional conduct prevent the Firm from accepting such engagements during the Firm's representation of you absent informed consent by you and the waiver of the duty of loyalty. In particular, the Firm often represents parties in restructuring and insolvency matters, both in- and out-of-court. By agreeing to these Terms of Engagement, you waive the duty of loyalty insofar as it would be applicable and agree that, even while the Firm is representing you, and at all times thereafter, the Firm may represent existing or new clients in any matter that is not substantially related to our work for you, even if the interests of such clients are adverse to yours (whether or not you are then represented by the Firm), or any of your affiliates, including litigation in which you or any of your affiliates are parties. This waiver also is intended to allow the Firm to examine or cross-examine you (and/or your employees and agents) on behalf of existing or new clients in other proceedings (including but not limited to proceedings to which you are not a party) provided the other matter is not substantially related to our representation of you. Notwithstanding this consent and waiver, the Firm will not undertake such representation unless we first reasonably determine that we will be able to provide competent and diligent representation to both of the affected clients. We also will continue to maintain the confidentiality of the confidential information you provide to us in the course of the Firm's

engagement by you, and will not use such information for any purpose except for the benefit of, and on behalf of, you without your written consent.

Potential adverse consequences may result from the Firm's representing parties that are adverse to you. These may include a perception that the Firm's loyalty and independence of judgment with respect to you are impaired. Also, the Firm's representation of parties adverse to you may come at a time when it would harm your interests to terminate the services of the Firm, or after expenditures of fees and costs to the Firm that might need to be replicated by new counsel. The Firm encourages you to have this conflicts waiver reviewed by independent counsel acting on your behalf before agreeing to these Terms of Engagement.

Further, in the course of our representation of you, it may be necessary for our lawyers to analyze or address their professional duties or responsibilities or those of the Firm, and to consult with the Firm's General Counsel, Deputy General Counsel, Conflicts Counsel, or other lawyers in doing so. To the extent we are addressing our duties, obligations or responsibilities to you in those consultations, it is possible that a conflict of interest might be deemed to exist as between our Firm and you. As a condition of this engagement, you waive any conflict of interest that might be deemed to arise out of any such consultations. You further agree that these consultations are protected from disclosure by the Firm's attorney-client privilege. Nothing in the foregoing shall diminish or otherwise affect our obligation to keep you informed of material developments in your representation, including any conclusions arising out of such consultations to the extent that they affect your interests.

VIII. Arbitration of Disputes. You acknowledge having reviewed a copy of Part 137 of the Rules of the Chief Administrator of the Courts of New York (available at <http://www.courts.state.ny.us/admin/feedispute/137.pdf> or upon request from us) which provides a mechanism for resolution of fee disputes between us using a particular arbitration procedure and forum; you have a right to select this mechanism for the resolution of fee disputes between us under this letter agreement unless you waive that right. You hereby waive that right, and you and we instead agree upon the following: If any dispute, controversy or claim directly or indirectly relating to or arising out of this agreement, work we perform for you or the fees charged by us or your failure to pay such fees you agree that such dispute shall be submitted to binding arbitration with JAMS in New York, New York under the JAMS Comprehensive Arbitration Rules and Procedures. The arbitrator shall have no authority to award punitive damages or to treble or otherwise multiply actual damages. The award in the arbitration shall be final and binding and judgment thereon may be entered and enforced in any court of competent jurisdiction. The costs and expenses (including reasonable attorney's fees of the prevailing party) shall be borne and paid by the party that the arbitrator, or arbitrators, determine is the non-prevailing party. You agree and consent to personal jurisdiction, service of process and venue in any federal or state court within the State of New York in connection with any action brought to enforce an award in arbitration. You further agree that service of process may be made upon you by Katten Muchin Rosenman LLP by causing process to be delivered to you at the above address (or such other address of which you hereafter shall advise us in writing) by registered or certified mail, return receipt requested.

IX. Conclusion of Representation. Our representation of you will terminate when we send you our final statement for services rendered in this matter. We may also terminate our

representation for any reason consistent with rules of professional responsibility, including conflicts of interest or your failure to pay our fees and expenses. Our representation may also be terminated upon your request. Following termination, any nonpublic information you have supplied to us which is retained by us will be kept confidential in accordance with applicable rules of professional responsibility. Once our representation is concluded, we will not be obligated to take any steps such as keeping track of deadlines, filing papers, pursuing appeals, or monitoring or advising you about changes in the law or circumstances that might bear upon the concluded matter.

X. Disposition of Client Files. Upon conclusion of your representation, we may return to you your original papers, documents and/or other property that you provided to the Firm during our engagement. You agree to accept the return of such documents and/or property. If you so request, we will also provide to you, at your expense, copies or originals of your complete file. We reserve the right to make, at our expense, copies of all documents generated or received by us in the course of our representation of you. The Firm will not provide copies or originals of the Firm Administrative or Matter Administration files pertaining to the matter, which will be retained by the Firm. All such documents retained by the Firm, including client files (including any original documents and/or property that we attempted unsuccessfully to return to you) and Firm Administrative or Matter Administration files, will be transferred to the person responsible for administering our records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any documents or other materials retained by us within a reasonable time, but not less than seven (7) years after the matter is closed.

EXHIBIT A
RATES

<u>PROFESSIONALS</u>	<u>STANDARD RANGE</u>
Partner	\$785 - \$1,430
Associate	\$450 - \$930
Counsel and Special Staff	\$665 - \$1,035
Of Counsel	\$865 - \$1,205
Paralegal	\$190 - \$545

EXHIBIT B
PER UNIT EXPENSES

Description	Cost per page
Fax	\$1.60
Photocopy Costs	\$.20
Photocopy – Wide Format	\$1.00
Color Printing / Copies	\$.25

EXHIBIT C

KATTEN MUCHIN ROSENMAN LLP

WIRE INSTRUCTIONS

Bank: JP Morgan Chase Bank
1211 Avenue of the Americas
New York, New York 10036
Attn: Mindy Drogos
Phone 1-847-398-4102

Account Name: Katten Muchin Rosenman LLP
Operating Account

Bank ABA#: 021000021

Account Number: 967343933

SWIFT Code: CHASUS33

Ref: Windstream Holdings, Inc.

<p>Form W-9 (Rev. November 2017) Department of the Treasury Internal Revenue Service</p>	<p>Request for Taxpayer Identification Number and Certification</p> <p>► Go to www.irs.gov/FormW9 for instructions and the latest information.</p>	<p>Give Form to the requester. Do not send to the IRS.</p>																																													
<p>1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.</p> <p>Katten Muchin Rosenman LLP</p>																																															
<p>2 Business name/disregarded entity name, if different from above</p>																																															
<p>Point or type. See Specific Instructions on page 3.</p>	<p>3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.</p> <p><input type="checkbox"/> Individual/sole proprietor or single-member LLC</p> <p><input type="checkbox"/> Limited liability company. Enter the tax classification (C= C corporation, S= S corporation, P= Partnership) ► _____</p> <p><input type="checkbox"/> Other (see instructions) ► _____</p> <p><input type="checkbox"/> C Corporation</p> <p><input type="checkbox"/> S Corporation</p> <p><input checked="" type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Trust/estate</p>																																														
	<p>4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):</p> <p>Exempt payee code (if any) _____</p> <p>Exemption from FATCA reporting code (if any) _____</p> <p>(Applies to accounts maintained outside the U.S.)</p>																																														
	<p>5 Address (number, street, and apt. or suite no.) See instructions.</p> <p>525 West Monroe Street, Suite 1900</p>																																														
	<p>6 City, state, and ZIP code</p> <p>Chicago, Illinois 60661-3693</p>																																														
<p>7 List account number(s) here (optional)</p>																																															
<p>Part I Taxpayer Identification Number (TIN)</p> <p>Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i>, later.</p> <p>Note: If the account is in more than one name, see the instructions for line 1. Also see <i>What Name and Number To Give the Requester</i> for guidelines on whose number to enter.</p>																																															
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="9" style="text-align: center;">Social security number</td> </tr> <tr> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> <td style="width: 20%;"> </td> </tr> <tr> <td colspan="9" style="text-align: center;">or</td> </tr> <tr> <td colspan="9" style="text-align: center;">Employer identification number</td> </tr> <tr> <td style="width: 20%;">3</td> <td style="width: 20%;">6</td> <td style="width: 20%;">-</td> <td style="width: 20%;">2</td> <td style="width: 20%;">7</td> <td style="width: 20%;">9</td> <td style="width: 20%;">6</td> <td style="width: 20%;">5</td> <td style="width: 20%;">3</td> </tr> </table>			Social security number																		or									Employer identification number									3	6	-	2	7	9	6	5	3
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<p>Part II Certification</p> <p>Under penalties of perjury, I certify that:</p> <p>1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and</p> <p>2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and</p> <p>3. I am a U.S. citizen or other U.S. person (defined below); and</p> <p>4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.</p> <p>Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.</p>																																															
<p>Sign Here Signature of U.S. person ► Date ► 1/2/19</p>																																															
<p>General Instructions</p> <p>Section references are to the Internal Revenue Code unless otherwise noted.</p> <p>Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.</p> <p>Purpose of Form</p> <p>An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • Form 1099-DIV (dividends, including those from stocks or mutual funds) • Form 1099-MISC (various types of income, prizes, awards, or gross proceeds) • Form 1099-B (stock or mutual fund sales and certain other transactions by brokers) • Form 1099-S (proceeds from real estate transactions) • Form 1099-K (merchant card and third party network transactions) • Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition) • Form 1099-C (canceled debt) • Form 1099-A (acquisition or abandonment of secured property) <p>Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.</p> <p><i>If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What Is backup withholding, later.</i></p>																																															

Exhibit C

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

Budget and Staffing Plan
for the Time Period of July 1, 2019 through October 31, 2019

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

Budget for the for the Time Period of July 1, 2019 through October 31, 2019

Matter	Matter Description	Hours Budgeted	Total Compensation Budgeted
2	Retention and Fee Applications	150	\$ 90,000
7	Adversary Proceedings, Contested Matter	120	120,000
8	Charter Litigation	2,000	1,650,000
19	Hearings	5	5,000
Total		2,275	\$ 1,865,000

Staffing Plan for the Time Period of July 1, 2019 through October 31, 2019

Category of Timekeeper	Number of Timekeepers Expected to Work on Matter Categories During the Budget Period	Average Hourly Rate
Partner	8	\$ 1,000
Associate	10	645
Paraprofessional	5	250
Total Attorney	18	787
Total	23	\$ 679

Exhibit D

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

Voluntary Rate Disclosures

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

Voluntary Rate Disclosures

- The blended hourly rate for Katten timekeepers in the New York, Washington, D.C., and Chicago offices (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the period beginning on November 1, 2018 and ending on October 31, 2019 (the “Comparable Period”) was, in the aggregate, approximately \$613 per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all Katten timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately \$743.91 per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at Katten	Debtor Blended Hourly Rate for this Fee Application⁴	Non-Bankruptcy Blended Hourly Rate
Partners	\$ 928.56	\$ 794.00
Counsel	N/A	684.00
Associates	571.37	497.00
Paraprofessionals	264.64	264.00
Total Combined Blended Rate	\$ 743.91⁵	\$ 613.00

¹ It is the nature of Katten’s practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within Katten’s Insolvency and Restructuring Practice. Accordingly, “Non-Bankruptcy Matters” consist of matters for which Katten’s domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters may include time billed by Katten domestic timekeepers who work primarily within Katten’s Insolvency and Restructuring Practice.

² Katten calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount billed* by Katten timekeepers in the New York, Washington, D.C., and Chicago offices to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by Katten timekeepers in the New York, Washington, D.C., and Chicago offices to the Non-Bankruptcy Matters during the Comparable Period.

³ Katten calculated the blended rate for timekeepers who billed to the Debtor by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

⁴ These amounts do not reflect fees written off for time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period.

⁵ The Debtor Blended Hourly Rate for this Fee Application is greater than the Non-Bankruptcy Blended Hourly Rate because Katten was required to staff the Charter Adversary Proceeding with multiple Partners and other senior level attorneys from its Litigation, Intellectual Property and Insolvency & Restructuring Departments due to the complexity and expedited nature of the Charter Adversary Proceeding.

Exhibit E

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

**Summary of Total Fees Incurred and Hours Billed
for the Time Period of July 1, 2019 through October 31, 2019**

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

**Summary of Attorney Timekeepers
for the Time Period of July 1, 2019 through October 31, 2019**

Attorney Name	Position	Year Admitted	Department	Hourly Billing Rate	Hours Billed in this Fee Application	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1220	16.10	\$ 19,642.00
Howard R. Rubin	Partner	1996	Litigation	1045	0.40	418.00
Terence P. Ross	Partner	1983	Intellectual Property	985	520.00	512,200.00
John P. Sieger	Partner	1997	Restructuring	975	5.80	5,655.00
Shaya Rochester	Partner	2003	Restructuring	965	158.70	153,145.50
Cindi Giglio	Partner	2007	Restructuring	965	3.80	3,667.00
David J. Stagman	Partner	1993	Litigation	880	11.30	9,944.00
Ryan J. Larsen	Partner	2000	Litigation	870	85.10	74,037.00
Mark T. Ciani	Partner	2007	Litigation	850	25.30	21,505.00
Tami Kameda Sims	Partner	2006	Litigation	845	4.20	3,549.00
Robert T. Smith	Partner	2006	Litigation	845	11.20	9,464.00
Jeffrey A. Wakolbinger	Partner	2008	Intellectual Property	835	5.90	4,926.50
Michael R. Justus	Partner	2008	Intellectual Property	800	240.50	192,400.00
Craig A. Convissar	Associate	2012	Litigation	790	46.20	36,498.00
Julia L. Mazur	Associate	2012	Intellectual Property	790	12.70	10,033.00
Eric T. Werlinger	Associate	2012	Litigation	790	99.80	78,842.00
Allison Arotzsky	Associate	2012	Restructuring	730	13.50	9,855.00
Matthew Holub	Associate	2012	Intellectual Property	720	8.40	6,048.00
Joanna Hill	Associate	2014	Litigation	695	2.10	1,459.50
Rajesh Srinivasan	Associate	2016	Litigation	695	4.60	3,197.00
Kristin Lockhart	Associate	2016	Intellectual Property	605	380.90	230,444.50
Christopher Vazquez	Associate	2017	Litigation	515	87.40	45,011.00
Melissa Velez	Associate	2017	Litigation	515	41.50	21,372.50
Ashley Brines	Associate	2018	Litigation	450	3.40	1,530.00
Katherine Motsinger	Associate	2018	Litigation	450	15.50	6,975.00
Grace Thompson	Associate	2019	Restructuring	450	324.80	146,160.00
Catherine E. O'Brien	Associate	2018	Litigation	440	6.80	2,992.00
Anne Lewis	Staff Attorney	2017	Intellectual Property	390	10.20	3,978.00

Attorney Name	Position	Year Admitted	Department	Hourly Billing Rate	Hours Billed in this Fee Application	Total Compensation
Totals for Attorneys					2,146.10	\$ 1,614,948.50
Total Fees Written-Off¹						\$ 1,877.50
Totals for Attorneys After Write-Off						\$ 1,613,071.00

**Summary of Paraprofessional Timekeepers
for the Time Period of July 1, 2019 through October 31, 2019**

Paraprofessional Name	Position	Number of Years in that Position	Department	Hourly Billing Rate	Hours Billed in this Fee Application	Total Compensation
Rick Brady	Litigation Support Specialist	7	Litigation Support	\$ 285	1.40	\$ 399.00
Caroline Egan	Paralegal	1	Restructuring	290	6.30	1,827.00
John Greer	Docket Manager	30	Docket	290	5.50	1,595.00
Steven Greer	Docket Supervisor	20	Docket	215	3.60	774.00
Adriane Konrath	Litigation Support Specialist	22	Litigation Support	390	6.70	2,613.00
Peter Mazzeo	Docket Assistant	3	Docket	185	1.30	240.50
Marie Siena	Paralegal	12	Restructuring	200	13.70	2,740.00
Totals for Paraprofessionals					38.50	\$ 10,188.50
Total Fees Written-Off²						\$ 639.50
Total for Paraprofessionals After Write-Off						\$ 9,549.00

¹ As a courtesy to the Debtors' estates, Katten voluntarily wrote off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and consequently does not seek payment of these fees in this Fee Application.

² As a courtesy to the Debtors' estates, Katten voluntarily wrote off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and consequently does not seek payment of these fees in this Fee Application.

Exhibit F

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

Summary of Actual and Necessary Expenses
for the Time Period of July 1, 2019 through October 31, 2019

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

**Summary of Actual and Necessary Expenses
for the Time Period of July 1, 2019 through October 31, 2019**

Expense¹	Amount
Court Costs & Litigation Expenses ²	\$ 15,403.30
Duplicating Expenses	488.25
Legal Research	12,693.00
Local Transportation	1,085.20
Meals	884.16
Out of Town Travel & Airfare	7,390.75
Process Server Fees	844.38
Telephone, Postage and Courier	1,040.48
TOTAL	\$ 39,829.52

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

² Transcription services were provided by a third-party vendor.

Exhibit G

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

Summary of Fees and Expenses by Matter
for the Time Period of July 1, 2019 through October 31, 2019

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

Summary of Fees and Expenses by Matter¹
for the Time Period of July 1, 2019 through October 31, 2019

Matter Number	Matter Description	Hours Billed	Fees Requested	Expenses Requested	Total Fees and Expenses Requested
2	Retention and Fee Applications	140.90	\$ 73,371.50	\$ 0.00	\$ 73,371.50
7	Adversary Proceedings, Contested Matter	122.20	93,385.00	0.00	93,385.00
8	Charter Litigation	1,918.40	1,456,985.50	39,328.80	1,496,314.30
19	Hearings	3.10	1,395.00	0.00	1,395.00
32	Expenses	0.00	0.00	500.72	500.72
TOTALS		2,184.60	\$ 1,625,137.00	\$ 39,829.52	\$ 1,664,966.52

¹ These amounts do not reflect fees written off for time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period.

Exhibit H

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

**Summary of Fees Budgeted and Fees Incurred by Matter
for the Time Period of July 1, 2019 through October 31, 2019**

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

**Summary of Fees Budgeted and Fees Incurred by Matter
for the Time Period of July 1, 2019 through October 31, 2019¹**

Matter	Matter Description	Hours		Total Fees	
		Budgeted	Billed	Budgeted	Billed
2	Retention and Fee Applications	150	140.90	\$ 90,000	\$ 73,371.50
7	Adversary Proceedings, Contested Matter	120	122.20	120,000	93,385.00
8	Charter Litigation	2,000	1,918.40	1,650,000	1,456,985.50
19	Hearings	5	3.10	5,000	1,395.00
Totals		2,275	2,184.60	\$ 1,865,000	\$ 1,625,137

¹ These amounts do not reflect fees written off for time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period.

Exhibit I

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

**Detailed Description of Services Provided and
Detailed Description of Expenses and Disbursements
for the Time Period of July 1, 2019 through October 31, 2019**

Katten

KattenMuchinRosenman LLP

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@kattenlaw.com

575 Madison Avenue
New York, NY 10022-2585

August 15, 2019

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

Invoice No. 1301561941
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through July 31, 2019 \$30,826.00

CURRENT INVOICE TOTAL: \$30,826.00

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

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

WIN Ex. 76

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Jul 19	Thompson, Grace	Email team on all Windstream matters regarding weekly budget reporting requirements (.10); collect and review team confirmation emails (.10)	0.20
01 Jul 19	Rochester, Shaya J.	Attend to issues regarding supplemental declaration (.30); attend to issues regarding Supplemental Disclosure and call with C. Giglio regarding same (.30)	0.60
01 Jul 19	Giglio, Cindi	Initial review of text of the supplemental disclosures and related discussion with S. Rochester (.40)	0.40
01 Jul 19	Arotsky, Allison	Revise First Supplemental Reisman Declaration (.50)	0.50
02 Jul 19	Thompson, Grace	Correspond with C. Harmon regarding weekly budget (.30); review weekly billing reports from C. Harmon (.50); prepare weekly budget report for A&M (.30); coordinate with C. Harmon regarding June prebills (.50)	1.60
03 Jul 19	Rochester, Shaya J.	Attend to issues regarding May MFI (.20)	0.20
03 Jul 19	Giglio, Cindi	Review and provide comments to schedule to Supplemental Reisman Declaration (3.40)	3.40
03 Jul 19	Arotsky, Allison	Revise First Supplemental Reisman Declaration per C. Giglio's comments (2.80)	2.80
03 Jul 19	Egan, Caroline	Begin review of June prebills for privileged and confidential information and proper assignment to matter category (2.00)	2.00
08 Jul 19	Thompson, Grace	Email team on all Windstream matters regarding weekly budget reporting requirements (.10); continue reviewing June invoices for privileged and confidential information (1.30); discussions with C. Egan regarding review of June invoices (.80)	2.20
08 Jul 19	Reisman, Steven	Update regarding status of Windstream case and update re: matters related to supplement disclosure of Katten to be filed in connection with same and review of same (.80)	0.80
08 Jul 19	Rochester, Shaya J.	Attend to issues regarding June prebills (.20)	0.20
09 Jul 19	Siena, Marie	Review and revise June prebills for privileged and confidential information and proper assignment of matter category (1.50)	1.50
09 Jul 19	Thompson, Grace	Correspond with C. Harmon regarding weekly budget (.20); review weekly budget and prepare budget report for A&M (.40); coordinate with C. Harmon regarding June prebills (.30); discuss June prebill review with C. Egan (.30)	1.20
09 Jul 19	Rochester, Shaya J.	Attend to issue regarding June invoices regarding compliance with UST guideline (.30); attend to issues regarding weekly fee estimates (.20)	0.50
09 Jul 19	Egan, Caroline	Review the June prebills for privileged and confidential information and proper assignment to matter category (1.40)	1.40
10 Jul 19	Thompson, Grace	Continue reviewing June prebills and comments from S. Rochester (.80); follow up discussions with M. Siena and C. Egan regarding June prebill review and	1.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561941
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES
 Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		edits (.80)	
10 Jul 19	Rochester, Shaya J.	Review June invoices for compliance with UST Guidelines, confidentiality and privilege (.50)	0.50
10 Jul 19	Egan, Caroline	Review the June prebills for privileged and confidential information and proper assignment to matter category (1.50)	1.50
11 Jul 19	Thompson, Grace	Discussions with M. Siena and C. Egan regarding June prebill review and procedures for monthly fee statement (.60)	0.60
11 Jul 19	Rochester, Shaya J.	Attend to issues regarding preparation of June Monthly Fee Statement (.20); attend to issues regarding Supplemental Declaration (.30)	0.50
11 Jul 19	Arotsky, Allison	Discuss supplemental Reisman declaration with S. Reisman (.10); draft email regarding same to J. Sieger and M. Verde (.10)	0.20
11 Jul 19	Egan, Caroline	Review June prebills for privileged and confidential information and proper assignment to matter category (1.40)	1.40
12 Jul 19	Rochester, Shaya J.	Review and provide comments on June Monthly Fee Statement (.50)	0.50
15 Jul 19	Thompson, Grace	Email and discussion with S. Reisman regarding June expenses (.20); email team on all Windstream matters regarding weekly budget reporting requirements (.10); coordinate with I. Cheban regarding billing procedures (.30); discussion with S. Rochester regarding Interim Fee Application (.20)	0.80
15 Jul 19	Rochester, Shaya J.	Office conference with G. Thompson regarding interim fee app and June monthly fee statement (.20); review Supplemental Reisman Declaration for filing (.20);	0.40
15 Jul 19	Arotsky, Allison	Finalize First Supplemental Declaration in Support of Retention for filing and coordinate filing of same (.50)	0.50
16 Jul 19	Thompson, Grace	Correspond wiith C. Harmon regarding weekly budget (.20); discussions regarding June Monthly Fee Statement with C. Egan (.50); research precedents for Interim Fee App (.30); draft shell for Interim Fee App (.50)	1.50
17 Jul 19	Thompson, Grace	Review and edit June Monthly Fee Statement (1.30); continue drafting Interim Fee Application (2.70)	4.00
17 Jul 19	Rochester, Shaya J.	Review and provide final comments on June Fee Statement (.40)	0.40
18 Jul 19	Thompson, Grace	Revise Monthly Fee Statement incorporating S. Rochester comments (.30); revise Monthly Fee Statement incorporating S. Reisman comments (.30)	0.60
18 Jul 19	Rochester, Shaya J.	Attend to issues regarding S. Reisman comments to June Monthly Fee Statement (.30)	0.30
19 Jul 19	Thompson, Grace	Prepare Monthly Fee Statement for filing (.50); prepare email to client regarding Monthly Fee Statement (.40); edit Monthly Fee Invoice (.20); continue drafting Interim Fee Application declaration and cover page (1.60); draft Interim Fee Application exhibits (1.90)	4.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561941
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES
 Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
19 Jul 19	Rochester, Shaya J.	Attend to issues regarding filing June Monthly Fee Statement (.40)	0.40
21 Jul 19	Thompson, Grace	Continue drafting Interim Fee Application exhibits (1.90)	1.90
22 Jul 19	Thompson, Grace	Continue drafting Interim Fee Application (2.20); discuss Interim Fee App budget with A. Arotsky (.30); call with S. Rochester re: Interim Fee App (.40); revise Fee App per S. Rochester comments (1.70)	4.60
22 Jul 19	Rochester, Shaya J.	Call with G. Thompson regarding Interim Fee Application (.40); attend to issues regarding Interim Fee Application (.20)	0.60
23 Jul 19	Thompson, Grace	Continue revising Interim Fee Application and exhibits (2.60)	2.60
23 Jul 19	Reisman, Steven	Update regarding June monthly fee statement and status of matters regarding submission and service (.20)	0.20
24 Jul 19	Thompson, Grace	Draft proposed order for Interim Fee Application (.90); revise Interim Fee App. (.50)	1.40
25 Jul 19	Rochester, Shaya J.	Office conference with G. Thompson regarding Interim Fee Application (.30)	0.30
26 Jul 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.90)	0.90
29 Jul 19	Thompson, Grace	Meeting with S. Rochester regarding comments to Interim Fee Application draft (.30)	0.30
29 Jul 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.90); office conference with G. Thompson regarding same (.40)	1.30
30 Jul 19	Rochester, Shaya J.	Attend to issues regarding Interim Fee Application (.20)	0.20
TOTALS:			54.10

SUMMARY OF PROFESSIONAL SERVICES
 Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	4.00	730.00	\$2,920.00
45430	Egan, Caroline	6.30	290.00	\$1,827.00
44904	Giglio, Cindi	3.80	965.00	\$3,667.00
44842	Reisman, Steven	1.00	1,220.00	\$1,220.00
44845	Rochester, Shaya J.	7.80	965.00	\$7,527.00
41782	Siena, Marie	1.50	200.00	\$300.00
44616	Thompson, Grace	29.70	450.00	\$13,365.00
TOTAL:		54.10		\$30,826.00

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August 15, 2019

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

Invoice No. 1301561942
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through July 31, 2019 \$2,996.50

CURRENT INVOICE TOTAL: \$2,996.50

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

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WIN Ex. 76

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561942
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
01 Jul 19	Thompson, Grace	Draft and send cover letters to Chambers and U.S. Trustee regarding Stipulation to Extend Frontier Bar Date (.50)	0.50
01 Jul 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement agreement and submission of notice of presentment for stipulation extending bar date (.20); review revised settlement agreement with Frontier (.30); call with client regarding same (.40)	0.90
08 Jul 19	Thompson, Grace	Review Frontier bar date stipulation and draft correspondence to Chambers regarding no objections and entering order (.80)	0.80
08 Jul 19	Reisman, Steven	Follow up regarding matters related to Frontier Communications and status of negotiations on settlement with Frontier (.40)	0.40
08 Jul 19	Rochester, Shaya J.	Prepare email to Chambers regarding submission of Notice of Presentment for Stipulation Extending Frontier Bar Date (.30); submit Notice of Presentment for Stipulation Extending Frontier Bar Date to Chambers and discussion with S. Reisman regarding same (.40)	0.70
09 Jul 19	Thompson, Grace	Review Frontier bar date stipulation as entered and compare with submitted version (.20)	0.20
09 Jul 19	Rochester, Shaya J.	Attend to Stipulation Extending Bar Date for Frontier and communications with client regarding same (.30)	0.30
TOTALS:			3.80

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	0.40	1,220.00	\$488.00
44845	Rochester, Shaya J.	1.90	965.00	\$1,833.50
44616	Thompson, Grace	1.50	450.00	\$675.00
TOTAL:		3.80		\$2,996.50

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August 15, 2019

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

Invoice No. 1301561943
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through July 31, 2019	\$49,309.00
Disbursements and other charges.....	\$553.30

CURRENT INVOICE TOTAL: \$49,862.30

Credit available as of August 15, 2019.....\$18.00

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Jul 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester and T. Ross regarding discovery (.20); prepare correspondence to J. Kingston regarding contempt motion and pending discovery (.30); exchange correspondence with client regarding discovery (.30); exchange correspondence with K. Lockhart regarding discovery responses and document production (.30)	1.10
01 Jul 19	Ross, Terence P.	Read multiple emails from T. Sims and K. Lockhart regarding Charter discovery (.50); telephone conference with S. Rochester regarding discussions with Charter (.30); telephone conference to opposing counsel (.20); email to T. Sims regarding contempt motion (.30); telephone conference with T. Sims regarding same (.50); read draft email from T. Sims regarding discovery to be sent to opposing counsel (.30)	2.10
01 Jul 19	Lockhart, Kristin	Draft email to client regarding document production (.50); review and reply to correspondence from T. Sims regarding outstanding discovery items for contempt discovery (.50)	1.00
01 Jul 19	Thompson, Grace	Review discovery schedules and revise case calendar and associated documents (1.10)	1.10
01 Jul 19	Rochester, Shaya J.	Attend to issues regarding discovery produced by Charter and related scheduling (.30)	0.30
02 Jul 19	Sims, Tami Kameda	Exchange correspondence with Charter's counsel regarding contempt motion and discovery (.20); exchange correspondence with K. Lockhart regarding discovery responses and production (.40); revise deposition corrections and exchange correspondence with client regarding same (.40); exchange correspondence with client regarding discovery (.20)	1.20
02 Jul 19	Ross, Terence P.	Edit draft email to opposing counsel regarding stay of contempt motion and email to T. Sims regarding same (.50); exchange multiple emails with S. Rochester regarding stay of discovery (.30)	0.80
02 Jul 19	Lockhart, Kristin	Review correspondence from client and draft email with client records transcript (.50); draft instructions to date stamp documents for second document production and review document production (.70); revise discovery response to include feedback from Charter recordings (.40); prepare for document production (.70); exchange emails with T. Sims regarding document production and discovery (.40)	2.70
03 Jul 19	Sims, Tami Kameda	Confer with K. Lockhart regarding discovery and document production (.30); exchange correspondence with K. Lockhart regarding discovery (.20); exchange correspondence with S. Rochester regarding contempt motion (.10); exchange correspondence with Charter's counsel regarding contempt motion and discovery stay	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.10); prepare correspondence to docketing regarding discovery stay (.10)	
03 Jul 19	Lockhart, Kristin	Prepare for document production by revising responses to request for production and interrogatories (2.60); prepare for document production by revising bated stamped documents, re-designating files per instructions from client under protective order and drafting cover emails to defendants (2.20); discussions with T. Sims regarding discovery (.50)	5.30
03 Jul 19	Thompson, Grace	Review responses to Charter interrogatories and RFPs and coordinate edits with K. Lockhart (.40)	0.40
03 Jul 19	Rochester, Shaya J.	Attend to issues regarding adjourning hearing on contempt motion and related discovery and communications with team and client regarding same (.30); review Kirkland motion to enforce the automatic stay and impose sanctions on Florida Attorney General in connection with Charter actions in violation of the stay (.30)	0.60
08 Jul 19	Sims, Tami Kameda	Review correspondence regarding discovery and bankruptcy filings (.10)	0.10
08 Jul 19	Ross, Terence P.	Read emails regarding Charter's Second Discovery (.30); attend to issues regarding discussions with Charter(1.00)	1.30
08 Jul 19	Lockhart, Kristin	Discuss with client regarding document production (.30); revise files and resend to client with instructions (.20)	0.50
09 Jul 19	Sims, Tami Kameda	Exchange correspondence with S. Rochester regarding status of case and pending issues (.10)	0.10
09 Jul 19	Ross, Terence P.	Follow up with opposing counsel regarding discussions with Charter (.50); read email from S. Rochester on settlement (.30); read email from T. Sims regarding settlement (.30)	1.10
09 Jul 19	Rochester, Shaya J.	Attend to issues regarding Charter discovery (.30)	0.30
10 Jul 19	Ross, Terence P.	Multiple email exchanges with S. Rochester regarding expert and schedule (.50); exchange emails with S. Rochester regarding discussions with Charter (.20); telephone conference to opposing counsel regarding same (.30); consider options for same (.30)	1.30
10 Jul 19	Rochester, Shaya J.	Communications with T. Ross regarding next steps (.20); attend to issues regarding adjournment of hearing on contempt motion and communications with chambers regarding same (.20)	0.40
11 Jul 19	Ross, Terence P.	Voicemail from S. Rochester regarding status of matters (.30); consider how to complete discovery (1.00); evaluate potential damages experts (.50); telephone conference with S. Rochester regarding discussions with Charter (.30); outline revised approach to discovery (2.10)	4.00
12 Jul 19	Ross, Terence P.	Telephone conference with S. Rochester regarding case (.20); follow up on settlement options (.80); consider	3.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		how to move case into mediation through SDNY (1.30); draft amended discovery schedule to propose to opposing counsel (1.50)	
12 Jul 19	Rochester, Shaya J.	Communications with T. Ross regarding next steps (.20)	0.20
15 Jul 19	Ross, Terence P.	Determine whether possible to obtain mediation (1.00)	1.00
17 Jul 19	Ross, Terence P.	Follow up on discussions with Charter (.50); Consider which depositions to take (.50)	1.00
18 Jul 19	Ross, Terence P.	Multiple telephone conferences regarding SDNY mediation program (.40); Chart our schedule of new discovery (.50);	0.90
19 Jul 19	Ross, Terence P.	Consider how to move forward with potential settlement (.80); review court docket for potential contempt hearing date (.50); review email regarding settlement from opposing counsel and draft email regarding same to T. Sims and S. Rochester (1.00); email to K. Smith regarding same (.30); telephone conference with S. Rochester regarding same (.50); draft response to charter questions on settlement (.50); research information on bond requirement demanded as part of settlement (.80)	4.40
19 Jul 19	Rochester, Shaya J.	Call with T. Ross regarding Charter response and attend to next steps (.50)	0.50
22 Jul 19	Rochester, Shaya J.	Communications with K. Smith regarding next steps and compiling responsive documents (.30); call with client regarding Charter contracts (.80)	1.10
23 Jul 19	Ross, Terence P.	Read email from K. Smith regarding questions, and consider response and draft return email (.50); read email from S. Rochester regarding document collection on expenses and contract continuation, and consider response thereto and draft response (.50); follow up on questions posed by opposing counsel regarding settlement (.50)	1.50
23 Jul 19	Rochester, Shaya J.	Review Windstream filings regarding Uniti, mediator and UCC role with focus on impact on Charter litigation (.30)	0.30
25 Jul 19	Lockhart, Kristin	Review client correspondence regarding calculation of matters related to settlement discussions (.20)	0.20
25 Jul 19	Rochester, Shaya J.	Attend to issues regarding compiling information requested by Charter (.40)	0.40
26 Jul 19	Rochester, Shaya J.	Review information requested by Charter (.40); review backup material provided by company in response to Charter information request (.40); attend to issues regarding backup material provided by company in response to Charter information request (.30)	1.10
29 Jul 19	Ross, Terence P.	Read multiple emails collecting information requested by opposing counsel regarding settlement, and consider how to present same (.90)	0.90
30 Jul 19	Ross, Terence P.	Telephone call to S. Rochester regarding status of potential settlement (.20); review information collected	3.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
 Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding questions presented by opposing counsel (1.30); email exchange with J. Lloyd regarding potential settlement calculation (.30); attend to follow up regarding same (.50); outline questions regarding potential settlement issues to discuss with S. Rochester (.90); review information collected regarding settlement questions presented by opposing counsel (.80)	
30 Jul 19	Rochester, Shaya J.	Communications with T. Ross regarding next steps (.40)	0.40
31 Jul 19	Sims, Tami Kameda	Confer with J. Hill regarding privilege log (.10); prepare correspondence to K. Lockhart regarding Lewis's deposition corrections (.20); prepare correspondence to T. Ross and S. Rochester regarding pending case items (.60)	0.90
31 Jul 19	Justus, Michael R.	Confer with T. Ross regarding discovery and trial strategy for false advertising claims (.30)	0.30
31 Jul 19	Ross, Terence P.	Continued work on settlement presentation for opposing counsel (1.00); review supporting documents for recovery of corrective advertising costs and email client with questions regarding same (1.00); telephone conference with S. Rochester to discuss settlement data (.50); email exchange with T. Sims regarding privilege log (.30); email to S. Rochester regarding M. Justus (.20); prepare for call with J. Lloyd regarding settlement issues (.50); draft language for settlement regarding assumption of last mile contract (.50); conference with M. Justus regarding discovery (.30); telephone conference with J. Lloyd and P. Anderson about documents supporting corrective advertising costs (.40); continued research on bond requirement (1.00)	5.70
31 Jul 19	Rochester, Shaya J.	Call with T. Ross regarding discovery (.50); attend to follow-up (.30)	0.80
TOTALS:			55.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43426	Justus, Michael R.	0.30	800.00	\$240.00
44572	Lockhart, Kristin	9.70	605.00	\$5,868.50
44845	Rochester, Shaya J.	6.40	965.00	\$6,176.00
44455	Ross, Terence P.	33.30	985.00	\$32,800.50
42783	Sims, Tami Kameda	4.20	845.00	\$3,549.00
44616	Thompson, Grace	1.50	450.00	\$675.00
TOTAL:		55.40		\$49,309.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561943
 Invoice Date: August 15, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
03 Jul 19	Postage for 1st class mail pcs 2 Flat (K. Lockhart) entered by SR	4.10
03 Jul 19	VENDOR: Veritext Corporate Services, Inc.; INVOICE#: CA3847181; DATE: 7/3/2019 Recorded Phone Windstream - GI.	475.00
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	30.80
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	6.30
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	19.80
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JUNE19-NYC; DATE: 7/11/2019 - Acct #KM3277: Pacer court cost incurred in June 2019, New York.	4.10
11 Jul 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-JUNE19-WAS; DATE: 7/11/2019 - Acct #KM3278: Pacer court cost incurred in June 2019, Washington.	0.20
16 Jul 19	PAYEE: Arkadin Inc.; REQUEST#: 821629; DATE: 7/16/2019. - To record Arkadin Teleconferencing charges, Inv #INUS190600740 dated 6/30/19; Conference call on 6/11/19; #12142292 S. Rochester.	13.00
TOTAL:		\$553.30

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Telephone Charges	\$13.00
Postage	\$4.10
Court Reporter Fees	\$475.00
Court Costs	\$61.20
TOTAL:	\$553.30

MATTER TOTAL: \$49,862.30

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August 15, 2019

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

Invoice No. 1301561945
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through July 31, 2019 \$450.00

CURRENT INVOICE TOTAL: \$450.00

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

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WIN Ex. 76

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561945
Invoice Date: August 15, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
26 Jul 19	Thompson, Grace	Attend Omnibus Hearing via CourtSolutions and take notes for any relevant conflict matters (1.00)	1.00
TOTALS:			1.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

Attorney or Assistant	Hours	Rate	Amount
44616 Thompson, Grace	1.00	450.00	\$450.00
TOTAL:	1.00		\$450.00

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August 15, 2019

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

Invoice No. 1301561946
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$19.34

CURRENT INVOICE TOTAL: \$19.34

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301561946
Invoice Date: August 15, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
12 Jul 19	VENDOR: Federal Express Corp. INVOICE#: 660556441 DATE: 7/8/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 7/1/2019; Tracking ID: 788219316580	9.67
12 Jul 19	VENDOR: Federal Express Corp. INVOICE#: 660556441 DATE: 7/8/2019 From: Shaya Rochester To: Vito Genna Clerk of Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas St.,WHITE PLAINS NY,10601 US: On: 7/1/2019; Tracking ID: 788219254463	9.67
TOTAL:		\$19.34

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Courier	\$19.34
TOTAL:	\$19.34

Katten

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September 18, 2019

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

Invoice No. 1301571008
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through August 31, 2019..... \$21,520.50

CURRENT INVOICE TOTAL: \$21,520.50

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

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WIN Ex. 76

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571008
 Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Aug 19	Thompson, Grace	Review July pre-bills for privileged and confidential information (.90)	0.90
02 Aug 19	Thompson, Grace	Continue revising Interim Fee Application per S. Rochester comments (.50)	0.50
02 Aug 19	Rochester, Shaya J.	Attend to follow-up on Monthly Fee Statement (.20)	0.20
04 Aug 19	Thompson, Grace	Continue revising Interim Fee Application per S. Rochester comments (1.50); revise declaration to Interim Fee Application (1.40); revise exhibits to Interim Fee Application per S. Rochester comments (1.60)	4.50
05 Aug 19	Thompson, Grace	Discuss Interim Fee Application revisions with S. Rochester (.20); begin drafting July Monthly Fee Statement (.40)	0.60
05 Aug 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.80); call with G. Thompson regarding same (.20)	1.00
06 Aug 19	Thompson, Grace	Revise July Monthly Fee Statement (.40); email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.70
06 Aug 19	Rochester, Shaya J.	Review July invoices for privilege and confidential information (.90)	0.90
07 Aug 19	Siena, Marie	Review and revise July prebills for privilege and confidential information (2.30)	2.30
07 Aug 19	Thompson, Grace	Revise Interim Fee Application per S. Rochester comments (2.00); coordinate with billing team regarding blended rates for Interim Fee Application (.30); review "Retention and Fees" time records and revise Interim Fee Application accordingly (1.70); discussions with S. Rochester regarding Interim Fee Application (.20)	4.20
08 Aug 19	Rochester, Shaya J.	Review and provide further comments on Interim Fee Application (.60)	0.60
09 Aug 19	Thompson, Grace	Review edits and correspond with S. Rochester regarding Interim Fee Application (.30)	0.30
12 Aug 19	Thompson, Grace	Draft email to S. Reisman regarding Interim Fee Application (.20)	0.20
12 Aug 19	Rochester, Shaya J.	Attend to issues regarding S. Reisman comments to Interim Fee Application (.30)	0.30
13 Aug 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); meet with S. Rochester to discuss S. Reisman comments to Interim Fee Application (.40); revise exhibits per S. Reisman comments (1.50); continue revising exhibits for Interim Fee Application (.60); revise Interim Fee Application per additional comments from S. Rochester (1.10); correspond with I. Cheban regarding payments to date (.20); reconcile payments to date with allocation spreadsheets (.60);	7.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571008
Invoice Date: September 18, 2019

PROFESSIONAL SERVICES
Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		revise Interim Fee Application regarding same (.50); draft emails to S. Reisman regarding changes to Interim Fee Application (.50); draft Notice of Hearing for Interim Fee Application (.60); draft email to client regarding outstanding payment (.30); call with T. Scheffer regarding Kirkland's Interim Fee Application (.10); calls with S. Rochester regarding progress on Interim Fee Application (.20)	
13 Aug 19	Rochester, Shaya J.	Multiple office conferences with G. Thompson to discuss Interim Fee Application (.60); attend to issues regarding finalizing Interim Fee Application (.30); review and provide comments on notice of hearing on Interim Fee Application (.30)	1.20
14 Aug 19	Thompson, Grace	Prepare for filing and file Interim Fee Application (.80); continue drafting July Monthly Fee Statement (1.90)	2.70
15 Aug 19	Thompson, Grace	Draft email to S. Reisman regarding July Monthly Fee Statement (.10); coordinate with C. Harmon regarding S. Reisman edits to July MFS (.40); discussions with S. Rochester regarding same (.30); correspond with I. Cheban regarding changes to July invoices (.20); revise exhibits to July MFS per changes to invoices (1.80)	2.80
15 Aug 19	Rochester, Shaya J.	Review and provide comments on July Fee Statement (.30)	0.30
16 Aug 19	Thompson, Grace	Coordinate with C. Harmon and I. Cheban regarding July Monthly Fee Statement expenses (.40); revise expenses and invoices for July MFS (1.30); email S. Reisman regarding July MFS (.30)	2.00
20 Aug 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); draft email to S. Reisman regarding weekly budget report (.20); revise July Monthly Fee Statement per S. Reisman comments (.40); prepare to file and file July MFS (1.00); draft email to KCC for service (.10); prepare email to client regarding filed Monthly Fee Statement (.50); prepare email to I. Cheban regarding filed Monthly Fee Statement (.40)	3.00
20 Aug 19	Rochester, Shaya J.	Attend to issues regarding filing of July Fee Statement (.20)	0.20
23 Aug 19	Thompson, Grace	Begin reviewing August pre-bills for privileged and confidential information (1.50) discussions with M. Siena regarding the same (.20); draft email to S. Rochester for review regarding bankruptcy billing guidelines (.40)	2.10
26 Aug 19	Thompson, Grace	Continue reviewing August pre-bills for privileged and confidential information (2.00) discussions with M. Siena and O. O'Connell regarding the same (.30); draft email to team regarding time entry and guidelines (.10)	2.40
27 Aug 19	Siena, Marie	Begin review and revision of August prebills for monthly fee statement (.50)	0.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571008
 Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
27 Aug 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); discuss August pre-bill review status with M. Siena (.20)	0.60
28 Aug 19	Thompson, Grace	Draft email to client regarding Monthly Fee Invoice and payment (.30); draft email to I. Cheban regarding Monthly Fee Invoice and allocation (.20); review allocation spreadsheets and Interim Fee Application (.60); draft email to S. Rochester regarding outstanding payment and holdback (.40)	1.50
30 Aug 19	Thompson, Grace	Email new team members regarding bankruptcy billing guidelines (.20); review KCC Engagement Letter and Retention Order (.20); draft email to S. Rochester and T. Ross on the same (.10)	0.50
TOTALS:			44.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	4.70	965.00	\$4,535.50
41782	Siena, Marie	2.80	200.00	\$560.00
44616	Thompson, Grace	36.50	450.00	\$16,425.00
TOTAL:		44.00		\$21,520.50

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

September 18, 2019

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

Invoice No. 1301571009
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through August 31, 2019..... \$3,575.00

CURRENT INVOICE TOTAL: \$3,575.00

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

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

WIN Ex. 76

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571009
 Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
27 Aug 19	Thompson, Grace	Review Frontier 9019 Motion and circulate to S. Rochester (.20)	0.20
27 Aug 19	Rochester, Shaya J.	Communications with client and S. Reisman regarding stipulation with Frontier (.30)	0.30
28 Aug 19	Thompson, Grace	Research background on Windstream-Uniti dispute and related litigation in connection with potential conflict matter (2.00); draft email to S. Rochester on the same (.70)	2.70
28 Aug 19	Rochester, Shaya J.	Communications with C. Keith and S. Reisman regarding negotiations with Frontier (.20)	0.20
29 Aug 19	Thompson, Grace	Research background on Ernst & Young valuation and related issues in Windstream-Uniti master lease in connection with potential conflict matter (1.90); draft email to S. Rochester on the same (.70)	2.60
30 Aug 19	Thompson, Grace	Call with S. Rochester regarding Windstream claims in complaint against Uniti in connection with potential conflict matter (.10); review relevant arguments and draft email to S. Rochester (.20)	0.30
30 Aug 19	Rochester, Shaya J.	Review and provide comments on Uniti litigation in connection with potential conflict matters (.40); call with G. Thompson on the same (.10)	0.50
TOTALS:			6.80

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	1.00	965.00	\$965.00
44616	Thompson, Grace	5.80	450.00	\$2,610.00
TOTAL:		6.80		\$3,575.00

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

September 19, 2019

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

Invoice No. 1301571010
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through August 31, 2019.....	\$274,254.50
Disbursements and other charges.....	\$279.86

CURRENT INVOICE TOTAL: \$274,534.36

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

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Katten Muchin Rosenman UK LLP is a limited liability partnership of solicitors and Registered Foreign Lawyers registered in England and Wales.

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Aug 19	Justus, Michael R.	Review court transcripts (2.00); plan strategy for discovery and trial (1.40); discussion with T. Ross regarding the same (.50)	3.90
01 Aug 19	Ross, Terence P.	Email to S. Rochester regarding questions regarding Charter negotiations (.30); determine which documents to send to opposing counsel relating to Charter negotiations (.50); draft final version of email to opposing counsel regarding negotiations (2.80); email exchange with S. Rochester regarding negotiations (.20); plan discovery schedule (2.50); conference with M. Justus regarding same (.50)	6.80
01 Aug 19	Motsinger, Katherine	Revise privilege log (.20)	0.20
01 Aug 19	Rochester, Shaya J.	Attend to issues regarding discussions with Charter (.40)	0.40
02 Aug 19	Hill, Joanna M.	Begin reviewing privilege log (.50)	0.50
02 Aug 19	Justus, Michael R.	Review deposition transcripts (2.10); plan strategy for further depositions and written discovery (1.70); meet with K. Lockhart regarding the same (1.00)	4.80
02 Aug 19	Ross, Terence P.	Review draft privilege log (1.60); renew and revise draft privilege log (1.50); narrow list of potential deponents (1.30); email exchange with S. Rochester regarding discovery (.30); review chart of outstanding document production (1.50)	6.20
02 Aug 19	Lockhart, Kristin	Review prior research regarding false advertising (.90); discussion with M. Justus regarding new research (.30); discussion with M. Justus regarding additional strategy, depositions and discovery (1.00)	1.90
02 Aug 19	Thompson, Grace	Correspond with M. Justus and K. Lockhart regarding discovery notice requirements (.40); correspond with M. Justus and Docketing regarding onboarding M. Justus (.40)	0.80
05 Aug 19	Justus, Michael R.	Review outstanding action items for discovery (.30); plan next steps for same (1.00); confer with T. Ross, K. Lockhart, and S. Rochester regarding same (1.00); review pro hac vice motion (.30)	2.60
05 Aug 19	Ross, Terence P.	Review list of tasks drafted by K. Lockhart (2.30); email exchange with K. Smith regarding settlement (.30); review and analyze Charter Request for Admissions (2.50); confer with M. Justus, S. Rochester and K. Lockhart regarding outstanding discovery (1.00); determine which Rule 30(b)(6) topics to pursue (1.30)	7.40
05 Aug 19	Lockhart, Kristin	Prepare agenda of outstanding matters for case (1.00); discuss with M. Justus Windstream/Charter written discovery (.30); review discovery served by Windstream and Charter (1.00); discuss agenda with M. Justus (.60); prepare for call to discuss outstanding items for Windstream discovery (.60); attend call	4.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Aug 19	Rochester, Shaya J.	regarding the same (1.00) Review notes regarding outstanding discovery and litigation (.40); prepare for call regarding upcoming discovery and litigation (.40); call with K. Lockhart regarding same (.30); call with litigators regarding discovery and next steps (1.00)	2.10
06 Aug 19	Hill, Joanna M.	Revise privilege log (.50)	0.50
06 Aug 19	Justus, Michael R.	Review SDNY bankruptcy rules regarding interrogatories (.20); discuss list of discovery action items with K. Lockhart (.40)	0.60
06 Aug 19	Ross, Terence P.	Review discovery chart prepared by K. Lockhart (.50); prepare Rule 30(b)(6) deposition topics (2.30); prepare for telephone conference with K. Smith (.80); telephone conference with K. Smith regarding discovery (.30); review discovery deadlines (.60); telephone conference with M. Justus and S. Rochester regarding discovery (.30); continue planning Rule 30(b)(6) deposition topics (2.00); review revised discovery chart from K. Lockhart (.30); consider additional discovery strategy (.60)	7.70
06 Aug 19	Lockhart, Kristin	Prepare tasks to complete before discovery closes (3.80); review and discuss edits to same from M. Justus (.30); discuss with S. Rochester edits to tasks for discovery (.30); revise task list (.60); discuss with S. Rochester regarding same (.30); revise Windstream workflow list (.60)	5.90
06 Aug 19	Motsinger, Katherine	Clarify information included in specific privilege log entries (.50)	0.50
06 Aug 19	Thompson, Grace	Review Charter document production folder and draft email to M. Justus regarding same (.20); review discovery checklist and emails (.20)	0.40
06 Aug 19	Rochester, Shaya J.	Review and provide comments on discovery work-stream list (1.20); call with T. Ross and M. Justus regarding next steps with discovery (.40); call with K. Lockhart regarding discovery (.30); review and provide further comments on work-flow list (.30)	2.20
07 Aug 19	Hill, Joanna M.	Revise privilege log (.40)	0.40
07 Aug 19	Ross, Terence P.	Edit discovery chart (.70); discuss with K. Lockhart (.30); continued work on Rule 30(b)(6) deposition topics (2.50); review outstanding discovery (1.20); plan further discovery strategy (2.60)	7.30
07 Aug 19	Lockhart, Kristin	Discuss edits to workflow chart for discovery with T. Ross (.30); revise workflow chart to incorporate edits from T. Ross (1.50); draft email to S. Rochester, M. Justus and T. Ross regarding updates to same (.30); discuss study with S. Rochester (.20); draft email to client regarding outstanding deadlines for Charter discovery and document review (.50); draft email to team regarding client feedback on discovery plan (.50)	3.10
07 Aug 19	Motsinger, Katherine	Revise privilege log and review underlying emails to	1.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		verify that all emails on privilege log should be there (1.40)	
08 Aug 19	Hill, Joanna M.	Discuss privilege log with team (.40); revise privilege log (.30)	0.70
08 Aug 19	Justus, Michael R.	Consider strategy for written discovery (.30); review documents and written discovery responses in preparation for additional discovery requests (1.70); discussion with T. Ross regarding discovery plan (.70)	2.70
08 Aug 19	Ross, Terence P.	Research potential deponents (2.50); prepare for meeting with M. Justus regarding additional discovery (.80); discussion with M. Justus regarding additional discovery (.70); review pleadings and plan additional fact discovery (2.30); email exchange with K. Lockhart regarding discovery (.20); review revised privilege log (.50); review settlement offer from opposing counsel (.50)	7.50
08 Aug 19	Lockhart, Kristin	Discuss with S. Rochester discovery deadlines (.30); review Windstream written discovery (.70); analyze any additional discovery to be taken (.60)	1.60
08 Aug 19	Motsinger, Katherine	Revise privilege log incorporating feedback from T. Ross (1.00)	1.00
08 Aug 19	Rochester, Shaya J.	Call with K. Lockhart to discuss document requests (.30); communications with T. Ross regarding settlement (.30)	0.50
09 Aug 19	Justus, Michael R.	Confer with T. Ross regarding discovery strategy (.70); prepare topics for Rule 30(b)(6) deposition notice to Charter (.40)	1.10
09 Aug 19	Ross, Terence P.	Attend to issues re negotiations with Charter (1.70); conference with M. Justus renewed discovery (.70); review privileged document at issue (.70); multiple internal email exchanges factual issues regarding Charter negotiations (1.00); review new draft discovery (2.60)	6.70
09 Aug 19	Lockhart, Kristin	Discuss with T. Ross and M. Justus regarding outstanding discovery items (.80); draft summary of email to M. Justus, T. Ross, and S. Rochester regarding outstanding discovery items and analysis regarding how to approach the same (1.60); review original 30(b)(6) notice and discuss same with M. Justus (.30); correspond further with M. Justus, T. Ross, and S. Rochester regarding outstanding discovery items (.80); review correspondence relating to settlement (.30); review unredacted pleadings (.40).	4.20
09 Aug 19	Thompson, Grace	Revise case calendar and associated documents regarding discovery schedule (.30)	0.30
09 Aug 19	Rochester, Shaya J.	Corresponded with K. Lockhart regarding discovery (.30); call with UCC counsel to notify them of resumption of litigation (.30)	0.60
11 Aug 19	Lockhart, Kristin	Review and log documents from Windstream's second	1.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Aug 19	Vazquez, Christopher	document production (1.20) Analyze Windstream factual and legal arguments in support of preliminary injunction against Charter (1.70); draft cover letter and third party subpoena (1.00); research third party corporate entity information in preparation of subpoena filing (.50); draft schedule, including document requests and deposition topics, to third party subpoena (1.40); confer with K. Lockhart regarding third party document and testimony subpoena issuance (.30); draft and circulate third party subpoena package for Charter (1.00)	5.90
12 Aug 19	Justus, Michael R.	Revise Rule 30(b)(6) deposition notice (1.30); review documents for use as exhibits in deposition (1.60); confer with K. Lockhart regarding discovery and deposition issues (.40)	3.30
12 Aug 19	Ross, Terence P.	Read email from K. Lockhart regarding discovery tasks (.20); review revised discovery (1.50); conference with K. Lockhart regarding third party subpoenas (.20); follow up on third-party subpoenas (.50); read email from opposing counsel regarding reimbursement of corrective advertising (.30); email to S. Rochester regarding reimbursement for corrective advertising (.20); respond to questions from client regarding same (.50); read email from opposing counsel regarding deficient discovery responses (.50); attend to follow-up regarding same (1.50)	5.40
12 Aug 19	Lockhart, Kristin	Revise workflow list (.30); draft email to A. Mikulsi and C. Vazquez regarding catchup for Windstream case (.60); draft email to opposing counsel regarding second document production (.30); prepare for meeting with C. Vazquez regarding subpoenas (1.00); attend teleconference meeting with C. Vazquez regarding same (.30); review Charter documents to determine additional parties and their locations for subpoenas (.60); draft third set of Request for Productions to Charter (1.40); discuss with M. Justus discovery issues and deposition preparation (.30); review document production for email referenced in Dardis testimony at TRO hearing (.30); draft corrective advertising draft email to S. Rochester (.30); discuss third party subpoenas with T. Ross (.20)	5.60
13 Aug 19	Vazquez, Christopher	Revise and circulate third party subpoena package to Charter employee (.80); discuss the same with T. Ross (.30); revise third party subpoena package and circulate the same (.90); coordinate filing and service of third party deposition and production subpoenas (1.20); coordinate with conflict of interest counsel regarding service of former client affiliate (.50); draft notices of deposition for third party and Charter employee (.90)	4.60
13 Aug 19	Justus, Michael R.	Revise Rule 30(b)(6) deposition notice and subpoenas	3.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Aug 19	Ross, Terence P.	(1.60); confer with T. Ross and K. Lockhart regarding discovery and deposition issues (.40); confer with K. Lockhart and C. Vasquez regarding subpoenas (.80); review deposition notice served by Charter (.30) Read email from C. Vazquez regarding deposition of Charter employee (.50); plan and confer with potential damages expert (.70); review additional discovery issues (1.00); revise draft schedules for third party subpoenas (1.50); email exchange with M. Justus regarding depositions (.30); review email from opposing counsel (.30); telephone conference with C. Vazquez regarding Charter employee subpoena (.30); read email from C. Vazquez regarding FRCP Rule 45's application in bankruptcy (.30) read detailed email from K. Lockhart regarding discovery issues (1.00); multiple email exchanges regarding third party subpoena (.40); read Charter Rule 30(b)(6) Notice (.60)	6.90
13 Aug 19	Lockhart, Kristin	Revise and draft schedules for third party subpoena (2.10); revise and draft schedules from Charter employee subpoena (1.90); draft email to T. Ross regarding discovery issues (.80); further revise schedules for third party subpoena (1.60); further revise schedules for Charter employee subpoena (2.00)	8.40
13 Aug 19	Thompson, Grace	Correspond with docketing department and revise case calendar (.20)	0.20
14 Aug 19	Konrath, Adriane	Load data and images from Charter document production onto database (.40)	0.40
14 Aug 19	Vazquez, Christopher	Coordinate filing and service of third party subpoenas (.50); review Charter's answer to the complaint in preparation for interrogatories (.90); draft and circulate notice of subpoenas to outside counsel (.50); draft first set of interrogatories (.50); compile third party production and testimony subpoenas to third party and Charter employee (.50); draft and compile third party subpoena packages for additional deponents (1.10); revise third party production and testimony subpoenas to third party and Charter employee (1.60)	5.60
14 Aug 19	Justus, Michael R.	Prepare Rule 30(b)(6) deposition notice (1.60)	1.60
14 Aug 19	O'Brien, Catherine E.	First level review of Charter's second document production (2.20)	2.20
14 Aug 19	Ross, Terence P.	Conference with K. Lockhart regarding third-party subpoenas and Rule 30(b)(6) Notice (.50); read S. Rochester comments on third-party discovery (.30); email from J. Jarosz regarding service as expert witness (.20); edit Rule 30(b)(6) Notice and document request (.50); multiple email exchanges regarding damages expert and review engagement letter for same (.70); telephone conference with K. Smith regarding retention of experts and discovery issues (.50); email	6.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		exchange with K. Smith regarding next steps in litigation against Charter (.20); finalize third-party subpoenas (.80); read email from G. Thompson regarding need for court approval of damages expert (.30); conference with K. Lockhart regarding additional Charter employee subpoenas (.50); read new Charter produced documents considered "hot" (1.00); continue to read new Charter produced documents (1.00)	
14 Aug 19	Lockhart, Kristin	Revise subpoena topics (.80); coordinate service processor with C. Vazquez (1.00); and communicate with local counsel in Ohio for deposition of Charter employee (1.00); revise subpoenas and further additional discovery to include new definition consistent with SDNY (1.00); coordinate review of Charter's second document production (.80); discussions with G. Thompson regarding the same (.50) review rules and discuss filing of service affidavit with C. Vazquez (.90); revise topics for Windstream 30(b)(6) deposition of Charter (1.30); review charter documents regarding misleading advertising (1.80)	9.10
14 Aug 19	Motsinger, Katherine	Preform preliminary review of Charter's second document production (3.10)	3.10
14 Aug 19	Thompson, Grace	Email to litigation team regarding review of Charter's second document production (.20); prepare tags and instructions for document review (.60); discussions with litigation support regarding same (.20); discussions with K. Lockhart regarding document review (.50); revise case calendar and associated documents (.10); perform secondary review of all "priority" and "super" hot documents (2.90); pull documents and draft email to K. Lockhart with analysis of documents (1.40); research legal framework for retaining experts (1.20); discussions with S. Rochester regarding same (.40); draft email to team regarding same (.50); email to M. Velez and C. Cameron regarding same (.20)	8.30
14 Aug 19	Rochester, Shaya J.	Provide comments on RFPs and third-party subpoenas (.40); meeting with G. Thompson to discuss retention of experts (.20); call with G. Thompson regarding retention of expert (.20); review analysis regarding retention of expert (.30); office conference with G. Thompson regarding status of document review (.30)	1.40
15 Aug 19	Vazquez, Christopher	Revise task list and deposition tracker (.30); revise and compile additional deposition subpoena (1.10); cordinate serivce of additional deposition subpoenas (1.50)	2.90
15 Aug 19	Justus, Michael R.	Review local rules and chambers' rules in relation to discovery and deposition matters (.80)	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Aug 19	Ross, Terence P.	Outline Sites deposition (1.10); read email from G. Thompson regarding M. Justus pro hac vice (.20); continue to outline Charter employee deposition (.70); conference with K. Lockhart regarding new third-party depositions (.50); outline Charter employee deposition (1.80); read email from opposing counsel (.30); execute new third-party subpoena (.20); telephone conference with client to discuss discovery objections (.50); outline remaining third-party depositions (2.00)	7.30
15 Aug 19	Lockhart, Kristin	Discussions with C. Vazquez subpoena to Charter employee (1.00); update workflow list and draft email with information and deadlines for outstanding discovery and depositions (1.00); discuss with T. Ross and C. Vazquez location and time for subpoena depositions (.50); prepare for and attend teleconference with client regarding objections to 30(b)(6) notice (.50); review and serve subpoena of Charter employee (.60)	3.90
15 Aug 19	Motsinger, Katherine	Review documents to ensure proper categorization for redaction (.40)	0.40
15 Aug 19	Thompson, Grace	Prepare to file and file pro hac vice application for M. Justus (.60)	0.60
15 Aug 19	Thompson, Grace	Perform secondary review of all "hot" and queried documents from Charter second production (2.40); pull documents and draft email to K. Lockhart with analysis of documents (1.10); coordinate with docketing department regarding revised discovery dates (.30); revise case calendar and associated documents (1.30); correspond with M. Justus regarding bankruptcy rules (.10)	2.20
15 Aug 19	Rochester, Shaya J.	Review and provide comments on case calendar (.50); review updated work-streams and comment on same (.30)	0.80
16 Aug 19	Vazquez, Christopher	Review docket deadlines and case calendar updates (.40); review defendant's notice of 30(b)(6) video deposition topics (.50)	0.90
16 Aug 19	Ross, Terence P.	Plan response to new interrogatories (1.60); give directions to K. Lockhart regarding response (.30); email exchange with K. Lockhart regarding privilege log (.30); email exchange with K. Lockhart regarding damages expert (.20); outline deposition for Charter Rule 30(b)(6) witness (1.80); prepare for Windstream Rule 30(b)(6) witness deposition (2.80)	7.00
16 Aug 19	Lockhart, Kristin	Draft email to C. Vazquez with instructions for objections to Charter 30(b)(6) notice (.60); communicate with client regarding expert and expert disclosures (.30); exchange correspondence with T. Ross regarding privilege log deadline (.30); discuss with opposing counsel regarding same (.20); revise notes to objections to 30(b)(6) notice (1.00)	2.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Aug 19	Rochester, Shaya J.	Review case calendar and upcoming deadlines (.20)	0.20
18 Aug 19	Vazquez, Christopher	Draft objections to defendants' video deposition notice topics (2.00)	2.00
19 Aug 19	Vazquez, Christopher	Research Charter employee contact information for purposes of service of deposition subpoena (.90); revise and circulate draft objections to 30(b)(6) deposition topics (.60); draft and circulate objections to defendants' video deposition topics (.50); revise objections and responses to Charter's 30(b)(6) deposition notice and topics (1.20); coordinate regarding-service of Charter employee deposition subpoena (.50) draft first set of contention interrogatories (1.40); call with T. Ross regarding 30(b)(6) objections (.50)	5.60
19 Aug 19	Ross, Terence P.	Plan response to Charter's Rule 30(b)(6) (3.50); determine how to address confused customers topics in Rule 30(b)(6) Notice (2.00); telephone conference with C. Vazquez to discuss edits to Rule 30(b)(6) objections (.50); review revised objections to Charter Rule 30(b)(6) topics (.80); email to K. Lockhart regarding new Charter deposition notice (.30); read K. Lockhart summary of new Charter document production (.50)	7.60
19 Aug 19	Lockhart, Kristin	Review and draft objections to 30(b)(6) notice of deposition (4.00); revise objections to 30(b)(6) notice of deposition (.20); discuss with T. Ross regarding service of process of subpoenas (.60); draft email to T. Ross and M. Justus regarding Charter second document production (1.00)	5.80
19 Aug 19	Thompson, Grace	Review recent case law regarding automatic stay violations (1.00); draft email to team regarding the same (.60); revise case calendar and associated documents (.80)	2.40
19 Aug 19	Rochester, Shaya J.	Review pleadings related to automatic stay violations (.20); review summary of hot docs from Charter's second production (.30)	0.50
20 Aug 19	Vazquez, Christopher	Revise and circulate first set of contention interrogatories (.30)	0.30
20 Aug 19	Ross, Terence P.	Plan new Charter discovery (2.30); read email from K. Smith regarding settlement discussions (.50); review and revise letter to opposing counsel regarding deposition notices (.50); telephone conference with C. Vazquez regarding service of process (.30); continue planning new Charter discovery (2.20); discussion with K. Lockhart regarding 30(b)(6) designee (.30)	6.10
20 Aug 19	Lockhart, Kristin	Review local rules and SDNY rules on filing of discovery related documents electronically (.50); discussion with G. Thompson on the same (.20); draft letter to J. Kingston/Charter regarding nullity of notices of depositions (1.70); revise letter (.60); discuss	4.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with T. Ross regarding 30(b)(6) corporate designee (.30); review amended notice of S. Bandy (.30); revise letter to Charter to send to opposing counsel (.60); resend subpoena packages to MoFo per their request (.30)	
20 Aug 19	Thompson, Grace	Research issues related to certificates of service (1.00); discussion with K. Lockhart regarding the same (.20); draft email to S. Rochester regarding the same (.30)	1.50
20 Aug 19	Rochester, Shaya J.	Attend to issues regarding certificates of service and Court's automatic stay decision (.30)	0.30
21 Aug 19	Brady, Rick	Export multi-page TIFs from Concordance database (.20); convert TIFs to PDF and render searchable (.20); copy PDFs to LA directory (.20)	0.60
21 Aug 19	Vazquez, Christopher	Revise first set of contention interrogatories (.40); research Ohio state law regarding service of Rule 45 subpoena (.30); discussion with T. Ross on the same (.30)	1.00
21 Aug 19	Velez, Melissa	Identify supporting documents for RAPP deposition (1.50)	1.50
21 Aug 19	Ross, Terence P.	Telephone conference with K. Smith regarding next steps (.50); review email from opposing counsel regarding depositions and subpoenas (.50); telephone conference with S. Rochester regarding next steps (.30); review draft interrogatory answers (1.80); additional planning for settlement discussions (2.70)	5.80
21 Aug 19	Lockhart, Kristin	Review and draft responses and objection to Charter Third Set of Interrogatories to Windstream (3.60); review Third Set of Interrogatory Responses and draft email to client regarding same (1.30); draft email regarding document collection for RAPP deposition (.30).	5.20
21 Aug 19	Rochester, Shaya J.	Call with T. Ross regarding negotiations with Charter (.30)	0.30
22 Aug 19	Vazquez, Christopher	Revise and circulate first set of contention interrogatories (1.10); coordinate service of Charter employee with Rule 45 subpoena (.50); review S.D.N.Y. local rules and interrogatory forms (.40)	2.00
22 Aug 19	Justus, Michael R.	Review Charter privilege log (.30)	0.30
22 Aug 19	Velez, Melissa	Identify supporting documents for RAPP deposition (1.00)	1.00
22 Aug 19	Ross, Terence P.	Review revised interrogatories to Charter (.80); email from C. Vazquez regarding discovery (.20); prepare for meet and confer with opposing counsel (.50); revise contention interrogatories to propound to Charter (1.00); edit revised draft of interrogatories to Charter (1.20); telephonic "meet and confer" with opposing counsel regarding discovery (.50); email exchange with K. Smith regarding new Rule 36(b) witness (.20); read email from opposing counsel regarding discovery and respond (.30); discuss Charter discovery issues iwth K.	5.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Lockhart (.60)	
22 Aug 19	Lockhart, Kristin	Begin preparing draft of responses to RFAs (.60); discuss with T. Ross regarding item for Charter claim of discovery issues (.60); draft email to opposing counsel with privilege log (.30); review Charter privilege log (.30); review correspondence from opposing counsel regarding summary of meet and confer (.30).	2.10
22 Aug 19	Thompson, Grace	Revise case calendar and associated documents (.50)	0.50
23 Aug 19	Vazquez, Christopher	Review comments to 30(b)(6) objections from client and K. Lockhart (.50); discuss revisions to 30(b)(6) objections with T. Ross (.50); revise 30(b)(6) objections (.70)	1.70
23 Aug 19	Justus, Michael R.	Review and suggest revisions to draft interrogatories (.80)	0.80
23 Aug 19	Ross, Terence P.	Read email from M. Justus regarding suggested edits to interrogatories and make same (.50); edit and revise interrogatories and objections to Rule 30(b)(6) deposition (.80); finalize discovery to Charter (1.30); telephone conference with C. Vazquez regarding client feedback on objections (.50); email exchange with damages expert (.50); email exchange with opposing counsel regarding deposition (.30); follow up on damages issues (.50); continue to prepare outlines for new Windstream Rule 30(b)(6) deponent (2.00); read report from K. Smith regarding new factual developments (.30)	6.70
23 Aug 19	Lockhart, Kristin	Follow up with client regarding objections to Charter discovery (.30); revise and serve First Set of Interrogatories (1.20).	1.50
25 Aug 19	Lockhart, Kristin	Draft email to client regarding discovery objections to 30(b)(6) and interrogatories (1.00).	1.00
26 Aug 19	Vazquez, Christopher	Analyze written discovery requests and deadlines (.50); revise 30(b)(6) objections (.60)	1.10
26 Aug 19	Ross, Terence P.	Follow up regarding settlement proposal (.70); email to damages expert (.30); conference with K. Lockhart regarding supplementation of Rule 26(a) disclosures (.50); telephone conference with K. Smith regarding damages expert and other issues (.50); consider options relating to new factual developments (2.00); email from K. Smith regarding damages expert (.20); discussions with K. Lockhart regarding discovery responses (.50); review new discovery from Charter (.50)	5.20
26 Aug 19	Lockhart, Kristin	Discuss with T. Ross initial disclosures and revisions to the same (.50); draft email to client regarding the same (.20); draft email to client with Windstream discovery responses (.30); review additional discovery and docket deadlines for responses to the same (.80); discussion with G. Thompson regarding the same (.20);	3.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		prepare and service responses to interrogatories (.60); discussions regarding discovery responses with T. Ross (.50)	
26 Aug 19	Thompson, Grace	Discussions with K. Lockhart regarding new discovery requests (.20)	0.20
27 Aug 19	Vazquez, Christopher	Analyze Charter's third set of requests for admission and requests for production (0.6);	0.60
27 Aug 19	Ross, Terence P.	Review new version of Rule 30(b)(6) objections and authorize service (1.50); read email from K. Smith regarding Rule 30(b)(6) witness (.20); prepare questions for first call with Rule 30(b)(6) witness (1.30); email exchange with K. Smith regarding Rule 30(b)(6) witness (.30); work on new discovery from Charter (2.00); determine what documents to provide Rule 30(b)(6) witness (.80)	6.10
27 Aug 19	Lockhart, Kristin	Draft responses and objections to Windstream's First Set of Request for Admissions (2.40); review and revise matters for docketing relating to discovery for Charter case (1.00)	3.40
28 Aug 19	Vazquez, Christopher	Review and circulate objections to Charter's 30(b)(6) deposition topics (.60); review defendants' discovery related correspondence (.30)	0.90
28 Aug 19	Velez, Melissa	Legal research regarding initial disclosure requirements for discovery response letter (2.40)	2.40
28 Aug 19	Ross, Terence P.	Telephone conference with client to discuss role of Rule 30(b)(6) witness (1.00); consider objection to new Charter discovery (1.00); read email from K. Lockhart regarding new Charter discovery (.50); read multiple email exchanges regarding new discovery issues (.30); continue to prepare outline for Rule 30(b)(6) witness (.90); discussion with K. Lockhart regarding the same (.60); edit and revise objections to Charter's First Set of Admissions (1.00); read Charter letter to Judge Drain requesting discovery conference and review cases cited therein (1.00); discussions with S. Rochester regarding Charter discovery letter (.50); conference with K. Lockhart regarding drafting response to Charter discovery letter (.50); read email from P. Anderson regarding production of customer names and follow up regarding same from K. Smith and respond thereto (.50); email exchange with damages expert (.40)	8.20
28 Aug 19	Lockhart, Kristin	Attend teleconference with Windstream 30(b)(6) witness (1.00); draft preliminary list of documents for 30(b)(6) deposition prep (.80); revise and serve Objections to Charter 30(b)(6) Notice of Deposition (.60); discuss with T. Ross regarding list of documents for 30(b)(6) prep (.60); draft email to client regarding 30(b)(6) deposition document prep (.30); draft email to client regarding outstanding items for discovery (1.30); discussion with S. Rochester on previous discovery	11.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
28 Aug 19	Thompson, Grace	(.30); follow up with opposing counsel regarding missing attachment to document (.30); revise First Set of Requests for Admission Responses (.60); correspond with client regarding Supplemental Interrogatory Responses (.60); discuss with T. Ross regarding discovery letter (.50); draft email regarding research for discovery letter from Charter (.30); review discovery letter (1.00); draft letter to Judge Drain responding to Charter teleconference request (3.00)	3.60
28 Aug 19	Rochester, Shaya J.	Revise case calendar and associated documents (.30); review letter from Charter regarding discovery dispute (.40); review Bankruptcy, Local and Chambers rules relevant to letter from Charter (.70); discussions with S. Rochester regarding Windstream's response letter (.50); discussions with K. Lockhart regarding Windstream's response letter and related research (.30); research legal framework for service and notice of depositions for Windstream's response to Charter letter (1.40)	2.60
28 Aug 19	Lewis, Anne	Reviewing Windstream objections to Charter discovery (.30); review additional correspondence and pleadings related to Charter discovery (.90); communications with K. Lockhart regarding previously served discovery (.30); review letter submitted by Charter regarding discovery dispute and request for telephonic conference (.30); discussions with T. Ross and G. Thompson regarding same (.50); attend to issues regarding local rules for responding to letter request for telephonic conference concerning discovery dispute (.30)	1.70
29 Aug 19	Siena, Marie	Research and summarize case law related to noticing or subpoenaing an employee witness for a deposition (1.70)	0.30
29 Aug 19	Holub, Matthew M.	File Letter Response on court's docket (.30)	2.90
29 Aug 19	Ross, Terence P.	Call with T. Ross regarding research related to initial disclosures (.30); analyze case law regarding initial disclosures, expert disclosures, and damages calculations (2.00); draft summary memorandum of case law related to initial disclosures, expert disclosures, and damages calculations (.60)	7.00
		Review draft letter to Judge Drain regarding discovery dispute (.50); read email from damages expert (.20); telephone conference with M. Holub regarding research on discovery dispute (.30); edit and revise draft letter to Judge Drain regarding discovery dispute (1.80); read multiple emails regarding outstanding discovery (.30); continue to revise draft letter to Judge Drain regarding discovery dispute (.70); review research from M. Holub regarding discovery dispute (.50); draft section of letter on discovery dispute	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding expert disclosure (1.30); finalize letter to Judge Drain regarding discovery dispute (.30); approve amended Initial Disclosures (.30); review and approve email to Chambers regarding discovery dispute (.30); read multiple emails regarding new factual developments (.50)	
29 Aug 19	Lockhart, Kristin	Discuss with T. Ross regarding discovery reply letter and amendments to initial disclosures (.60); revise Initial Disclosures (1.70); add documents for 30(b)(6) designee to review (.60); request transcript of call recording regarding a new factual issue (.60); revise Initial Disclosure and serve (.60); discuss with client regarding customer lists (.40); review letter to Judge Drain and revise (.60); discussion with G. Thompson regarding same (.30); review and revise letter to Charter and Chambers relating to discovery letter (1.80)	7.20
29 Aug 19	Thompson, Grace	Discussions with K. Lockhart regarding Windstream's response letter (.30); read Windstream response letter drafts (.20); coordinate filing of Windstream response letter (.60)	1.10
29 Aug 19	Rochester, Shaya J.	Review and provide comments on Supplemental Disclosure (.30); review and provide comments on letter to Chambers regarding discovery dispute (.40); finalize and file letter response to Charter letter requesting discovery conference (.40)	1.10
30 Aug 19	Ross, Terence P.	Read email from client regarding data (.30); read email from opposing counsel regarding discovery conference (.30); read and respond to email from Court regarding discovery conference (.30); read new subpoena issued by Charter to KCC and multiple emails regarding same (1.00); email from K. Lockhart regarding customer comparison chart (.30); consider how to respond to KCC subpoena and emails regarding same (1.00)	3.20
30 Aug 19	Lockhart, Kristin	Review KCC subpoena and exchange correspondence with T. Ross regarding same (.90)	0.90
30 Aug 19	Thompson, Grace	Research new case law regarding contempt sanctions (.30)	0.30
30 Aug 19	Rochester, Shaya J.	Attend to issues regarding telephonic discovery conference with Chambers (.30); review subpoena served on KCC and communications with team regarding same (.60)	0.90
TOTALS:			360.60

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

	Attorney or Assistant	Hours	Rate	Amount
42817	Brady, Rick	0.60	285.00	\$171.00
43405	Hill, Joanna M.	2.10	695.00	\$1,459.50
42747	Holub, Matthew M.	2.90	720.00	\$2,088.00
43426	Justus, Michael R.	25.60	800.00	\$20,480.00
32375	Konrath, Adriane	0.40	390.00	\$156.00
44862	Lewis, Anne	1.70	390.00	\$663.00
44572	Lockhart, Kristin	97.70	605.00	\$59,108.50
44596	Motsinger, Katherine	6.60	450.00	\$2,970.00
44306	O'Brien, Catherine E.	2.20	440.00	\$968.00
44845	Rochester, Shaya J.	13.90	965.00	\$13,413.50
44455	Ross, Terence P.	144.20	985.00	\$142,037.00
41782	Siena, Marie	0.30	200.00	\$60.00
44616	Thompson, Grace	22.40	450.00	\$10,080.00
43190	Vazquez, Christopher	35.10	515.00	\$18,076.50
43994	Velez, Melissa	4.90	515.00	\$2,523.50
	TOTAL:	360.60		\$274,254.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
Invoice Date: September 19, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(330.30)
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(59.40)
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(1,087.30)
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/08/2019 by Rochester, Shaya, OrderID: 2012551539	20.00
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/09/2019 by Rochester, Shaya, OrderID: 2012716556	20.00
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/10/2019 by Rochester, Shaya, OrderID: 2012873239	20.00
09 Aug 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3157128 DATE: 7/14/2019 Food service ordered on 07/11/2019 by Rochester, Shaya, OrderID: 2013023441	20.00
12 Aug 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5645298 DATE: 7/26/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 07/02/2019; Voucher# 360293	61.11
19 Aug 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JULY19-NYC; DATE: 8/19/2019 - Acct #KM3277: Pacer court cost incurred in July 2019, New York.	6.10
21 Aug 19	VENDOR: Thompson, Grace INVOICE#: 3563938208212158 DATE: 8/21/2019 Taxi / Uber Service Charges Uber Service Charges for after hours cab home. Date Incurred: 08/15/19	16.13
21 Aug 19	VENDOR: ATG LegalServe, Inc.; INVOICE#: 107378; DATE: 8/20/2019 - Invoice for Service- Process Service- Out of State. Invoice No. 107378, service on Rapp Worldwide Inc. and Charter employee.	584.38
22 Aug 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5663376 DATE: 8/16/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 08/06/2019; Voucher# 328497	71.69
29 Aug 19	VENDOR: City Expeditor Inc.; INVOICE#: 80059; DATE: 5/19/2019 From KM Rosenman LLP 575 Madison Avenue to US Bankruptcy Court 300 Quarropas Street White Plains NY on 5/13/19	256.00
29 Aug 19	VENDOR: City Expeditor Inc.; INVOICE#: 80059; DATE: 5/19/2019 From KM Rosenman LLP 575 Madison Avenue to Office of US Trustee Southern District of NY 201 Varrick Street NY on 5/13/19	17.00
30 Aug 19	VENDOR: Rochester, Shaya INVOICE#: 3588749708301619 DATE: 8/30/2019 Filing Fee for pro hac vice application Date Incurred: 08/15/19	200.00
31 Aug 19	Westlaw Legal Research: LEWIS,ANNE C on 08/28/2019	46.86
31 Aug 19	Westlaw Legal Research: VELEZ,MELISSA on 08/28/2019	85.99
31 Aug 19	Westlaw Legal Research: THOMPSON,GRACE on 08/28/2019	46.81
31 Aug 19	Westlaw Legal Research: THOMPSON,GRACE on 08/14/2019	140.43

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571010
 Invoice Date: September 19, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
31 Aug 19	Westlaw Legal Research: LOCKHART,KRISTIN on 08/08/2019	45.57
31 Aug 19	Westlaw Legal Research: LOCKHART,KRISTIN on 08/20/2019	45.57
31 Aug 19	Westlaw Legal Research: LOCKHART,KRISTIN on 08/29/2019	53.22
TOTAL:		\$279.86

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

After Hours Meals Expense	\$80.00
Courier	\$273.00
Service Fees	\$584.38
Legal Research	\$464.45
Court Costs	\$(1,270.90)
Local Transportation	\$148.93
TOTAL:	\$279.86

MATTER TOTAL: \$274,534.36

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

September 18, 2019

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

Invoice No. 1301571011
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through August 31, 2019..... \$945.00

CURRENT INVOICE TOTAL: \$945.00

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571011
 Invoice Date: September 18, 2019

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
20 Aug 19	Thompson, Grace	Attend Omnibus Hearing via CourtCall and take notes for any relevant conflicts matters (1.50); draft email to S. Rochester regarding the same (.60)	2.10
TOTALS:			<u>2.10</u>

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

	Attorney or Assistant	Hours	Rate	Amount
44616	Thompson, Grace	2.10	450.00	\$945.00
TOTAL:		<u>2.10</u>		<u>\$945.00</u>

Katten

Direct Billing Inquiries to:
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carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

September 18, 2019

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

Invoice No. 1301571012
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$132.38

CURRENT INVOICE TOTAL: \$132.38

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301571012
 Invoice Date: September 18, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
19 Aug 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-JULY19-NYC; DATE: 8/19/2019 - Acct #KM3277: Pacer court cost incurred in July 2019, New York.	3.10
21 Aug 19	VENDOR: Thompson, Grace INVOICE#: 3563938208212158 DATE: 8/21/2019 Taxi / Uber Service Charges Uber Service Charges for after hours cab home. Date Incurred: 08/13/19	16.13
21 Aug 19	VENDOR: Thompson, Grace INVOICE#: 3563938208212158 DATE: 8/21/2019 Taxi / Uber Service Charges Uber Service Charges for after hours cab home. Date Incurred: 08/14/19	16.13
21 Aug 19	PAYEE: Arkadin Inc.; REQUEST#: 825285; DATE: 8/20/2019. - To record Arkadin Teleconferencing Charges, Inv. No. INUS190700708 dated 07/31/2019; Conference call for Lindsay Lersner on 07/23/19. Conf No. 12362944	27.02
30 Aug 19	VENDOR: Rochester, Shaya INVOICE#: 3588749708301619 DATE: 8/30/2019 Telephonic appearance at court hearing Date Incurred: 07/26/19	70.00
TOTAL:		\$132.38

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Telephone Charges	\$27.02
Court Costs	\$73.10
Local Transportation	\$32.26
TOTAL:	\$132.38

Katten

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carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

October 17, 2019

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

Invoice No. 1301577640
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through September 30, 2019 \$9,808.50

CURRENT INVOICE TOTAL: \$9,808.50

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

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WIN Ex. 76

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577640
 Invoice Date: October 17, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
14 Aug 19	Reisman, Steven	Review and comment on Windstream fee application and review final version in connection with sign off (1.30)	1.30
03 Sep 19	Thompson, Grace	Follow up with team regarding time entries (.10); email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.40
05 Sep 19	Arotsky, Allison	Draft Rochester declaration in support of Katten retention (2.60)	2.60
06 Sep 19	Arotsky, Allison	Call with S. Rochester and G. Thompson regarding Rochester declaration (.20)	0.20
10 Sep 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30); continue reviewing August pre-bills for privilege and confidential information (3.20)	3.50
11 Sep 19	Siena, Marie	Review and revise August prebills for privileged and confidential information (2.50)	2.50
11 Sep 19	Thompson, Grace	Prepare to file and file Rochester Declaration to Katten Retention Application (.50); draft cover letters to Chambers and UST on the same (.30); discussion with S. Rochester regarding the same (.20)	1.00
13 Sep 19	Rochester, Shaya J.	Review invoices for confidentiality and privilege (.60)	0.60
16 Sep 19	Thompson, Grace	Draft August Monthly Fee Statement (.60); discussions with M. Siena on the same (.20)	0.80
17 Sep 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30)	0.40
18 Sep 19	Thompson, Grace	Review revised pre-bills for proper assignment of matter category (.50)	0.50
19 Sep 19	Thompson, Grace	Review and revise August Monthly Fee Statement (1.30); discussions with M. Siena on the same (.20)	1.50
23 Sep 19	Siena, Marie	File monthly fee statement on the court's docket (.20)	0.20
23 Sep 19	Thompson, Grace	Revise August Monthly Fee Statement per S. Rochester comments (.60); prepare to file and coordinate filing of August MFS (.50); draft email to KCC for service (.10); prepare email to client regarding filed Monthly Fee Statement (.30); prepare email to I. Cheban regarding filed Monthly Fee Statement (.20) draft cover letters to Chambers and UST (.40)	2.10
23 Sep 19	Rochester, Shaya J.	Review and provide final comments on August Monthly Fee Statement before filing (.30)	0.30
24 Sep 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.30)	0.40
TOTALS:			18.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577640
Invoice Date: October 17, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	2.80	730.00	\$2,044.00
44842	Reisman, Steven	1.30	1,220.00	\$1,586.00
44845	Rochester, Shaya J.	0.90	965.00	\$868.50
41782	Siena, Marie	2.70	200.00	\$540.00
44616	Thompson, Grace	10.60	450.00	\$4,770.00
	TOTAL:	18.30		\$9,808.50

Katten

Direct Billing Inquiries to:
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212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

October 17, 2019

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

Invoice No. 1301576533
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through September 30, 2019 \$6,584.00

CURRENT INVOICE TOTAL: \$6,584.00

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

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WIN Ex. 76

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301576533
 Invoice Date: October 17, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
09 Sep 19	Rochester, Shaya J.	Attend to issues regarding recent developments concerning Frontier (.20)	0.20
18 Sep 19	Thompson, Grace	Watch Reorg Research webinar on Frontier Communications' current financial situation (.80); draft email to S. Rochester on the same (.60)	1.40
20 Sep 19	Reisman, Steven	Attend to matters re: Frontier, potential agreement with Frontier and review presentation re: issues on Frontier and ways to protect Windstream from exposure (.80)	0.80
20 Sep 19	Rochester, Shaya J.	Prepare summary of Frontier presentation (.80)	0.80
23 Sep 19	Rochester, Shaya J.	Review Frontier's markup of the settlement agreement (1.00); prepare markup of the settlement agreement (1.50); prepare summary email for client regarding same (.60)	3.10
25 Sep 19	Reisman, Steven	Attend to matters regardubg Frontier settlement agreement, status (.50); confer with S. Rochester regarding same (.10)	0.60
25 Sep 19	Rochester, Shaya J.	Reply to client inquiry regarding Frontier settlement agreement (.20); confer with S. Reisman regarding same (.10)	0.30
TOTALS:			7.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	1.40	1,220.00	\$1,708.00
44845	Rochester, Shaya J.	4.40	965.00	\$4,246.00
44616	Thompson, Grace	1.40	450.00	\$630.00
TOTAL:		7.20		\$6,584.00

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

October 18, 2019

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

Invoice No. 1301577641
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through September 30, 2019	\$510,520.50
Disbursements and other charges.....	\$13,295.64

CURRENT INVOICE TOTAL: \$523,816.14

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

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

WIN Ex. 76

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Sep 19	Justus, Michael R.	Confer with T. Ross regarding correspondence with opposing counsel regarding discovery disputes (.30)	0.30
03 Sep 19	Justus, Michael R.	Analyze Charter's amended Initial Disclosures (.40); prepare for depositions (.40); review correspondence with Court (.30)	1.10
03 Sep 19	Ross, Terence P.	Read email from Judge Drain (.20); consider subpoena issues (.30); internal email exchanges regarding same (.50); conference with K. Lockhart regarding discovery dispute (.30); draft email to K. Smith regarding subpoenas (.30); review outstanding discovery issues (1.00); read email from K. Lockhart regarding document request from opposing counsel and consider same (.70); email exchange with K. Smith regarding Rule 45 subpoena (.30); consider deposition strategy (1.00); email to S. Rochester regarding response to Judge Drain's question (.30); review subpoena and documents sought by Charter from KCC to answer K. Smith's questions (1.00); read email from opposing counsel regarding discovery conference (.20); telephone conference with S. Rochester regarding response to opposing counsel (.30); multiple emails regarding KCC subpoena (.50)	6.90
03 Sep 19	Lockhart, Kristin	Draft email to client reporting letter to Chamber and parties initial disclosures (.30); review correspondence from opposing counsel regarding supplemental discovery (.30); draft email to client regarding KCC subpoena (.30); serve objections of responses to RFAs (.30); review correspondence from S. Rochester regarding research for discovery motion and motion to quash (.60); draft email to S. Rochester regarding same (.30)	2.10
03 Sep 19	Thompson, Grace	Review Local and Chambers Rules regarding discovery related motions and disputes (.80); call with S. Rochester regarding KCC retention order (.20); review KCC Retention Order for terms relevant to Katten's engagement with KCC (.60); revise case calendar and associated documents (.50)	2.10
03 Sep 19	Rochester, Shaya J.	Communications with T. Ross and client regarding Judge Drain response to potential teleconference (.60); attend to issues regarding telephonic dispute conference (.20); review issues regarding Charter subpoena of KCC (.90); communications with team regarding same (.30)	2.00
04 Sep 19	Holub, Matthew M.	Attend teleconference regarding defending deposition of Jerry Wayne Parrish (.10)	0.10
04 Sep 19	Vazquez, Christopher	Revise Charter 30(b)(6) deposition notice (.40)	0.40
04 Sep 19	Justus, Michael R.	Prepare for depositions (.90); confer with T. Ross and K. Lockhart regarding deposition strategy (1.10); confer with T. Ross, S. Rochester, and client regarding	3.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		subpoena (.50); confer with T. Ross, S. Rochester, and third party regarding subpoena (.50); review additional subpoenas and deposition noticed served by Charter (.70)	
04 Sep 19	Ross, Terence P.	Revise and edit objections to new discovery (1.50); email exchange with opposing counsel regarding deposition (.30); conference with M. Justus and S. Rochester (by phone) regarding depositions (.50); telephone conference with KCC regarding subpoena from Charter (.50); read email from KCC general counsel (.30); email exchange with S. Rochester regarding Discovery Conference (.20); review new Charter subpoenas (.50); confer with M. Justus and S. Rochester re subpoenas (.50); conference with M. Justus and K. Lockhart regarding depositions (1.10); read email from K. Smith regarding depositions (.20); consider motion to quash new subpoenas (.80); read Charter Amended Rule 30(b)(6) Notice (.30)	6.70
04 Sep 19	Lockhart, Kristin	Discuss with S. Rochester regarding mailers (.60); attend meeting with M. Justus and T. Ross regarding depositions (1.10); review correspondence from client regarding lists (.50); discuss with KCC regarding depositions (.40); review email from T. Ross relating to depositions (.30); review documents from client relating to various client list in preparation for meeting (.30); prepare for and discuss with client regarding customer lists and discovery (1.90); draft email to T. Ross, M. Justus and S. Rochester regarding customer lists (1.00)	6.40
04 Sep 19	Thompson, Grace	Review new Charter subpoenas and corresponding documents (.50); research federal rules regarding motions to quash subpoenas (1.00); draft email to S. Rochester on the same (.20); call with S. Rochester regarding motion to quash subpoena rules (.20); review Katten Retention Application and Order regarding third party defense provisions (.50); draft email to S. Rochester on the same (.20); calls with S. Rochester regarding KCC retention (.30); revise case calendar and associated documents (.60)	3.50
04 Sep 19	Rochester, Shaya J.	Attend to issues regarding new deposition notices, teleconference with Chambers, and potential responses to new depositions notices (.90); discussions with M. Justus and T. Ross regarding depositions and subpoenas (1.00); attend to issues regarding KCC retention (.70); attend to issues regarding responding to KCC subpoena (2.20); call with G. Thompson regarding subpoena rules (.20); calls with G. Thompson regarding KCC (.30)	5.30
05 Sep 19	Larsen, Ryan	Review and analyze subpoenas and materials for depositions of KCC, M. Glover, S. Bandy (1.00);	2.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review and analyze potential motions to quash (.40); phone conference regarding strategy for KCC subpoena (.70); research procedures for motion to quash in CA Central District (.60)	
05 Sep 19	Holub, Matthew M.	Draft correspondence to K. Lockhart regarding materials for Parrish deposition (.20)	0.20
05 Sep 19	Vazquez, Christopher	Revise and circulate second amended 30(b)(6) deposition notice to Charter (1.10)	1.10
05 Sep 19	Justus, Michael R.	Confer with team regarding strategy for KCC subpoena (.70); analyze grounds for objections and motion to quash KCC subpoena (1.30); analyze Charter's amended 30(b)(6) notice (.40); prepare additional topics for Windstream's amended 30(b)(6) notice (.80); review and revise amended 30(b)(6) notice prior to service (.60)	3.80
05 Sep 19	Velez, Melissa	Call with K. Lockhart regarding strategy for discovery responses (.30); identify supporting documents for Sites and Walker depositions (1.10); discussion with K. Lockhart regarding same (1.20); review and analyze Charter's requests for admission, set two and interrogatories, set four (1.00)	3.60
05 Sep 19	Ross, Terence P.	Email exchange with damages expert (.30); review Charter amended discovery and complaints about current production (1.30); telephone conference with K. Smith and S. Rochester to discuss motions to quash and other discovery issues (.50); follow-up on discovery issues (.60); address questions regarding motion to quash (.50); prepare for Sites and Walker depositions (1.50); read email from K. Smith regarding Rule 30(b)(6) witness and consider issues raised therein (.50); consider amending Rule 30(b)(6) Notice (.60); conference and telephone conference with S. Rochester, K. Lockhart, M. Justus and R. Larsen regarding KCC and motion to quash (.70); email exchange with opposing counsel regarding discovery issues (.30); conference with K. Lockhart regarding First Interrogatories (.30); strategize response to First Interrogatories (.30)	7.40
05 Sep 19	Lockhart, Kristin	Analyze new amended 30(b)(6) Notice and draft email to T. Ross regarding same (.60); review documents and draft email to M. Holub with same for preparation for deposition of Parrish (1.30); review and revise Windstream document collection (.60); draft email to R. Larsen regarding materials for deposition prep (1.00); draft email to client regarding deposition for 30(b)(6) and preparation for same (.60); instruct C. Vazquez to revise 30(b)(6) Notice (.30); discuss with M. Velez regarding discovery responses (.30); draft email to M. Velez regarding discovery responses (.60); discuss with team regarding motion to quash (.70);	13.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review rules on responding to subpoena and review correspondence relating to same (1.00); review case law regarding initial disclosures of documents (1.00); draft recommendation to T. Ross regarding initial disclosures (.30); draft email to R. Larsen regarding deposition of M. Glover (.30); review and serve Amended 30(b)(6) Notice to Charter (.40); draft email to client regarding call with KCC (.60); discuss with M. Velez regarding documents for Walker and Sites depositions and review same (1.2); review and prepare proposes responses to Charter new set of RFPs (2.50)	
05 Sep 19	Brines, Ashley	Research regarding motion to quash a third party deposition and related issues (3.40)	3.40
05 Sep 19	Thompson, Grace	Discussions with S. Rochester regarding KCC engagement (.30); review precedent for concurrent representation engagement letter and declaration (.30); draft engagement letter for KCC engagement (1.60); review draft supplemental declaration (.10); draft email to S. Rochester regarding drafts for KCC (.20); research precedent for letters requesting telephonic conferences (.30)	2.80
05 Sep 19	Rochester, Shaya J.	Attend to issues regarding KCC subpoena and follow-up call with T. Ross (.50); call with K. Smith regarding responses to Charter discovery and KCC discovery (.40); strategize KCC subpoena response (2.30); internal communications regarding same (1.10); research procedures for motion to quash (.80); call with team to discuss KCC subpoena (.70); prepare first draft of letter to Judge Drain regarding KCC subpoena (1.70); office conference with G. Thompson regarding KCC retention issues (.30)	7.80
05 Sep 19	Arotzky, Allison	Research proper venue for filing a motion to quash in a bankruptcy case (1.70); draft email to S. Rochester regarding same (.50); further research regarding proper venue for filing a motion to quash (2.00)	4.20
06 Sep 19	Larsen, Ryan	Prepare for and conduct conference call with attorneys and KCC regarding response to KCC subpoena and document requests (.80); draft and send memo regarding procedures on motion to quash depo regarding same (.30); prepare for defending depositions (.40)	1.50
06 Sep 19	Holub, Matthew M.	Review Windstream complaint and accompanying exhibits in preparation for Parrish deposition (.60); review Parrish subpoena (.40); review Parrish files sent from K. Lockhart (.60); draft correspondence to Windstream regarding Parrish deposition (.20); correspond with T. Ross regarding appearance (.20); teleconference with P. Anderson regarding Parrish availability (.10)	2.10
06 Sep 19	Justus, Michael R.	Analyze strategy for objections and letter requesting to	4.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
06 Sep 19	Velez, Melissa	quash KCC subpoena (1.70); confer with T. Ross and S. Rochester regarding same (.30); confer with KCC regarding same (.30); prepare letter to Court regarding KCC subpoena (2.40)	1.90
06 Sep 19	Ross, Terence P.	Review and analyze Charter's requests for admission, set two and interrogatories, set four (.90); call with K. Lockhart to discuss discovery response strategy for requests for admission, set two and interrogatories, set four (1.00)	7.40
06 Sep 19	Lockhart, Kristin	Prepare for third party depositions (2.00); draft emails regarding discovery letter to Judge Drain (.20); call with M. Justus and S. Rochester on the same (.30); telephone conference with J. Kingston to conduct "meet and confer" on discovery issues (.50); draft email outlining discovery issues to send to client (.50); read email from P. Anderson regarding customer lists (.20); read research from R. Larsen regarding motion to quash (.50); read email from K. Smith regarding subpoenas and respond (.40); email exchange with J. Jarosz and consider documents he needs (.50); multiple email exchanges regarding witness preparation (.50); email from M. Holub regarding Parrish deposition (.20); read email and documents sent by D. Foster of KCC (.50); read emails regarding notice to UCC (.30); email exchange with opposing counsel regarding moving Parrish deposition (.30); strategize KCC documents production (.50)	10.40
06 Sep 19	Thompson, Grace	Draft email to team regarding call with Charter regarding KCC subpoena (.30); review and draft objections to document requests for KCC (3.30); draft email to client regarding availability for deposition of two Windstream employees (.30); prepare for call with KCC (.30); attend teleconference with KCC (1.00); draft section of KCC letter to Chambers (.40); draft email to KCC regarding updates to deposition schedule (.30); review production to determine produced invoices from KCC to Charter (.90); review proposed responses to RFAs and interrogatories (.80); discuss with M. Velez regarding proposed discovery responses (1.00); prepare documents for deposition of Walker and Sites (.30); draft email to M. Holub regarding Parrish deposition (.30); revise initial disclosures and serve on counsel (.60); correspond with opposing counsel regarding initial disclosures (.60)	4.10
06 Sep 19	Thompson, Grace	Call with S. Rochester regarding KCC engagement letter draft (.30); revise KCC engagement letter and terms per comments from S. Rochester (.90); calls with S. Rochester regarding KCC retention procedures and action items (.40); revise supplemental declaration per comments from S. Rochester (.50); revise letter to	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Judge Drain requesting telephonic conference (.40); draft email to Windstream regarding KCC representation (.40); review correspondence from team regarding KCC representation (.20); review Charter document production for topics relevant to discovery objections (.50); revise case calendar and associated documents (.50)	
06 Sep 19	Rochester, Shaya J.	Review KCC retention papers (.20); attend to issues regarding KCC retention (.40); call with T. Ross and M. Justus regarding meet and confer (.30); call with G. Thompson regarding KCC retention (.40); prepare for call with KCC (.40); call with KCC to discuss subpoena (.70); review and provide comments on KCC engagement letter and supplemental declaration (.70); review and revise Declaration regarding KCC retention (.30); call with G. Thompson regarding KCC engagement letter (.30)	3.70
06 Sep 19	Arotsky, Allison	Continue researching whether party responding to subpoena can elect to file motion to quash in issuing court (2.00); provide update to S. Rochester regarding same (.50)	2.50
07 Sep 19	Thompson, Grace	Draft pro hac vice applications for M. Holub and R. Larsen (.50)	0.50
08 Sep 19	Justus, Michael R.	Review documents sent by KCC in response to subpoena (.60); revise letter to Court regarding subpoena (.80); confer with S. Rochester regarding same (.20)	1.60
08 Sep 19	Rochester, Shaya J.	Review and comment on letter to Judge Drain regarding KCC subpoena (.50); discussion with M. Justus regarding same (.20)	0.70
09 Sep 19	Siena, Marie	E-file letter on the court's docket system (.40)	0.40
09 Sep 19	Siena, Marie	E-file pro hac vice applications on the court's docket system (.40)	0.40
09 Sep 19	Holub, Matthew M.	Teleconference with W. Parrish regarding deposition (.30); review preliminary injunction materials (.30)	0.60
09 Sep 19	Justus, Michael R.	Revise letter motion to Court regarding KCC subpoena (1.30); revise objections to KCC subpoena document requests (.90); review pleadings in preparation for RAPP deposition (1.20); review Charter documents in preparation for deposition (1.60); draft questions and prepare for deposition (2.60)	7.60
09 Sep 19	Velez, Melissa	Draft objections and responses to requests for admission, set two and interrogatories, set four (2.80); research potential objections to same (1.80)	4.60
09 Sep 19	Ross, Terence P.	Prepare for Walker and Sites deposition (1.50); review email regarding meet and confer from J. Kingston (.50); conference with K. Lockhart regarding depositions (.30); edits and revise letter to Judge Drain regarding KCC subpoena (1.30); review and revise same (.50); read multiple emails regarding draft letter	7.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		to Judge Drain seeking to quash KCC subpoena (.70); consider damages theory (.50); conference with K. Lockhart regarding discovery issues (.60); telephone conference with P. Strickland and K. Lockhart to prepare him for deposition (1.30); review documents to use in Sites deposition (.50); conference with M. Justus regarding additional edits to letter seeking to quash subpoenas (.30)	
09 Sep 19	Lockhart, Kristin	Review KCC objection and responses, and revise (1.00); update work flow list to change date of Parrish deposition (.30); review materials for deposition of Andrew Sites (.30); update remainder of deposition list and coordinate with docketing so that changes to same are made (.60); draft email to M. Justus regarding documents for RAPP deposition (.30); review documents and collect relevant ones for preparation of damages expert (1.50); review edits to objection to KCC document requests (.30); review email from M. Velez regarding discovery and document production (.60); attend teleconference with P. Strickland and T. Ross regarding deposition (1.30); review correspondence from T. Ross, M. Justus, and S. Rochester regarding letter to Chambers on behalf of KCC (.60); revise KCC subpoena objections to document requests (.30); discuss with T. Ross regarding KCC objections (.60); discuss with S. Rochester regarding depositions (.60)	8.60
09 Sep 19	Thompson, Grace	Review KCC letter requesting discovery dispute teleconference to ensure compliance with Local and Chambers Rules (.30); review Local and Bankruptcy Rules and Retention Order regarding Windstream-KCC payments (.40); prepare to file and coordinate filing of KCC response letter (.70); discussions with S. Rochester regarding depositions (.50); draft cover letter to UST (.20); revise case calendar and associated documents (.30); prepare to file pro hac vice applications for R. Larsen and M. Holub (.40)	2.80
09 Sep 19	Rochester, Shaya J.	Continue planning and coordinating KCC retention (1.80); review and revise letter to Judge Drain regarding KCC subpoena (.50); review and approve pro hac filings (.20); review and provide comments on objections to KCC document requests (.70); call with G. Thompson regarding upcoming depositions (.50); finalize and file letter to Judge Drain regarding KCC subpoena and submit letter to Chambers for teleconference (1.50); call with K. Lockhart regarding upcoming depositions and planning (.60)	5.80
10 Sep 19	Larsen, Ryan	Emails with attorneys and S. Bandy regarding deposition prep (.40); review and analyze Charter opposition to Windstream letter brief regarding KCC	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Sep 19	Holub, Matthew M.	deposition (.40) Review schedule of upcoming deadlines (.10); review emails from W. Parrish regarding background materials (.20)	0.30
10 Sep 19	Brady, Rick	Export multi page TIFs from Concordance database; convert TIFs to PDF (.40); copy data to Chicago server (.40)	0.80
10 Sep 19	Justus, Michael R.	Confer with K. Lockhart regarding KCC documents (.60); review Charter documents relevant to RAPP deposition (2.10); emails with G. Thompson regarding the same (.50); review additional case materials for RAPP deposition (1.50); continue preparing for RAPP deposition (2.80); continue reviewing documents to use as exhibits in RAPP and Charter depositions (2.40); call with S. Rochester regarding KCC document production (.40)	10.30
10 Sep 19	Velez, Melissa	Review and identify supporting documents for RAPP deposition (3.10)	3.10
10 Sep 19	Ross, Terence P.	Travel to Columbus, OH for deposition of A. Sites (billed at half time) (1.30); prepare for deposition of A. Sites, including review of new documents produced by A. Sites (2.90) emails to K. Lockhart regarding questions for deposition (.60); take deposition of A. Sites (2.00); travel to Cleveland, OH for deposition of E. Walker (billed at half time) (1.00); read multiple emails regarding KCC time records (1.00); multiple telephone conferences with S. Rochester and K. Lockhart regarding KCC documents (.50); calls with S. Rochester and K. Lockhart regarding KCC time records and associated issues (1.00); prepare for deposition of E. Walker (1.50)	11.70
10 Sep 19	Lockhart, Kristin	Update workflow and deposition list with new developments (1.00); investigate questions from T. Ross for deposition and provide feedback regarding same (.60); reply to R. Larsen regarding deposition of S. Bandy (.30); reply to M. Holub regarding documents from Parrish (.30); prepare instructions for bate stamping and file naming of KCC document production (.90); draft email regarding redaction of KCC invoices (.30); review produced documents from KCC and discuss same with M. Justus (.60); review proposed responses to RFAs (.60); call with S. Rochester regarding the same (.40); review correspondence from client regarding RFAs (.60); review interrogatory responses (.90); review deposition of R. Hausman (.30); discuss with client and review client files to confirm involvement in facts of case (1.00); exchange correspondence with KCC regarding invoices and document production (1.00); revise and serve objection to KCC document requests (.90);	10.60

Client: 392355 – Windstream Holdings, Inc.

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Sep 19	Motsinger, Katherine	review letter from Charter to KCC (.30); discussions with T. Ross and S. Rochester regarding same (1.00) Discussions with G. Thompson regarding review of Charter documents for RAPP deposition (.40); perform concordance review of Charter documents relevant to RAPP deposition (1.30)	1.70
10 Sep 19	Thompson, Grace	Discussions with M. Siena regarding RAPP deposition preparation (.20); review Charter documents in preparation for RAPP deposition (3.20); emails with M. Justus regarding the same (.50); discussions with K. Motsinger regarding review of Charter documents for deposition (.40); continue reviewing Charter documents relevant to RAPP deposition (.90); review previous Charter pleadings for content relevant to RAPP deposition (.60); discussions with S. Rochester regarding KCC's time records (.60); draft email to team on the same (.20); review KCC Retention Order for provisions regarding production of invoices (.30); revise case calendar and associated task list (.60)	7.50
10 Sep 19	Rochester, Shaya J.	Attend to issues regarding KCC subpoena (.20); attend to issues regarding KCC retention (.30); call with K. Lockhart regarding document production (.40); attend to issues regarding KCC document production (.30) call with M. Justus regarding same (.40); call with K. Lockhart regarding RFAs and scheduling telephonic conference (.40); review Charter response to KCC letter regarding discovery dispute (.50); calls with T. Ross and K. Lockhart regarding follow-up response and attend to follow-up issues regarding Charter sealing motion (1.00); attend to issues regarding KCC time records (.70); calls with G. Thompson regarding same (.60); finalizing emails to clients and Chambers (.30)	5.10
11 Sep 19	Larsen, Ryan	Review and analyze Windstream reply in support of motion for preliminary injunction, S. Bandy declaration and exhibits, S. Bandy emails, protective order to prepare for S. Bandy deposition (1.50); emails and phone calls with S. Bandy regarding same (.20)	1.70
11 Sep 19	Holub, Matthew M.	Review correspondence regarding E. Walker deposition (.10)	0.10
11 Sep 19	Justus, Michael R.	Prepare outline for RAPP deposition (3.40); call with T. Ross regarding same (.30); review documents for exhibits at RAPP deposition (3.30); confer with K. Lockhart and S. Rochester regarding strategy for KCC subpoena and documents (.50)	7.50
11 Sep 19	Ross, Terence P.	Prepare for deposition of E. Walker, including reading new documents produced in response to subpoena duces tecum (1.50); take deposition of E. Walker (3.00); travel from Cleveland, OH to Washington, DC (1.00); telephone conference with S. Rochester	11.00

Client: 392355 – Windstream Holdings, Inc.

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding email to Judge Drain (.50); read multiple emails regarding quashing KCC subpoena (.70); exchange multiple emails regarding quashing new deposition noticed by Charter, including reading Notice (1.00); telephone conference with M. Justus regarding RAPP deposition (.30); review rough transcript of E. Walker deposition (1.50); travel from Cleveland, OH to Washington, DC (billed at half time) (1.50)	
11 Sep 19	Lockhart, Kristin	Exchange correspondence with client regarding deposition of 30(b)(6) witness (.80); exchange correspondence with KCC regarding confidentiality of invoices (.60); review correspondence from KCC regarding date of first notice of commencement letter to Windstream clients (.60); draft responses to RFPs (.60); draft responses and objections to third set of RFPs (2.90); continue draft responses and objections to third set of RFPs (3.00)	8.50
11 Sep 19	Thompson, Grace	Review pro hac vice rules regarding depositions (.20); draft pro hac vice application for K. Lockhart (.20); review Affidavit of Service for Notice of Commencement and Notice of Chapter 11 and circulate (.60); discussions with S. Rochester regarding case timeline (.20); review Langston deposition sections regarding Notice of Chapter 11 (1.10); draft summary timeline of Windstream-Charter dispute (.90)	3.20
11 Sep 19	Rochester, Shaya J.	Attend to issues regarding subpoena served on KCC, response thereto and communications with Chambers, client and team regarding same (.80); attend to issues regarding subpoena served on KCC, response thereto and communications with Chambers, client and team regarding same (1.00); attend to issues regarding subpoena served on KCC, response thereto and communications with Chambers, client and team regarding same (2.00); attend to issues regarding filing of Rochester Declaration and submitting papers to Chambers (.30); conference with G. Thompson regarding timeline (.20); attend to issues regarding RAPP depo (.30); attend to issues regarding Chambers (.30); discussions with T. Ross regarding email to Judge Drain (.50)	5.40
12 Sep 19	Larsen, Ryan	Prepare for and conduct conference call with S. Bandy regarding deposition preparation (.70)	0.70
12 Sep 19	Holub, Matthew M.	Review emails from W. Parrish in preparation for deposition (.30); attend teleconference with T. Ross regarding W. Parrish deposition (.20); develop preparation materials for W. Parrish (.30); review E. Walker deposition transcript (.90)	1.70
12 Sep 19	Justus, Michael R.	Prepare for RAPP deposition (3.20); conduct RAPP deposition (4.80); correspondence with RAPP	9.50

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Sep 19	Ross, Terence P.	regarding follow-up from RAPP deposition (.40); review Sites deposition transcript (1.10) Prepare trip expense report (1.00); telephone conference with M. Holub regarding Parrish deposition (.30); read emails from K. Lockhart regarding KCC documents (.20); prepare for discovery conference (1.50); conference with K. Lockhart regarding KCC documents (.20); review M. Holub preparation materials for W. Parrish (.30); discussion with M. Holub on the same (.20); multiple emails regarding changing discovery conference (.30); work on damages and contention issues (1.80); edit objections to admissions (.50); prepare for P. Strickland deposition session (1.00); review new objection to admissions (.50)	7.60
12 Sep 19	Lockhart, Kristin	Provide copy of RAPP subpoena to G. Thompson and discuss same (.30); draft response to R. Larsen regarding additional items for Bandy deposition (.30). revise responses to RFPs and draft email to clients regarding same (1.60); discuss with S. Rochester regarding KCC invoices and Court Order relating to same (.30); review correspondence from client regarding document production (.60); revise responses to Requests for Admission (1.60); revise responses to Interrogatories (2.30); review documents and information in support of response to Charter Interrogatories (1.30); correspond with client regarding meeting for deposition prep (.40); prepare documents for document production (1.00); draft email to KCC regarding depositions (1.00); discussion with T. Ross regarding KCC documents (.20)	10.70
12 Sep 19	Thompson, Grace	Prepare materials for RAPP deposition (1.50); attend and take notes at Windstream deposition of RAPP (4.80); discuss RAPP subpoena with K. Lockhart (.30); prepare and organize materials related to KCC discovery dispute in preparation for telephonic conference (1.10); continue drafting summary timeline of Windstream-Charter dispute (1.00)	8.70
12 Sep 19	Rochester, Shaya J.	Call with K. Lockhart regarding production (.30); attend to issues regarding Hausman deposition (.20); attend to issues regarding teleconference hearing on KCC subpoena (1.10); prepare for telephonic conference dispute on KCC subpoena (.70)	2.30
13 Sep 19	Larsen, Ryan	Review and analyze Charter letter brief regarding document request dispute on Charter deposition (.40); emails regarding hearing on Windstream motion to quash Charter deposition (.20)	0.60
13 Sep 19	Holub, Matthew M.	Draft correspondence with T. Ross regarding cancellation of Parrish deposition (.10); draft correspondence with W. Parrish regarding deposition	0.40

Client: 392355 – Windstream Holdings, Inc.

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.20); correspond with team regarding client updates (.10)	
13 Sep 19	Justus, Michael R.	Discuss strategy for KCC subpoena hearing with T. Ross, S. Rochester, and K. Lockhart (1.50); prepare for Charter 30(b)(6) deposition (2.5); discuss RAPP and Sites depositions with T. Ross (.30); review RAPP deposition transcript (1.30); attend teleconference hearing with Court (.30); correspondence with KCC regarding quashed subpoena (.20); confer with T. Ross and K. Lockhart regarding discovery strategy (.50)	6.10
13 Sep 19	Ross, Terence P.	Prepare materials for P. Strickland prep session (1.00); email from opposing counsel canceling W. Parrish deposition (.30); conference with M. Justus, S. Rochester and K. Lockhart regarding discovery issues (1.50); prepare for Discovery Conference with Court (.80); telephonic conference with P. Strickland and K. Lockhart to prepare for deposition (1.00); prepare for and argue at Discovery Conference with Court regarding KCC subpoena (.70); additional discussions with S. Rochester, M. Justus and K. Lockhart regarding discovery following quashed subpoena (.50); discuss sites and RAPP depositions with M. Justus (.20); telephone conference with opposing counsel regarding Hausman deposition (.30); consider whether to move to quash Hausman deposition (.80); read and respond to email from opposing counsel regarding withdrawal of discovery (.30)	7.40
13 Sep 19	Lockhart, Kristin	Prepare documents to send to P. Strickland (.80); draft email to client regarding call with Charter on 3/20 (.30); attend meeting/call with team regarding KCC hearing and discovery (1.50); draft email to KCC regarding information related to hearing (.60); review and revise case timeline (.30); discussions with KCC regarding information for hearing (.60); attend teleconference with P. Strickland (1.00); prepare for teleconference with Chambers regarding discovery letter about KCC subpoena (1.00); attend Chambers teleconference (.30); exchange correspondence with client regarding redaction of selected Windstream document (.60); discussions with T. Ross, S. Rochester, and M. Justus regarding depositions (.50); discussions with client regarding deposition of P. Strickland (.30); review correspondence from S. Rochester regarding previously produced client lists (.30)	8.20
13 Sep 19	Thompson, Grace	Revise Windstream-Charter case timeline and case calendar in preparation for teleconference (.50); attend Katten team call regarding telephonic discovery dispute conference and upcoming depositions (1.50); revise Windstream-Charter case timeline, incorporating	3.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		team comments (.40); review and circulate new Charter letter requesting teleconference (.40); attend discovery dispute teleconference with Judge Drain and Charter counsel (.30); draft summary email to client on the same (.50)	
13 Sep 19	Rochester, Shaya J.	Prepare for telephonic conference with Judge regarding discovery dispute over KCC subpoena (.20); call with team regarding KCC subpoena, Hausman deposition notice and other work-streams (1.50); review Lockhart emails regarding KCC (.20); review new Charter letter request for telephonic conference to resolve discovery dispute (.70); attend telephonic conference with Judge Drain regarding motion to quash subpoena served on KCC (.50); post-conference discussion with team regarding future discovery (.40); prepare update for client (.20)	3.70
15 Sep 19	Justus, Michael R.	Review documents for use as exhibits at Charter 30(b)(6) deposition (2.20); prepare for Charter 30(b)(6) deposition (2.50)	4.70
16 Sep 19	Konrath, Adriane	Loading data and images relating to volume VOL004 to the Charter 6 database on the network (.40)	0.40
16 Sep 19	Justus, Michael R.	Review letter motion filed by Charter regarding customer lists (.40); prepare for Charter 30(b)(6) deposition (4.00); review documents for use as exhibits at Charter 30(b)(6) deposition (3.80); confer with K. Lockhart regarding supplemental interrogatory responses (.40); review and revise supplemental interrogatory responses (.40)	9.00
16 Sep 19	Velez, Melissa	Review fifth set of interrogatories to Windstream and third set of requests for admission to Windstream (.50); draft discovery responses regarding same (.30); review Charter's sixth document production (.70)	1.50
16 Sep 19	O'Brien, Catherine E.	Review and categorize Charter documents for upcoming depositions (2.10)	2.10
16 Sep 19	Ross, Terence P.	Follow up on deposition preparation for Windstream witness (.50); email exchange with K. Smith regarding depositions (.30); email exchange with J. Kingston regarding 9/13 discovery letter (.30); draft response to Charter 9/13 discovery letter (2.20); edit and revise draft response to Charter 9/13 discovery letter (1.00); strategize damages related issues (2.00); circulate draft response to Charter 9/13 discovery letter for comment (.20); edit draft response to Charter 9/13 discovery letter to incorporate reviewer comments (.50); arrange filing and service of response to Charter 9/13 discovery letter (.50); confirm cancellation of Hausman deposition and circulate emails on the same (.70)	8.20
16 Sep 19	Lockhart, Kristin	Review Charter responses to RFPs and draft email to set up document review of latest production (1.00); coordinate to transcribe two additional telephone calls	9.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.30); draft email to Charter regarding list of ported customers (.60); draft email to M. Velez regarding instructions for final set of discovery responses (.60); review initial disclosures and witness therein (.30); review supplemental Interrogatories (.60); discussion with M. Justus on the same (.40); review correspondence relating to document review (.60); coordinate times for expert call and prep for deposition of Strickland (.90); draft supplemental response to Third Set of Interrogatories (1.00); draft email regarding discovery deficiencies to Charter's counsel (.60); review letter to Chambers regarding newest discovery dispute (.30); draft email to client relating to supplemental Interrogatory response (.30); draft email to opposing counsel regarding discovery deficiencies and deposition of P. Strickland (1.00); review hearing transcript and document regarding Mr. Dardis testimony (.30); review correspondence from G. Thompson regarding document production and respond to same (.30)	
16 Sep 19	Motsinger, Katherine	Review documents produced for internal discussion regarding disconnection of Windstream customers (1.00)	1.00
16 Sep 19	Thompson, Grace	Review and pull key documents from Charter first production for K. Lockhart (1.00); set up and coordinate document review of Charter's latest document production (.60); coordinate filing of Windstream's letter responding to Charter's request for telephonic discovery dispute conference (.40); preliminary review of Charter's latest document production (2.10)	4.10
16 Sep 19	Rochester, Shaya J.	Review and provide comments on response letter to Charter request for telephonic discovery conference (.40); attend to issues regarding filing response letter to Charter request for telephonic discovery conference and submitting same to Chambers (.20)	0.60
17 Sep 19	Konrath, Adriane	Load data and images relating to the Charter 7 database on the network (.40)	0.40
17 Sep 19	Larsen, Ryan	Review and analyze complaint and briefing on motion for preliminary injunction (1.30); S. Bandy declaration, exhibits, and additional emails to prepare for S. Bandy deposition (1.20)	2.50
17 Sep 19	Justus, Michael R.	Review Charter's objections to 30(b)(6) deposition notice (.50); prepare response letter to Charter regarding objections to 30(b)(6) notice (.80); confer with S. Rochester regarding Charter violations of automatic stay (.30); discussion with K. Lockhart and T. Ross regarding privilege logs (.20); prepare outline for Charter 30(b)(6) deposition (3.40); discussion with T. Ross regarding 30(b)(6) deposition (.30); review	8.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
17 Sep 19	Velez, Melissa	documents for use as exhibits in Charter 30(b)(6) deposition (2.60); discuss contracts with new customers with K. Lockhart (.60) Review Charter's sixth document production for documents relevant to 30(b)(6) depositions (3.40); identify supporting documents for 30(b)(6) depositions (2.10); review and analyze Charter's third set of requests for admission and fifth set of interrogatories (.90)	6.40
17 Sep 19	O'Brien, Catherine E.	Perform first level review of Charter documents for hot documents relevant to upcoming deposition (2.50)	2.50
17 Sep 19	Ross, Terence P.	Conference with M. Justus regarding Rule 30(b)(6) deposition (.30); make arrangements for Rule 30(b)(6) deposition (.30); prepare for call with J. Auman regarding deposition (1.30); email to J. Auman regarding deposition (.30); prepare information to work with Rule 30(b)(6) deponent on (1.30); review "churn" to be used in damages calculation (.80); conference with K. Lockhart regarding Strickland deposition (1.30); check on Strickland deposition limits (.20); prepare for damages expert meeting (2.30); conference with M. Justus and K. Lockhart regarding privilege log (.20)	8.30
17 Sep 19	Lockhart, Kristin	Coordinate meeting with Strickland witness to client (.30); review Interrogatories and RFA responses (.60); review responses to RFP and draft email to client regarding outstanding items to produce (.60); draft email to client regarding expert discovery (.30); review correspondence from T. Ross regarding deposition of 30(b)(6) and Strickland (.30); review correspondence from M. Justus to Charter regarding 30(b)(6) objections (.30); review new documents produced by Charter (2.00); attend meeting with T. Ross regarding deposition of Strickland (1.30); review privilege log (.40); discuss privilege log with M. Justus and T. Ross (.20); revise email to Charter regarding discovery and deposition of Strickland (.60); prepare for third document production (1.30); discuss with M. Justus contracts for new customers (.60); prepare for new document production from Charter (.30); draft email to client regarding tool kit document (.60)	9.70
17 Sep 19	Motsinger, Katherine	Review newly produced documents for discussions regarding advertisement strategy (3.00); perform supplemental document searches for the same (2.40); discussions with G. Thompson on the same (.30)	5.70
17 Sep 19	Thompson, Grace	Discussions with doc review team and K. Lockhart regarding Charter's latest production (.90); call with M. Justus regarding document production (.20); continue reviewing Charter's latest document production (2.60); draft emails to K. Lockhart regarding potential hot	5.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
17 Sep 19	Rochester, Shaya J.	documents (.30); continue reviewing Charter documents in preparation for 30(b)(6) deposition (1.90) Call with M. Justus regarding disconnects and automatic stay (.30); review correspondence relating to disputes over Windstream discovery (1.30)	1.60
18 Sep 19	Konrath, Adriane	Export documents and convert to PDF for deposition preparation (.80)	0.80
18 Sep 19	Larsen, Ryan	Travel to Portland to meet with S. Bandy regarding deposition prep (billed at half time) (2.80); meet with S. Bandy to prep for deposition (2.00); review and analyze briefing on motion for preliminary injunction, Bandy declaration, exhibits, and additional emails (1.50)	6.30
18 Sep 19	Justus, Michael R.	Continue drafting outline for Charter 30(b)(6) deposition notice (3.40); discussions with K. Lockhart regarding deposition, damages and document production (.80); continue reviewing documents for use as exhibits for Charter 30(b)(6) (3.30); call with K. Lockhart and G. Thompson regarding additional document review (.30); further revise outline for 30(b)(6) deposition (2.90); review prior deposition transcripts in preparation for 30(b)(6) deposition (2.50); discussions with G. Thompson regarding identifying key documents for deposition (.20)	13.40
18 Sep 19	Velez, Melissa	Review and analyze Charter's third set of requests for admission and fifth set of interrogatories (2.60)	2.60
18 Sep 19	Ross, Terence P.	Email from J. Auman regarding preparation (.30); read email from UCC counsel regarding deposition (.30); read email from P. Anderson regarding damages (.30); read email from K. Smith regarding damages (.20); read chart from B. Brannon (.30); follow up on Bandy deposition (.30); review Admissions and Interrogatories with K. Lockhart (.30); email exchange with K. Smith regarding IP address (.30); read emails and summaries of sending as background to IP address issue (.80); select additional exhibits for use in J. Auman deposition preparation (1.00); email exchange with J. Auman regarding deposition preparation (.20); telephone conference with K. Smith and C. Keith regarding IP address issues (.50); telephone conference with S. Rochester and conference with K. Lockhart regarding IP address issue (.50); telephone conference with client and damages expert to review data to be used in damages report (.50); determine analysis strategy for IP address property issue (.50)	6.30
18 Sep 19	Lockhart, Kristin	Discuss with M. Justus regarding deposition, damages and document production (.80); discussions with G. Thompson regarding document production (.30); serve verification of J. Auman on Charter (.30); prepare for deposition of P. Strickland (3.50); review discovery	10.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		responses with T. Ross (.30); attend telephone conference with P. Strickland regarding preparation for deposition (.80); draft email to client regarding exhibits for 30(b)(6) preparation (.30); prepare for call with expert (.60); attend teleconference with expert regarding damages (1.00); discuss information and documents for expert report with client and expert (.60); revise written discovery responses ad serve on Charter (1.40); call with G. Thompson and M. Justus regarding document review and production (.30)	
18 Sep 19	Motsinger, Katherine	Complete preliminary review of the produced Charter documents (.50)	0.50
18 Sep 19	Thompson, Grace	Perform secondary review of Charter's document production (2.00); identify and circulate super hot docs in preparation for 30(b)(6) deposition (1.90); discussion with M. Justus regarding the same (.20); call with M. Justus and K. Lockhart regarding the same (.30); discussions with A. Konrath regarding document production download (.20); perform additional targeted document searches per M. Justus comments (.50); additional discussions with K. Lockhart regarding document review (.30)	5.40
18 Sep 19	Rochester, Shaya J.	Call with T. Ross regarding potential issues regarding Earthlink issue (.50)	0.50
19 Sep 19	Larsen, Ryan	Prepare for and attend S. Bandy deposition (5.00); travel to Los Angeles (billed at half time) (2.80); review notes (.30); draft and send summary of S. Bandy deposition to team (.20)	8.30
19 Sep 19	Vazquez, Christopher	Confer with T. Ross and K. Lockhart regarding additional objections to Charter's amended 30(b)(6) deposition notice topics (.50); draft objections to amended 30(b)(6) deposition notice served by Charter (1.40)	1.90
19 Sep 19	Justus, Michael R.	Prepare for Charter 30(b)(6) deposition (2.80); conduct Charter 30(b)(6) deposition (9.80); compile notes and results from Charter 30(b)(6) deposition (1.30)	13.90
19 Sep 19	Ross, Terence P.	Review L. Langston testimony to use with J. Auman (1.60); telephone conference and email to C. Vazquez and K. Lockhart regarding Amended Objections to Deposition Notice (.50); telephone conference with G. Thompson regarding preparation of J. Auman (.20); deposition prep telephonic conference with J. Auman (4.00); read materials sent by J. Auman and consider for his deposition (.30); read email from M. Justus regarding Charter deposition (.40); follow up on J. Auman documents needed for deposition (.50); read email from R. Larsen describing Bandy deposition (.40)	7.90
19 Sep 19	Lockhart, Kristin	Travel to Charlotte, NC for P. Strickland deposition (billed at half time) (2.30); travel to office (.60); attend	10.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Sep 19	Thompson, Grace	in-person meeting and deposition prep session with P. Strickland (3.00); review pleadings and transcripts in preparation for deposition (2.50); review previous Charter documents in preparation for deposition (2.00); discussion with C. Vazquez and T. Ross regarding amended objections to deposition topics (.50) Call with T. Ross regarding preparation for 30(b)(6) deposition (.20) review Langston deposition and annotate in preparation for 30(b)(6) deposition (2.50); review Bandy and Wyatt declarations in preparation for 30(b)(6) deposition (.80); review Langston affidavit exhibits for the same (1.10)	4.20
20 Sep 19	Justus, Michael R.	Confer with K. Lockhart regarding Strickland deposition (.30); confer with K. Lockhart and T. Ross regarding written discovery issues (.40)	0.70
20 Sep 19	Ross, Terence P.	Review new damages documents (.70); read email from S. Rochester regarding S. Bandy deposition (.30); prepare for J. Auman telephone conference (.30); multiple emails from K. Smith regarding J. Auman deposition (.20); telephone conference with J. Auman to prepare for Rule 30(b)(6) testimony (2.80); telephone conference with K. Lockhart and G. Thompson regarding P. Strickland deposition (.50); email exchange with K. Lockhart regarding discovery extension (.20); review data collected regarding damages (1.00); review annotated L. Langston deposition (.50); work with G. Thompson to provide documents to J. Auman for testimony (.50); review and consider chart of ported customers provided by G. Thompson (.60); read summary of Strickland deposition from K. Lockhart (.50)	8.10
20 Sep 19	Lockhart, Kristin	Prepare redirect questions for deposition and exhibits for same (1.70); attend deposition of P. Strickland (4.60); discuss with T. Ross and M. Justus regarding Charter's request for a discovery extension (.40); discuss with G. Thompson regarding documents to use to prepare for 30(b)(6) deposition of Windstream (1.00); draft email to T. Ross regarding P. Strickland deposition (.60); travel back to Washington, DC (billed at half time) (1.20); call with M. Justus regarding P. Strickland deposition (.30); call with T. Ross and G. Thompson regarding Strickland and Auman depositions (.50)	10.30
20 Sep 19	Thompson, Grace	Discussions with T. Ross regarding preparation for 30(b)(6) deposition (.50); review Windstream document production and pull documents relevant to Charter's noticed topics for 30(b)(6) deposition (3.20); review cease and desist letters for the same (.50); prepare outline for T. Ross and client on topics for 30(b)(6) deposition (1.90); call with T. Ross and K.	8.10

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Lockhart regarding Strickland deposition and preparation for 30(b)(6) deposition (.50); prepare materials for client for use during 30(b)(6) deposition prep (1.50)	
20 Sep 19	Rochester, Shaya J.	Correspond with team regarding outstanding discovery, status of depositions, expert report and motion for summary judgment (1.50)	1.50
22 Sep 19	Justus, Michael R.	Review rough draft transcripts from Charter 30(b)(6) deposition (.60); confer with T. Ross regarding Charter 30(b)(6) deposition (.30)	0.90
22 Sep 19	Ross, Terence P.	Multiple email exchanges with M. Justus regarding customer switch information (.30); analyze document on the same (.70)	1.00
22 Sep 19	Lockhart, Kristin	Review proposed responses to RFAs and Interrogatories (1.90)	1.90
22 Sep 19	Rochester, Shaya J.	Review correspondence regarding deposition of Charter 30(b)(6) witness (.30)	0.30
23 Sep 19	Velez, Melissa	Draft discovery responses for fifth set of interrogatories (2.30); draft third set of requests for admission (2.80); call with K. Lockhart regarding discovery response (.40)	5.50
23 Sep 19	Ross, Terence P.	Consider damages methodology (1.30); telephone conference with J. Auman and K. Smith to prepare for deposition testimony (2.50); follow up on remaining J. Auman preparation documents (1.20); work on damages issues (.80); prepare for J. Auman deposition (1.70); conference with K. Lockhart regarding P. Strickland and 30(b)(6) depositions (.90)	8.40
23 Sep 19	Lockhart, Kristin	Review correspondence from M. Justus regarding 30(b)(6) of Charter (.30); discuss with T. Ross regarding deposition of P. Strickland and 30(b)(6) (.90); draft email to expert regarding new documents to use in report (.60); review documents for list of customers who were initially disconnected by Charter (.90); review and revise 30(b)(6) objections and serve on opposing counsel (.30); discuss with M. Velez regarding discovery responses (.40); review P. Strickland deposition transcript (1.80); review documents in second document production (.60); prepare for and attend teleconference with damages expert (.90); draft summary of call with expert to T. Ross (.60)	7.30
23 Sep 19	Thompson, Grace	Review documents for locations of disconnected customers (.30); update case calendar and associated documents (.20)	0.50
24 Sep 19	Konrath, Adriane	Load replacement data and images to the Charter database on the network (.40); load data and images relating to volume Vol007 to the Charter 8 database on the network (.40)	0.80
24 Sep 19	Ross, Terence P.	Prepare for deposition of J. Auman (1.00); telephone	10.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
24 Sep 19	Lockhart, Kristin	conference with damages expert regarding data to use (.50); follow-up conference with K. Lockhart regarding providing data to damages expert (.30); travel from Washington, D.C. to St. Louis to defend deposition of J. Auman (billed at half time) (1.90); prepare J. Auman for his deposition (4.00); review and approve answers to Charter's new RFAs (.50); review draft answers to Charter's new Interrogatories (.70); consider and telephone conference with K. Lockhart regarding same (.30); prepare for J. Auman deposition (1.50)	9.70
24 Sep 19	Thompson, Grace	Discuss with T. Ross regarding expert information (.30); review and revise discovery responses (3.60); review changes to RFA responses (1.00); draft email to client regarding discovery (.30); draft email to P. Strickland regarding deposition transcript (.30); revise RFA responses (2.30); prepare for and draft email to Charter regarding supplemental production (.60); discuss with transcriber regarding call transcripts for production (.30); follow up with client regarding expert discovery information (.30); call with T. Ross regarding Charter interrogatories (.30); prepare, review and instruct to download new production from Charter (.40)	5.80
24 Sep 19	Rochester, Shaya J.	Review reproduced documents from Charter (.80); review RAPP deposition draft (.90); review and revise objections and responses to third set of RFAs (1.20); review and prepare materials regarding depositions (1.50); coordinate with litigation support regarding reproductions (.30); coordinate review of new Charter document production (.50); review and revise Charter document files (.60)	0.30
25 Sep 19	Konrath, Adriane	Load replacement data and images to the Charter databases on the network (.60); prepare native document production data (1.10); Load data and images relating to the Charter8 database on the network (.70)	2.40
25 Sep 19	Justus, Michael R.	Discuss outstanding discovery issues with K. Lockhart (.80); review Charter's written discovery responses (.70); correspond with Charter's counsel regarding follow-up items from Charter 30(b)(6) deposition (.40); correspond with RAPP regarding deposition transcript (.30); review final RAPP deposition transcript to identify key testimony (1.40); review draft interrogatory responses (.50)	4.10
25 Sep 19	Ross, Terence P.	Review revised draft Interrogatory answers (1.00); prepare for Auman deposition (1.50); defend deposition of J. Auman (6.00); review new draft Interrogatory answers (.70); telephone conference with K. Lockhart regarding same (.30); read email from M.	11.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Sep 19	Lockhart, Kristin	Justus summarizing key Charter themes from RAPP deposition (.30); read emails related to customer survey documents and email to K. Lockhart regarding same (.50); prepare summary of key points in deposition of J. Auman (1.00) Revise Interrogatory responses (1.00); draft email to client regarding RFAs (.30); revise RFAs (.30); draft email to S. Rochester regarding Strickland deposition (.30); draft email to transcriber regarding transcripts of call records (.30); draft email to client regarding RFAs (.30); download and prepare new transcript for production (.30); calculate response deadline to Motion to Strike and instruct docketing (.30); discuss with M. Justus regarding Interrogatory responses (.80); calculate deadline and regarding-designate Strickland transcript as AEO (.30); instruct docketing and others about same and relevant rule in Protective Order (.30); coordinate making Charter production available (.30); prepare chart with deadlines for submitting AEO designation and errata sheets for deposition (.30); draft changes to Interrogatory responses (.60); review correspondence from T. Ross regarding AEO designation and prepare response to same (.60); draft email to expert regarding information for damages report (.60); discuss with T. Ross regarding deposition (.30); draft additional email to expert regarding information for report (.30); revise Interrogatory responses (1.30); review correspondence from client regarding new information from expert (.30); correspond with G. Thompson regarding documents regarding key documents in Charter productions and recent reproduction (.60); prepare for service of Interrogatories and RFA responses (.70); prepare for document production relating to same (.60)	11.00
25 Sep 19	Thompson, Grace	Create upcoming deadlines list for client (.30); coordinate with litigation support regarding Charter reproductions (.20); review and prepare internal materials regarding depositions (.40); review "hot" docs and prepare internal materials (1.70); review deadlines for AEO designations and errata on recent depositions (.30); draft internal tracker on the same (.30); review and revise internal Charter document files (.60); coordinate file transfer for RAPP deposition (.30); coordinate with litigation support regarding new Charter document production (.30); discussions with K. Lockhart regarding Charter productions and reproductions (.60); review additional newly produced Charter documents (.90)	5.90
25 Sep 19	Rochester, Shaya J.	Review deposition transcripts (.80)	0.80
26 Sep 19	Larsen, Ryan	Review and analyze S. Bandy deposition for possible	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		confidentiality designations (1.20); emails with S. Bandy and team regarding the same (.30); call with T. Ross regarding IP addresses issue (.20)	
26 Sep 19	Vazquez, Christopher	Review recent discovery objections (.50)	0.50
26 Sep 19	Justus, Michael R.	Discuss Windstream 30(b)(6) deposition with T. Ross (.20); review Charter 30(b)(6) deposition transcript (.20); discuss discovery follow-up issues with T. Ross (.20); discuss the same with K. Lockhart (.20)	0.80
26 Sep 19	Ross, Terence P.	Travel from St. Louis to Washington, D.C. returning from defending deposition of J. Auman (billed at half time) (2.30); read email from K. Smith regarding damages data collection (.50); strategize incorporating new damages information into expert analysis (.70); conference with M. Justus regarding 30(b)(6) deposition (.30); follow up on outstanding items from J. Auman deposition (.70); telephone conference with R. Larsen regarding IP addresses issue (.20); email to K. Smith regarding same (.30); consider research needed on state unfair competition statutes (.50); discuss discovery issues with M. Justus (.20); discussion with K. Lockhart regarding case timeline (.30); review Windstream spreadsheets and determine production plan (.30); consider additional research related to IP addresses issue (.50)	6.80
26 Sep 19	Lockhart, Kristin	Draft email regarding exhibits to Sites deposition (.50); discuss with M. Justus regarding discovery item to follow up on with Charter (.20); discuss with T. Ross regarding outstanding items for Windstream litigation (.30); draft email to client regarding outstanding items for expert report (.60); correspond with client regarding same (.60); correspond with client regarding outstanding items for 30(b)(6) deposition (.80); review correspondence from R. Larsen regarding Bandy deposition (.30)	3.30
26 Sep 19	Thompson, Grace	Draft emails to new team members regarding Charter litigation (.40); revise case calendar and associated documents (.30)	0.70
26 Sep 19	Rochester, Shaya J.	Attend to issues regarding depo transcripts and discovery (.50)	0.50
27 Sep 19	Konrath, Adriane	Preparing Charter document productions in PDF format (1.50)	1.50
27 Sep 19	Larsen, Ryan	Review and analyze client emails regarding IP addresses issue (1.70); review and analyze background documents including service agreement for IP address issue (2.80)	4.50
27 Sep 19	Justus, Michael R.	Review document sent by RAPP (.30); correspond with RAPP's counsel regarding same (.10)	0.40
27 Sep 19	Convissar, Craig A.	Call with T. Ross regarding research topics for summary judgment motion (.20)	0.20
27 Sep 19	Ross, Terence P.	Email exchange with S. Rochester regarding J. Auman	7.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition (.30); read email from last night from R. Larsen regarding IP addresses issue (.20); continue review, analysis and provide comments on damages expert report (3.00); telephone conference with C. Convissar regarding research on state courses of action (.20); continue review, analysis and provide comments on damages expert report (2.80); follow up emails on damages data (.70)	
27 Sep 19	Lockhart, Kristin	Strategize and draft outline for outstanding items to resolve and prepare for in anticipation for summary judgment (2.20); draft email to assistant regarding 30(b)(6) deposition transcripts (.30); draft email to M. Velez regarding research on state claims (.30); draft verification to interrogatory response and draft email to client regarding same (.60); draft email to expert with additional items for report (1.20)	4.60
27 Sep 19	Thompson, Grace	Draft email to client regarding new case developments (.40); coordinate with litigation support and to download and circulate Bandy deposition (.50); review Bandy deposition (.80); draft email to new team members regarding Charter litigation procedures (.20); review and revise internal Charter document files (.50)	2.40
27 Sep 19	Rochester, Shaya J.	Attend to issues regarding client updates regarding Judge Drain ruling and read new Charter letter (.40)	0.40
30 Sep 19	Larsen, Ryan	Review S. Bandy deposition transcript for notable exchanges and potential transcription errors (2.50); emails with S. Bandy and attorneys regarding same (.30); review and analyze additional client emails and documents regarding IP address dispute with Charter (1.50)	4.30
30 Sep 19	Vazquez, Christopher	Review written discovery deadlines and recent filings (.50); review deposition transcript of S. Bandy (.80)	1.30
30 Sep 19	Justus, Michael R.	Correspond with RAPP regarding deposition transcripts (.20); review rules and procedures regarding summary judgment motions (.40); consider summary judgment strategy (.40)	1.00
30 Sep 19	Velez, Melissa	Identify key passages in transcript of Shonne Bandy deposition (2.10)	2.10
30 Sep 19	Ross, Terence P.	Discussion with K. Lockhart regarding action items for remaining discovery and summary judgment (.30); Continue to review and provide comments on expert report (3.20); review and provide comments for tabs to expert report (2.00); call with damages expert and K. Lockhart (.60)	6.00
30 Sep 19	Lockhart, Kristin	Review applicable rules on moving for summary judgment and draft summary to team regarding same (1.70); discussion with T. Ross regarding errata sheets for depositions, outstanding items for expert report, and issues relating to summary judgment (.30); prepare materials for binder in preparation for call with expert	5.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.60); review correspondence from Charter regarding additional call recordings (.40); discuss with client regarding same (.30); exchange correspondence with Charter regarding same (.40); draft email to C. Convissar regarding research for state claims (.60); correspond with M. Justus and R. Larsen regarding errata sheets and designations (.30); draft email to M. Velez regarding confidentiality designations for Shonne Bandy transcript (.30); coordinate with G. Thompson regarding Bandy deposition issues (.30); draft email to client to schedule discussion with expert (.30); attend teleconference with T. Ross and expert (.60)	
30 Sep 19	Thompson, Grace	Review Judge Drain's rules and CMO regarding dispositive motion practice (.50); discussions with K. Lockhart, IT and docketing regarding Bandy deposition, upload and file conversion (.50)	1.00
TOTALS:			691.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44935	Arotsky, Allison	6.70	730.00	\$4,891.00
42817	Brady, Rick	0.80	285.00	\$228.00
44597	Brines, Ashley	3.40	450.00	\$1,530.00
44413	Convissar, Craig A.	0.20	790.00	\$158.00
42747	Holub, Matthew M.	5.50	720.00	\$3,960.00
43426	Justus, Michael R.	113.80	800.00	\$91,040.00
32375	Konrath, Adriane	6.30	390.00	\$2,457.00
34231	Larsen, Ryan	35.70	870.00	\$31,059.00
44572	Lockhart, Kristin	172.90	605.00	\$104,604.50
44596	Motsinger, Katherine	8.90	450.00	\$4,005.00
44306	O'Brien, Catherine E.	4.60	440.00	\$2,024.00
44845	Rochester, Shaya J.	48.30	965.00	\$46,609.50
44455	Ross, Terence P.	164.20	985.00	\$161,737.00
41782	Siena, Marie	0.80	200.00	\$160.00
44616	Thompson, Grace	82.80	450.00	\$37,260.00
43190	Vazquez, Christopher	5.20	515.00	\$2,678.00
43994	Velez, Melissa	31.30	515.00	\$16,119.50
TOTAL:		691.40		\$510,520.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(79.30)
29 Jul 19	PAYEE: Pacer Service Center; REQUEST#: 822902; DATE: 7/29/2019. - adjustment for Pacer Court Costs for the month of April 2019	(66.80)
05 Sep 19	VENDOR: ATG LegalServe, Inc.; INVOICE#: 108043; DATE: 9/4/2019 - Process service of E. Walker	495.27
06 Sep 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3175118 DATE: 8/18/2019 Food service ordered on 08/14/2019 by Thompson, Grace A., OrderID: 2016152993	20.00
06 Sep 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3175118 DATE: 8/18/2019 Food service ordered on 08/15/2019 by Thompson, Grace A., OrderID: 2016263763	20.00
06 Sep 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3182917 DATE: 9/1/2019 Food service ordered on 08/28/2019 by Rochester, Shaya, OrderID: 2017198123	20.00
09 Sep 19	VENDOR: Thompson, Grace INVOICE#: 3607213109091631 DATE: 9/9/2019 After hours cab home Date Incurred: 09/03/19	15.66
09 Sep 19	VENDOR: Thompson, Grace INVOICE#: 3607213109091631 DATE: 9/9/2019 After hours cab home Date Incurred: 09/05/19	16.12
09 Sep 19	Photocopies for 09/09/2019	136.80
09 Sep 19	Photocopies for 09/09/2019	6.40
09 Sep 19	Color Copies for 09/09/2019	62.50
11 Sep 19	VENDOR: U.S. Bankruptcy Court; INVOICE#: A13409886; DATE: 9/9/2019 - Tracking ID# A13409886 dated 9/9/19; Filing fee for two Pro Hac Vice applications in the Windstream case	400.00
11 Sep 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-AUG19-WAS; DATE: 9/11/2019 - Acct #KM3278: Pacer court cost incurred in August 2019, Washington D.C.	3.10
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (meal expense) Date Incurred: 09/10/19	20.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (meal expense) Date Incurred: 09/11/19	32.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (cash tips) Date Incurred: 09/11/19	11.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (hotel stay) Date Incurred: 09/10/19	329.70
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (hotel parking) Date Incurred: 09/10/19	36.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (car rental) Date Incurred: 09/11/19	216.15
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE:	10.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	9/12/2019 Travel to take depositions of A. Sites and E. Walker (tolls) Date Incurred: 09/10/19	
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (parking fee) Date Incurred: 09/10/19	50.00
12 Sep 19	Photocopies for 09/12/2019	36.80
12 Sep 19	Color Copies for 09/12/2019	26.00
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (airfare) Date Incurred: 09/04/19	276.30
12 Sep 19	VENDOR: Ross, Terence P. INVOICE#: 3618040209121821 DATE: 9/12/2019 Travel to take depositions of A. Sites and E. Walker (airfare) Date Incurred: 09/04/19	198.30
12 Sep 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-AUG19-NYC; DATE: 9/12/2019 - Acct #KM3277; Pacer court cost incurred in August 2019, New York.	8.80
12 Sep 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-AUG19-NYC; DATE: 9/12/2019 - Acct #KM3277; Pacer court cost incurred in August 2019, New York.	22.30
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Meal expense (dinner) associated with travel to New York to attend deposition. Date Incurred: 09/11/19	49.37
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Meal expense (breakfast) associated with travel to New York to attend deposition. Date Incurred: 09/12/19	48.68
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Hotel fees associated with travel to New York to attend deposition. Date Incurred: 09/12/19	541.67
13 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3621084909132025 DATE: 9/13/2019 Taxicab fare associated with travel to New York to attend deposition. Date Incurred: 09/12/19	23.32
13 Sep 19	Photocopies for 09/13/2019	1.20
13 Sep 19	Color Copies for 09/13/2019	1.00
13 Sep 19	PAYEE: LAC Group; REQUEST#: 827471; DATE: 9/13/2019. - To record LAC database research charges for August 1- August 31 2019; Christopher Vazquez on 8/15/19; Conference call for People search-Rebecca Root	75.00
13 Sep 19	PAYEE: LAC Group; REQUEST#: 827471; DATE: 9/13/2019. - To record LAC database research charges for August 1- August 31 2019; Christopher Vazquez on 8/15/19; Conference call for People search ASAP	75.00
15 Sep 19	VENDOR: City Expeditor Inc.; INVOICE#: 82233; DATE: 9/15/2019 From S. Rochester to U.S. Bankruptcy Court 300 Quarpopas Street White Plains NY on 9/12/19	185.00
15 Sep 19	HOLUB/MATTHEW M 09/18/2019 Chicago/Raleigh-Durham/Chicago Inv#7390 ticket#7450991931	317.92
15 Sep 19	LARSEN/RYAN 09/18/2019 Los Angeles/Portland/Los Angeles Inv#7432 ticket#7450991961	483.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
16 Sep 19	Color Copies for 09/16/2019	0.25
16 Sep 19	Westlaw Legal Research: Holub, Matthew M. on 08/29/19	80.29
16 Sep 19	Westlaw Legal Research: Ross, Terence on 08/05/19, 08/06/19, 08/07/19, 08/21/19 & 08/29/19	1,045.66
18 Sep 19	Veritext L.L.C.; Inv.#: CA3930982; Date: 9/4/2019; Transcribing recorded phone calls.	550.00
19 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5682857 DATE: 9/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 08/28/2019; Voucher# 360189	71.69
19 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5682857 DATE: 9/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/03/2019; Voucher# 356994	71.69
19 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5682857 DATE: 9/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/04/2019; Voucher# 356994	71.69
20 Sep 19	Photocopies for 09/20/2019	50.40
20 Sep 19	Color Copies for 09/20/2019	15.75
22 Sep 19	LOCKHART/KRISTIN DANIELLE 09/19/2019 Washington/Charlotte/Washington Inv#7569 ticket#7456340298	519.70
23 Sep 19	VENDOR: U.S. Bankruptcy Court; INVOICE#: A13424984; DATE: 9/17/2019 - Tracking ID# A13424984 dated 9/17/19; Fling fee for Pro Hac Vice Application	200.00
23 Sep 19	VENDOR: LexisNexis Risk Solutions; INVOICE#: 100820720190831; DATE: 8/31/2019 - Inv# 1008207-20190831 Dated 8/31/19; Billing ID 1008207; Billing Period: 8/1/19 - 8/31/19	35.64
23 Sep 19	VENDOR: LexisNexis Risk Solutions; INVOICE#: 100820720190831; DATE: 8/31/2019 - Inv# 1008207-20190831 Dated 8/31/19; Billing ID 1008207; Billing Period: 8/1/19 - 8/31/19	33.84
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (lunch expense) Date Incurred: 09/19/19	30.00
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (breakfast at airport) Date Incurred: 09/19/19	18.60
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (Dinner at hotel) Date Incurred: 09/18/19	30.50
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (Cab from meeting to hotel) Date Incurred: 09/18/19	8.60
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab from hotel to meeting) Date Incurred: 09/18/19	5.07
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab from home to airport) Date Incurred: 09/18/19	25.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
Invoice Date: October 18, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab from hotel to deposition) Date Incurred: 09/19/19	12.95
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (cab to airport in Oregon) Date Incurred: 09/19/19	38.95
24 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3642942109241611 DATE: 9/24/2019 Taxicab fare associated with travel to New York, NY to attend deposition. Date Incurred: 09/11/19	15.38
24 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3642942109241611 DATE: 9/24/2019 Train station parking fees associated with travel to New York, NY to attend deposition. Date Incurred: 09/12/19	48.00
24 Sep 19	VENDOR: Larsen, Ryan J. INVOICE#: 3643541909241611 DATE: 9/24/2019 Business travel to Portland, Oregon for deposition in Vancouver, Washington (Hotel stay in Oregon) Date Incurred: 09/18/19	206.39
24 Sep 19	VENDOR: Federal Express Corp. INVOICE#: 674517313 DATE: 9/23/2019 From: Grace Thompson To: Vito Genna, Clerk of Court US Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 9/17/2019; Tracking ID: 789860245790	15.72
24 Sep 19	VENDOR: Federal Express Corp. INVOICE#: 674517313 DATE: 9/23/2019 From: Grace Thompson To: Jeff Auman, Exec. VP 11329 W 160TH ST,OVERLAND PARK KS,66221 US: On: 9/19/2019; Tracking ID: 789928257028	32.74
24 Sep 19	Color Printing	0.25
25 Sep 19	VENDOR: Schmitt Reporting & Video, Inc.; INVOICE#: 66648; DATE: 9/25/2019 - Deposition of Shonne K. Bandy (copy & index), Exhibit, Exhibit Color,E-transcript	582.65
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Meal expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/18/19	30.53
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Meal expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/19/19	29.95
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Meal expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/18/19	5.25
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Hotel expense associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/19/19	366.15
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Taxicab fare associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/18/19	4.89
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE: 9/27/2019 Taxicab fare associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/19/19	9.70
27 Sep 19	VENDOR: Justus, Michael R. INVOICE#: 3643221809271633 DATE:	48.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577641
 Invoice Date: October 18, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
	9/27/2019 Train station parking fees associated with travel to Stamford, CT to attend deposition. Date Incurred: 09/20/19	
30 Sep 19	VENDOR: Rochester, Shaya INVOICE#: 3656614509301506 DATE: 9/30/2019 after hours cab home Date Incurred: 09/06/19	57.79
30 Sep 19	VENDOR: Rochester, Shaya INVOICE#: 3656614509301506 DATE: 9/30/2019 after hours cab home Date Incurred: 08/28/19	53.00
30 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5689143 DATE: 9/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 535 DEAN ST BK on 09/09/2019; Voucher# 360298	53.70
30 Sep 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5689143 DATE: 9/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/10/2019; Voucher# 351743	71.69
30 Sep 19	U.S. Legal Support, Inc; Inv.#: 130123025; Date: 9/30/2019; Reporter appearance, video testimony, transcripts and additional costs for Sites deposition.	818.30
30 Sep 19	A. William Roberts, Jr. & Associates; Inv.#: 28958; Date: 9/25/2019; Expenses for deposition transcript and exhibits for Charter deposition.	812.90
30 Sep 19	VENDOR: U.S. Legal Support - Chicago; INVOICE#: 130122139; DATE: 9/24/2019 - Original and 1 certified copy o transcript of: Peter McGuire	1,511.30
30 Sep 19	U.S. Legal Support, Inc; Inv.#: 130122643; Date: 9/27/2019; Video expense for E. Walker Deposition.	790.00
30 Sep 19	Westlaw Legal Research: VELEZ,MELISSA on 09/09/2019	340.56
30 Sep 19	Westlaw Legal Research: LOCKHART,KRISTIN on 09/05/2019	164.56
30 Sep 19	Westlaw Legal Research: MOTSINGER,KATE on 09/05/2019	39.08
30 Sep 19	Westlaw Legal Research: BRINES,ASHLEY on 09/05/2019	145.13
TOTAL:		\$13,295.64

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$294.88
Out of Town Travel	\$2,065.61
After Hours Meals Expense	\$60.00
Court Costs, Court Reporter, and Videographer Fees	\$5,553.25
Courier	\$233.46
Copying, Printing and Binding Costs	\$337.35
Legal Research and Service Fees	\$2,530.03
Airfare	\$1,795.82
Local Transportation	\$425.24
TOTAL:	\$13,295.64

MATTER TOTAL: \$523,816.14

Katten

Direct Billing Inquiries to:
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575 Madison Avenue
New York, NY 10022-2585

October 18, 2019

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

Invoice No. 1301577642
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$72.00

CURRENT INVOICE TOTAL: \$72.00

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301577642
Invoice Date: October 18, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
09 Sep 19	VENDOR: Thompson, Grace INVOICE#: 3607213109091631 DATE: 9/9/2019 Telephonic appearance at court hearing Date Incurred: 08/20/19	72.00
TOTAL:		\$72.00

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Court Costs	\$72.00
TOTAL:	\$72.00

Katten

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Carla Harmon
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carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

November 21, 2019

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

Invoice No. 1301586044
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through October 31, 2019..... \$11,216.50

CURRENT INVOICE TOTAL: \$11,216.50

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

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PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Oct 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
03 Oct 19	Thompson, Grace	Review outstanding payments and anticipated invoices (.20); draft emails to S. Rochester on the same (.10)	0.30
04 Oct 19	Thompson, Grace	Draft emails to accounting and client regarding August monthly fee invoice and payment (.60)	0.60
05 Oct 19	Thompson, Grace	Review September prebills for assignment of proper matter categories and privileged information (50)	0.50
06 Oct 19	Thompson, Grace	Continue reviewing September prebills for assignment of proper matter categories and privileged information (2.10); further review and revise September prebills for privileged and confidential information (1.60)	3.70
06 Oct 19	Rochester, Shaya J.	Attend to issues regarding August Monthly Fee Statement (.20)	0.20
07 Oct 19	Thompson, Grace	Continue reviewing and revising September prebills for privileged and confidential information (1.10); discussions with M. Siena regarding edits to prebills (.30); finish reviewing matter 8 prebills for privileged and confidential information (1.00)	2.40
09 Oct 19	Thompson, Grace	Perform spot-checking and secondary review of September pre-bills (.30)	0.30
10 Oct 19	Rochester, Shaya J.	Review September invoices for privilege, confidentiality and compliance with UST guidelines (0.80)	0.80
14 Oct 19	Thompson, Grace	Review S. Rochester comments to prebills (.10); discussions with M. Siena regarding the same (.20)	0.30
16 Oct 19	Thompson, Grace	Draft electronic device application for interim fee application hearing (.20); discussions with M. Siena regarding assignment of matter categories on September invoices (.20); perform revisions to pre-bills to ensure compliance with UST and SDNY fee requirements (.20)	0.60
17 Oct 19	Siena, Marie	Draft September monthly fee statement (2.50)	2.50
17 Oct 19	Thompson, Grace	Review and revise September Monthly Fee Statement (.90)	0.90
18 Oct 19	Siena, Marie	Continue drafting September Monthly Fee Statement (2.40)	2.40
18 Oct 19	Thompson, Grace	Review and prepare materials for Interim Fee Hearing (.50)	0.50
18 Oct 19	Reisman, Steven	Review and comment on September monthly fee statement and follow-up re: interim fee application, timing and release of hold-back (1.10)	1.10
19 Oct 19	Thompson, Grace	Revise September Monthly Fee Statement and send to S. Rochester for review (1.20)	1.20
20 Oct 19	Rochester, Shaya J.	Review and provide comments on September Monthly Fee Statement for filing (.30)	0.30
21 Oct 19	Siena, Marie	File monthly fee statement on the court's docket (.40)	0.40
21 Oct 19	Thompson, Grace	Finalize September Monthly Fee Statement and send to	1.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586044
 Invoice Date: November 21, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		S. Reisman for sign-off (.40); prepare to file the same (.50); draft email to client regarding Monthly Fee Statement (.20); draft emails to KCC and billing on the same (.20)	
22 Oct 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); revise materials for Interim Fee Application hearing (.20)	0.50
23 Oct 19	Thompson, Grace	Discussions with C. Harmon regarding Interim Fee Application Invoice (.30); prepare email to client on the same (.30); revise September monthly fee invoice(.20); review and provide comments on interim fee invoice prepared by C. Harmon (.30)	1.10
24 Oct 19	Thompson, Grace	Review monthly fee invoice calculations to incorporate into interim fee invoice (.60); correspond with I. Cheban and C. Harmon on the same (.50); call with I. Cheban on the same (.20)	1.30
28 Oct 19	Thompson, Grace	Draft emails to new team members regarding billing guidelines (.20); review and revise billing guidelines (.50); draft email to S. Rochester on the same (.30)	1.00
TOTALS:			24.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	1.10	1,220.00	\$1,342.00
44845	Rochester, Shaya J.	1.30	965.00	\$1,254.50
41782	Siena, Marie	5.30	200.00	\$1,060.00
44616	Thompson, Grace	16.80	450.00	\$7,560.00
TOTAL:		24.50		\$11,216.50

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

575 Madison Avenue
New York, NY 10022-2585

November 21, 2019

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

Invoice No. 1301586046
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through October 31, 2019..... \$80,229.50

CURRENT INVOICE TOTAL: \$80,229.50

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

Katten Muchin Rosenman LLP is an Illinois limited liability partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).
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WIN Ex. 76

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
02 Oct 19	Siena, Marie	File notice of presentment for further extension of bar date on the court's docket system (.30)	0.30
02 Oct 19	Thompson, Grace	Discussions with S. Rochester regarding further extending bar date for Frontier Communications (.20); draft Notice of Presentment and Stipulation to Further Extend Frontier's Bar Date (.80)	1.00
02 Oct 19	Reisman, Steven	Review draft of Frontier settlement agreement (.30); meet with S. Rochester regarding updates to Frontier settlement (.30); call with client regarding strategy related to protecting clients interest in the event of a Frontier chapter 11 filing (.50)	1.10
02 Oct 19	Rochester, Shaya J.	Prepare for call with client regarding Frontier settlement agreement (.70); pre-meeting with S. Reisman regarding same (.30); call with client regarding Frontier settlement agreement and possible Frontier bankruptcy (.50); attend to issues regarding extending Frontier deadline to file POC (.20)	1.70
03 Oct 19	Thompson, Grace	Prepare to file Stipulation Further Extending Bar Date for Frontier Communications (.60); discussions with S. Rochester on the same (.20); draft cover letters to Chambers and the Court clerk (.20)	1.00
03 Oct 19	Reisman, Steven	Review matters related to Frontier and efforts to reach agreement regarding ongoing contracts (.10); participate in conference call with S. Rochester and counsel for Frontier regarding same (.50)	0.60
03 Oct 19	Rochester, Shaya J.	Communications regarding Bar Date extension stipulation (.40); call with Frontier and S. Reisman regarding settlement agreement and follow-up with client (.50)	0.90
07 Oct 19	Ross, Terence P.	Telephone conference with team regarding Duff and Phelps third party subpoena (.30)	0.30
07 Oct 19	Thompson, Grace	Attend part of call with S. Rochester, S. Reisman and T. Ross regarding subpoenas in Uniti dispute (.20)	0.20
07 Oct 19	Rochester, Shaya J.	Correspond with team regarding potential involvement in Uniti litigation (.20); attend call with team regarding potential involvement in Uniti litigation (.30); draft follow-up emails regarding same (.60)	1.10
08 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential conflict role in connection with Uniti litigation (.30); call with team regarding potential involvement in Uniti litigation (.20); coordinate drafting of Duff & Phelps subpoena (.60)	1.00
09 Oct 19	Ross, Terence P.	Email to C. Vazquez regarding subpoena service (.30)	0.30
09 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential involvement in Uniti litigation (.50)	0.50
10 Oct 19	Vazquez, Christopher	Draft notice of Duff & Phelps subpoena (.60); prepare for conference call regarding third party subpoenas (.60); confer with T. Ross, S. Rochester regarding third party document subpoenas (.50); draft third party	4.90

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		subpoena cover letters (.40); draft and circulate third party subpoena rider to Duff & Phelps subpoena (1.70); draft subpoena form for third party subpoenas (.90)	
10 Oct 19	Ross, Terence P.	Multiple email exchanges with C. Vazquez regarding subpoenas (.30); review prior subpoena used in matter for common definitions (.50); telephone conference to discuss third party subpoenas (.50); review draft subpoena to Duff & Phelps (.30)	1.60
10 Oct 19	Thompson, Grace	Prepare email to Chambers regarding Frontier Bar Date (.10); call with C. Vazquez regarding service of third party subpoenas (.20)	0.30
10 Oct 19	Reisman, Steven	Follow-up regarding third party subpoenas to be issued to Duff & Phelps and review and comment on same (.60); internal discussions regarding serving third party subpoenas and review and comment on cover letters (.30) follow-up regarding timing of service and riders to subpoenas requesting particular documentation related to Windstream transactions (.40)	1.30
10 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential involvement in Uniti litigation (.30); prepare for call with team regarding potential involvement in Uniti litigation (.20); call with team regarding same (.50); call with Frontier counsel regarding Settlement Agreement (.50); prepare summary for client regarding same (.30)	1.80
11 Oct 19	Vazquez, Christopher	Revise third party subpoena packages (.20); call with T. Ross and S. Rochester regarding the same (.30)	0.50
11 Oct 19	Ross, Terence P.	Revise draft subpoenas (.50); telephone conference with C. Vazquez and S. Rochester regarding subpoenas (.30); further review and revise Davis Polk subpoena (.80)	1.60
11 Oct 19	Thompson, Grace	Attend call with R. Larsen, T. Ross and S. Rochester regarding background on IP addresses dispute and legal arguments (.50)	0.50
11 Oct 19	Reisman, Steven	Discussions with S. Rochester regarding service of subpoenas (.30); follow-up regarding obtaining consents for service and status of Uniti litigation (.40)	0.70
11 Oct 19	Rochester, Shaya J.	Review and provide comments on Duff & Phelps subpoena rider (.90); call with C Vazquez and T. Ross regarding subpoenas in Uniti litigation (.30); call with S. Reisman regarding service of subpoenas (.30)	1.50
16 Oct 19	Vazquez, Christopher	Analyze and further revise Duff & Phelps and Davis Polk third party subpoena packages (.60)	0.60
16 Oct 19	Ross, Terence P.	Multiple email exchanges regarding Duff & Phelps subpoena (.30)	0.30
16 Oct 19	Thompson, Grace	Call with Mayer Brown regarding Frontier stipulation (.10); draft email to S. Rochester regarding the same (.10); review and circulate order extending Frontier's bar date (.10); correspondence with T. Ross and S. Rochester regarding Uniti subpoenas (.30); review and	4.00

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		revise documents for Duff & Phelps subpoena package (.60); call with S. Rochester regarding Uniti subpoenas (.20); draft email to T. Ross and S. Rochester with information regarding subpoena recipients (.40); further revise Duff & Phelps subpoena per instructions from S. Rochester (.90); coordinate with S. Rochester and IT regarding subpoena cover letters and document issues (1.30)	
16 Oct 19	Rochester, Shaya J.	Correspond with team regarding service of subpoenas (1.00); call with G. Thompson regarding same (.20); review and provide comments on Frontier settlement agreement (1.10)	2.30
17 Oct 19	Thompson, Grace	Research rules regarding retention of ordinary course professionals (.20); draft email to S. Rochester on the same (.10); draft email to Uniti adversary proceeding intervenors regarding upcoming subpoenas (.20); draft cover letter and subpoena for Davis Polk (1.00); prepare and circulate associated subpoena package documents (.20); correspond with service company regarding evening and weekend service rules (.20)	1.90
17 Oct 19	Rochester, Shaya J.	Attend to issues regarding DPW and Duff & Phelps subpoena riders (.40); further review and revise subpoenas (.70)	1.10
18 Oct 19	Ross, Terence P.	Correspond with team regarding Davis Polk subpoena (.30)	0.30
18 Oct 19	Reisman, Steven	Discuss subpoena to Davis Polk status and efforts to finalize same with team (.60)	0.60
18 Oct 19	Rochester, Shaya J.	Attend to issues regarding Davis Polk subpoena rider (.40); further review Davis Polk subpoena (.30)	0.70
20 Oct 19	Vazquez, Christopher	Draft emails regarding Davis Polk and Duff & Phelps subpoena packages (1.20); revise and compile third party subpoena packages (.50)	1.70
20 Oct 19	Thompson, Grace	Revise subpoena packages for Uniti adversary proceedings (.90); correspondence with C. Vazquez on the same (.30)	1.20
20 Oct 19	Rochester, Shaya J.	Attend to issues regarding subpoenas (.40); call with J. Sieger regarding same (.20)	0.60
21 Oct 19	Vazquez, Christopher	Draft notice of Duff & Phelps subpoena (.30); compile and circulate Duff & Phelps subpoena (1.10); revise Duff & Phelps subpoena cover letter (1.20); confer internally regarding service of Duff & Phelps subpoena (.60); review and confer internally regarding Davis Polk subpoena (.40); revise Davis Polk subpoena package (.60)	4.20
21 Oct 19	Ross, Terence P.	Multiple telephone conferences and emails regarding Duff & Phelps subpoena (1.50); review and revise Duff & Phelps subpoena (1.00)	2.50
22 Oct 19	Vazquez, Christopher	Confer with T. Ross regarding Duff & Phelps subpoena (.60); revise Duff & Phelps subpoena package (.50); review correspondence regarding Davis	2.90

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		Polk and Duff & Phelps subpoenas (.30); coordinate service of Duff & Phelps subpoena (1.30); confer with G. Thompson regarding the same (.20)	
22 Oct 19	Ross, Terence P.	Email to S. Reisman regarding Duff & Phelps (.30); multiple telephone conferences regarding Duff & Phelps subpoena (.50)	0.80
22 Oct 19	Thompson, Grace	Correspond with C. Vazquez regarding revisions to subpoena packages in Uniti adversary proceeding (.20)	0.20
22 Oct 19	Reisman, Steven	Email and discussion with T. Ross and follow-up regarding matters related to Duff & Phelps subpoena and service (.30); various emails and calls regarding same and efforts to finalize for service (.40)	0.70
22 Oct 19	Rochester, Shaya J.	Review correspondence regarding DPW and Duff & Phelps subpoena (.30)	0.30
23 Oct 19	Vazquez, Christopher	Correspond with T. Reese and M. Strauss of Duff & Phelps (.60); revise Duff & Phelps notice of subpoena, cover letter, and subpoena form (1.50); coordinate service of Duff & Phelps subpoena (1.20); confer with T. Ross regarding Davis Polk subpoena (.60); correspond with T. Ross, S. Rochester and S. Reisman regarding service of Davis Polk and Duff & Phelps subpoenas (.70); revise Davis Polk subpoena package (1.50); correspond with intervenors' counsel regarding Davis Polk subpoena (.50); call with S. Rochester regarding Duff & Phelps subpoena (.30)	6.90
23 Oct 19	Ross, Terence P.	Read Duff & Phelps response and research regarding Duff & Phelps agent (.20); discuss same with C. Vazquez (.60); revise and edit transmittal letters and review final subpoena (.70)	1.50
23 Oct 19	Thompson, Grace	Call with S. Rochester regarding subpoenas in Uniti adversary proceeding (.10); review master service list and draft email on the same (.40)	0.50
23 Oct 19	Reisman, Steven	Continued follow-up regarding service of subpoenas on Davis Polk and Duff & Phelps (.40); follow-up regarding finalizing subpoenas for service (.60); exchange of emails and calls with S. Rochester and follow-up with T. Ross and C. Vazquez of Katten regarding service of subpoenas and timing of production and matters related to same (.40)	1.40
23 Oct 19	Rochester, Shaya J.	Call with C. Vasquez regarding Duff & Phelps subpoena (.30); multiple emails and calls with S. Reisman and C. Vasquez regarding subpoenas on Duff & Phelps and DPW (.60); call with G. Thompson on the same (.10)	1.00
24 Oct 19	Vazquez, Christopher	Review stipulated scheduling order and case docket (.60); prepare Davis Polk subpoena package for service (.80); prepare notice of DPW subpoena and opposing counsel email package (.50); call with S. Rochester regarding subpoenas (.30)	2.20
24 Oct 19	Reisman, Steven	Update regarding service of subpoenas, timing of	0.40

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
24 Oct 19	Rochester, Shaya J.	production and general status (.40) Call with C. Vasquez regarding DPW subpoena (.30); attend to issues regarding subpoenas (.20)	0.50
25 Oct 19	Vazquez, Christopher	Correspond with Team regarding service of DPW subpoena (.70); coordinate with docket department and courier regarding service of DPW subpoena (.80); finalize DPW subpoena package for service on opposing counsel and intervenors (.60); emails with S. Rochester, T. Ross, and S. Reisman regarding service of DPW subpoena (.70); correspondence with DPW and Duff & Phelps regarding extension of time to respond to third party subpoenas (1.00); correspondence with team regarding extensions to produce subpoena documents (.50)	4.30
25 Oct 19	Ross, Terence P.	Email exchanges regarding Davis Polk & Duff subpoenas (.30)	0.30
25 Oct 19	Reisman, Steven	Attend to issues regarding service of Davis Polk subpoena as well as Duff & Phelps subpoena and exchange to emails with C. Vazquez and S. Rochester regarding same (.80); follow-up regarding matter related to timing of document production from Davis Polk and Duff & Phelps and obtaining extension of time to produce (.30)	1.10
25 Oct 19	Rochester, Shaya J.	Review and revise DPW subpoena package (.50); review draft Frontier settlement agreement (.30); call with DPW regarding subpoena and document request (.50); discussions regarding DPW and Duff and Phelps subpoenas with team and call with S. Reisman regarding same (.80)	2.10
26 Oct 19	Rochester, Shaya J.	Correspond with team regarding DPW subpoena and document production (.50)	0.50
27 Oct 19	Vazquez, Christopher	Correspond with internal team and third party subpoena respondents regarding timing of production (1.00)	1.00
27 Oct 19	Reisman, Steven	Attend to matters regarding extension of time in connection with Duff and Phelps subpoena and Davis Polk subpoena (.60); review emails and correspond with team regarding same (.60)	1.20
27 Oct 19	Rochester, Shaya J.	Attend to issues regarding DPW subpoena (.90); draft email to DPW regarding subpoena (.40); communications with S. Reisman regarding DPW subpoena (.40)	1.70
28 Oct 19	Stagman, David J.	Call with S.Rochester regarding subpoenas (.30); review Complaint and attached exhibits (3.10); analyze subpoenas to Davis Polk and Duff & Phelps (1.00); review email correspondence from counsels for Davis Polk and Duff & Phelps (.30); correspond with C. Vazquez regarding same (.30)	5.00
28 Oct 19	Vazquez, Christopher	Review correspondence with internal team regarding third party subpoenas (.30); correspond with D.	0.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586046
Invoice Date: November 21, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
28 Oct 19	Rochester, Shaya J.	Stagman regarding third party subpoena productions (.30); correspondence with M. Gustafson regarding Duff & Phelps subpoena production (.30) Call with D. Stagman regarding DPW and Duff & Phelps subpoena (.30); attend to issues regarding Frontier (.20)	0.50
29 Oct 19	Reisman, Steven	Continued follow-up regarding service of subpoenas and obtaining of documentation (.70); review issues in connection with Frontier settlement agreement and follow-up regarding matters related to same (1.10)	1.80
30 Oct 19	Vazquez, Christopher	Correspond with team regarding Duff & Phelps third party subpoena (.30)	0.30
30 Oct 19	Rochester, Shaya J.	Attend to issues regarding DPW and Duff&Phelps subpoena (.20)	0.20
31 Oct 19	Stagman, David J.	Call with S.Rochester regarding subpoenas to Davis Polk and Duff & Phelps (.80); follow-up call with S.Rochester and C.Vazquez (.60); review docket (.50); review correspondence regarding "Project RITE" (.30); analyze Uniti's Motion to Dismiss Complaint, Uniti's Opposition to Indenture Trustee Motion to Strike, and Intervention Order (4.00); review email correspondence from C.Vazquez (.10)	6.30
31 Oct 19	Vazquez, Christopher	Correspond with S. Rochester, S. Reisman, and Davis Polk regarding upcoming meet & confer (.30); analyze call notes regarding Davis Polk subpoena requests (.30); conversation with S. Rochester and D. Stagman regarding DPW and D&P subpoenas (.60); review Windstream v. Uniti complaint and underlying facts/allegations (3.00); analyze defendant's partial motion to dismiss memorandum (1.90)	6.10
31 Oct 19	Thompson, Grace	Review previous research and recent pleadings in Uniti adversary proceeding and circulate to the team (.50); calls with S. Rochester on the same (.10)	0.60
31 Oct 19	Rochester, Shaya J.	Communications with team regarding meet and confer with Davis Polk (.30); review complaint against Uniti (.50); call with D. Stagman regarding DPW subpoena (.80); attend to follow-up (.80); attend to issues regarding Duff & Phelps subpoena (.40); prepare for meet and confer with DPW (1.00); call with C. Vazquez and D. Stagman regarding subpoenas (.60); call with G. Thompson regarding Uniti motions (.10)	4.50
TOTALS:			104.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	10.90	1,220.00	\$13,298.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586046
Invoice Date: November 21, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	24.50	965.00	\$23,642.50
44455	Ross, Terence P.	9.50	985.00	\$9,357.50
41782	Siena, Marie	0.30	200.00	\$60.00
34349	Stagman, David J.	11.30	880.00	\$9,944.00
44616	Thompson, Grace	11.40	450.00	\$5,130.00
43190	Vazquez, Christopher	36.50	515.00	\$18,797.50
	TOTAL:	104.40		\$80,229.50

Katten

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

575 Madison Avenue
New York, NY 10022-2585

November 22, 2019

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

Invoice No. 1301586048
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through October 31, 2019.....	\$622,901.50
Disbursements and other charges.....	\$25,200.00

CURRENT INVOICE TOTAL: \$648,101.50

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

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

WIN Ex. 76

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Oct 19	Larsen, Ryan	Finish review of S. Bandy deposition transcript (1.70); emails with attorneys regarding next steps and reference to production of documents (.70); review and analyze issues regarding Windstream/Charter IP address dispute (3.50)	5.90
01 Oct 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues for summary judgment motion (3.70)	3.70
01 Oct 19	Justus, Michael R.	Discuss summary judgment strategy with K. Lockhart (.30); discuss expert report with K. Lockhart (.60)	0.90
01 Oct 19	Convissar, Craig A.	Review complaint in the action (.90); research on elements and remedies available for North Carolina Uniform Deceptive Trade Practices Act (1.50); research on elements and remedies available for Georgia Uniform Deceptive Trade Practices Act (1.50); research on elements and remedies available for Nebraska Uniform Deceptive Trade Practices Act (1.50)	5.40
01 Oct 19	Lockhart, Kristin	Review and designate portions of transcript of P. Strickland deposition as AEO/confidential (3.30); draft email to client with documents in preparation for call with expert (.30); call with M. Justus to discuss summary judgment (.30); draft email to Charter counsel regarding outstanding items for discovery (.60); attend teleconference with expert and client regarding expert report (.90); discuss with M. Justus regarding outcome of call (.60); draft email to expert regarding Charter documents for report (1.00); review correspondence from expert regarding Charter documents and draft reply to same (.60)	7.60
01 Oct 19	Rochester, Shaya J.	Review Charter correspondence to Judge Drain regarding customer lists (.40); review correspondence regarding IP addresses (.40)	0.80
02 Oct 19	Larsen, Ryan	Research legal issues in Windstream/Charter IP address dispute (2.30); draft memorandum on the same (2.40)	4.70
02 Oct 19	Mazur, Julia L.	Conduct additional legal research regarding Lanham Act false advertising issues (.80)	0.80
02 Oct 19	Vazquez, Christopher	Review defendant objections to contention interrogatories (.60)	0.60
02 Oct 19	Justus, Michael R.	Confer with K. Lockhart regarding strategy for expert report and discovery issues (.20); consider strategy for summary judgment (.30)	0.50
02 Oct 19	Velez, Melissa	Designate confidential and attorneys' eyes only portions of Shonne Bandy transcript (2.70)	2.70
02 Oct 19	Lockhart, Kristin	Discuss with M. Justus regarding expert report (.30); discuss with expert and client regarding additional information for expert report (.60)	0.90
02 Oct 19	Rochester, Shaya J.	Review memo from R. Larsen regarding IP addresses (.20)	0.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Oct 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (.60)	0.60
03 Oct 19	Justus, Michael R.	Review documents produced by Charter (.30)	0.30
03 Oct 19	Lockhart, Kristin	Follow up with client regarding additional information for expert report (.30); review Charter documents for summary judgment brief (.90); review designation to S. Bandy deposition transcript and draft email regarding same (.90); investigate and review document production relevant to testimony of S. Bandy (.90); follow up with J. Auman regarding Interrogatories (.30); discuss with expert report on damages and draft email regarding same (.90); review email from G. Thompson regarding document production and reply to same (.30)	4.50
04 Oct 19	Justus, Michael R.	Review Kardos deposition transcript (.70)	0.70
04 Oct 19	Convissar, Craig A.	Research false advertising/unfair business practice laws in Georgia, North Carolina and Nebraska (3.30); discussions with T. Ross regarding same (.60)	3.90
04 Oct 19	Ross, Terence P.	Email exchange with C. Convissar regarding summary judgment (.30); review and provide comments on damages expert report (1.50); telephone conference with C. Convissar regarding summary judgment on state law causes of action (.30)	2.10
04 Oct 19	Lockhart, Kristin	Draft email to T. Ross regarding call with client for expert report (.90)	0.90
04 Oct 19	Thompson, Grace	Download and review new deposition transcript (1.50); revise calendar entries and coordinate with docketing (.30)	1.80
07 Oct 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (1.50); draft memo on the same (2.80)	4.30
07 Oct 19	Justus, Michael R.	Review Atkinson deposition transcript (2.60); review and comment on draft expert report (1.10); review Gunzel deposition transcript (0.70); discuss expert discovery issues with T. Ross and K. Lockhart (.90)	5.30
07 Oct 19	Ross, Terence P.	Review supporting data for expert report on damages (2.00); read and analyze draft expert report on damages (3.10); discussion with M. Justus and K. Lockart on the same (.90)	6.00
07 Oct 19	Lockhart, Kristin	Review expert report and circulate for comments (.90); discuss with M. Justus and T. Ross regarding expert report (.90); discuss with M. Justus regarding investigation (.30); discuss with expert call for October 8 (.30)	2.40
07 Oct 19	Thompson, Grace	Read and provide comments on expert damages report (1.50); call with S. Rochester regarding schedule for expert reports (.20)	1.70
07 Oct 19	Rochester, Shaya J.	Review and provide comments on Expert Report (1.00); call with G. Thompson regarding same (.20)	1.20
08 Oct 19	Mazur, Julia L.	Review additional caselaw regarding Lanham Act false	3.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
08 Oct 19	Justus, Michael R.	advertising issues (1.40); continue drafting memorandum on the same (1.50); call with T. Ross and M. Justus on research (.40)	4.80
08 Oct 19	Ross, Terence P.	Confer with T. Ross and K. Lockhart regarding summary judgment brief (.90); telephone call with expert (.50); review legal research summary regarding Lanham Act presumptions (.50); confer with J. Mazur and T. Ross regarding legal research (.40); prepare letter to Court requesting permission to file summary judgment motion (2.30); call with S. Rochester on the same (.20)	7.00
08 Oct 19	Lockhart, Kristin	Read and respond to email from J. Kingston regarding experts (.50); review summary judgment research (1.00); call with M. Justus and J. Mazur regarding same (.40); conference with K. Lockhart and M. Justus to discuss summary judgment motion (.90); telephone conference with damages expert to review draft expert report (1.00); follow up on information needed by experts for damages report (.70); review initial research equitable subordination (1.00); review and provide comments on tabular exhibits for damages report (1.50)	9.20
08 Oct 19	Thompson, Grace	Discuss with T. Ross and M. Justus regarding summary judgment (.90); attend teleconference with expert (1.00); review and provide comments on expert report (4.00); further review and provide comments on expert report (3.30)	4.40
08 Oct 19	Rochester, Shaya J.	Review Local and Chambers rules regarding expert reports (.30); review cases from complaint relevant to bankruptcy-related augment in Motion for Summary Judgment (.30); draft email to team on the same (.10); read email from K. Lockhart with research instructions on automatic stay section of Motion for Summary Judgment (.30); draft follow-up emails with questions (.30); research legal framework for equitable subordination (1.90); draft analysis on the same (1.20)	0.80
08 Oct 19	Lewis, Anne	Attend to issues regarding Expert Report (.60); call with M. Justus regarding letter concerning Motion for Summary Judgment (.20)	3.00
09 Oct 19	Vazquez, Christopher	Research case law in the 2nd Cir. regarding Lanham Act damages legal framework (3.00)	1.10
09 Oct 19	Justus, Michael R.	Review and provide comments on state law damages section of J. Jarosz Expert Report (1.10)	4.30
09 Oct 19	Ross, Terence P.	Revise letter to Court requesting permission to file summary judgment motion (2.20); review Charter's motion to remove case from bankruptcy court (1.00); discuss response strategy for Charter's motion with S. Rochester and K. Lockhart (.80); discuss summary judgment rules with T. Ross and K. Lockhart (.30)	7.60
		Read cases on equitable subordination sent by G.	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Oct 19	Lockhart, Kristin	Thompson (1.30); email to team regarding equitable subordination (.20); continue reviewing and providing comments on damages expert report (1.00); email exchange with opposing counsel regarding summary judgment (.50); review Charter Motion to Withdraw case out of Bankruptcy Court (.80); continue to read Charter Motion to Withdraw (1.30); conference with K. Lockhart regarding summary judgment rules (.30); review and consider exhibits to Charter Motion to Withdraw (1.50); multiple email exchanges among team relating to Charter Motion to Withdraw (.50)	4.50
09 Oct 19	Thompson, Grace	Review rules on summary judgment (.80); discuss same with M. Justus and T. Ross (.30); review rules on filing motions with court and requesting prior hearing (.60); draft email to Charter regarding the same (1.00); attend call with expert on damages (.60); call with G. Thompson regarding expert report (.20); call with S. Rochester and M. Justus regarding Charter's motion to withdraw (.80); call with G. Thompson regarding summary judgment schedule (.20)	5.00
09 Oct 19	Rochester, Shaya J.	Read and analyze Charter's Motion to Withdraw the Reference (.70); call with K. Lockhart regarding briefing schedule for Charter's motion (.20); coordinate with docketing department regarding scheduling (.20); research procedural rules on Motions to Withdraw the Reference (1.00); read and analyze Collier's section on the same (.70); call with K. Lockhart regarding expert report (.20); review rules and previous research regarding damages for automatic stay violations (.40); draft emails to K. Lockhart on the same (.20); review and provide comments on bankruptcy code related sections of expert report (.40); discussions and correspondence with the team regarding Charter's motion (.40); review rules for briefing schedule on previous briefs and upcoming summary judgment motion per K. Lockhart questions (.20); research precedent on opposition briefs against Motions to Withdraw the Reference (.40)	2.50
09 Oct 19	Lewis, Anne	Review Charter motion to withdraw the reference (.70); call with M. Justus and K. Lockhart on the same (.80); review and provide comments on letter regarding motion for summary judgment (1.00)	3.50
10 Oct 19	Rubin, Howard Robert	Continue researching case law in the 2nd Cir. regarding Lanham Act damages (3.50)	0.40
10 Oct 19	Smith, Robert T.	Analyze opposition to Charter motion to withdraw certain claims to federal district court (.40)	0.70
		Meet with T. Ross and M. Justus to discuss opposition to motion to withdraw adversarial bankruptcy proceeding from the bankruptcy court to the district court (.50); speak with E. Werlinger about drafting	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Oct 19	Justus, Michael R.	opposition (.20) Review Charter's motion to remove case from bankruptcy court and consider response strategy (2.80); call with team regarding strategy for response (1.30); meeting with T. Ross and R. Smith regarding opposition to Charter's motion (.50); correspond with T. Ross regarding expert report (.30); review letter to court requesting leave to file for summary judgment (.70); review and provide comments on expert report (1.70)	7.30
10 Oct 19	Werlinger, Eric T.	Participate in call with R. Smith regarding motion to withdraw (.20); exchange emails with team regarding the same (.10)	0.30
10 Oct 19	Convissar, Craig A.	Research on procedural requirements of bringing motion to withdraw bankruptcy reference in SDNY (1.00); email to team regarding same (.50); follow-up calls with K. Lockhart and G. Thompson (.30); review draft letter to court asking for permission to file summary judgment motion (.40)	2.20
10 Oct 19	Ross, Terence P.	Read emails relating to Motion to Withdraw (.50); email to K. Smith regarding Motion to Withdraw (.30); telephone conference with K. Smith regarding Motion to Withdraw (.20); read and edit letter to Judge Drain requesting leave to move for summary judgment (1.80); conference and telephone conference to discuss Motion to Withdraw (1.30); read and edit revised draft damages expert report (.70); consider possible changes to draft expert report on damages (1.20); email exchange with team regarding Motion to Withdraw (.30); conference with R. Smith and M. Justus regarding opposition to Motion to Withdraw (.50); finalize and arrange filing of letter to Judge Drain regarding summary judgment (.50); continue to review research on Motion to Withdraw (1.50); email exchange with M. Justus regarding expert report on damages (.30)	9.10
10 Oct 19	Lockhart, Kristin	Perform research on local rules of SDNY regarding motions (.30); review rules on declination of magistrate judge and bankruptcy rules regarding same (1.30); attend meeting call with T. Ross, M. Justus, G. Thompson and S. Rochester regarding Motion to Withdraw the Reference (1.30); calls with G. Thompson and K. Lockhart regarding SDNY rules for motion to withdraw (.30); further review and provide comments on expert report and draft email to T. Ross and expert regarding same (1.00); review correspondence from C. Convissar regarding SDNY rules (.30); discuss with S. Rochester regarding MSJ letter (.80); review MSJ letter (.80); prepare and finalize expert report (1.30)	7.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Oct 19	Thompson, Grace	Review SDNY District Court procedural rules regarding motions and jurisdiction (.50); attend call with team regarding Charter's Motion to Withdraw the Reference (1.30); discussion with S. Rochester on research (.40); review and analyze Windstream's chapter 11 schedule specifically regarding references in Charter's motion (.60); call with S. Rochester regarding the same (.40); prepare to file and file Request for Pre-Motion Conference Regarding Summary Judgment (.60); draft cover letter to court clerk & chambers regarding letter (.30); prepare and organize materials for S. Rochester regarding Charter's Motion to Withdraw the Reference (.30); calls with C. Convissar and K. Lockhart regarding Motion for Summary Judgment and Motion to Withdraw the Reference schedule (.30); read and analyze Colliers section regarding bankruptcy court jurisdiction (.80); research legal framework for core vs. non-core proceedings in bankruptcy court (1.10)	6.60
10 Oct 19	Rochester, Shaya J.	Prepare for call regarding withdrawal of the reference (.50); call with team regarding same (1.30); office conferences with G. Thompson on same (.40); attend to issues regarding core and non-core issues (1.30); communications with K. Lockhart regarding to Judge Drain regarding Motion for Summary Judgment and Expert Report (.80); review and provide comments on letter to Judge Drain regarding Motion for Summary Judgment (.30); finalize letter to Judge Drain regarding Motion for Summary Judgment for filing with the Court (.50); attend to response to Charter motion to withdraw the reference (.80); communications with team regarding Charter motion to withdraw the reference (.50); calls with G. Thompson regarding motion to withdraw the reference (.40)	6.80
10 Oct 19	Lewis, Anne	Continue researching and summarize 2nd Cir. case law related to damages in false advertising cases (2.00)	2.00
11 Oct 19	Larsen, Ryan	Prepare for call regarding research on IP address dispute with Charter (.50); call with S. Rochester and T. Ross on the same (.50)	1.00
11 Oct 19	Smith, Robert T.	Speak with E. Werlinger about opposition to motion to withdraw (.20); participate on conference call to discuss opposition to motion to withdraw (.40); draft correspondence to E. Werlinger with additional thoughts on opposition (.10)	0.70
11 Oct 19	Justus, Michael R.	Review and provide comments on expert report (1.80); finalize and serve expert report (.50); discuss expert report with T. Ross (.80); discuss expert report with expert (.70); confer with T. Ross and S. Rochester regarding strategy for response to Charter's motion to withdraw case (1.20); review caselaw regarding motion	7.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		to withdraw (1.40); review legal research regarding damages (.70)	
11 Oct 19	Werlinger, Eric T.	Participate in telephone conference with counsel for committee of unsecured creditors (.40); review and analyze motion for withdrawal and additional pleadings in adversary proceeding (1.70); discussion with R. Smith on the same (.20)	2.30
11 Oct 19	Convissar, Craig A.	Review of transcript from preliminary injunction hearing (.30)	0.30
11 Oct 19	Ross, Terence P.	Conference with M. Justus regarding draft expert damages report (.80); multiple email exchanges regarding Motion to Withdraw (.20); read Collier's regarding withdrawal (.70); email exchange with K. Smith regarding damages expert report (.30); finalize expert damages report (1.00); read Protective Order regarding AEO (.30); conference and telephone conference with S. Rochester and R. Larsen regarding return of IP addresses (.50); email to opposing counsel regarding summary judgment (.30); coordinate edits to expert damages report (.90); telephone conference with committee counsel regarding Motion to Withdraw (.40); finalize and serve expert report on damages (1.00); multiple emails relating to service of damages expert report (.30)	7.90
11 Oct 19	Thompson, Grace	Correspond with T. Ross and team regarding automatic stay and false advertisement claim in Windstream's TRO Motion (.40); prepare to serve expert witness report (.80); call with Committee counsel regarding Charter's Motion to Withdraw the Reference (.40); read and analyze cases cited by Charter in Memorandum of Law (1.60)	3.20
11 Oct 19	Rochester, Shaya J.	Discussions with team regarding Charter motion to withdraw the reference (1.20); review cases adjudication motion to withdraw the reference (.70); call with T. Ross and R. Larsen regarding IP address dispute (.50); call with D. Li regarding pre-motion conference and follow-up with team regarding same (.40); call with Morrison & Foerster regarding motion to withdraw the reference (.40)	3.20
12 Oct 19	Werlinger, Eric T.	Review and analyze background bankruptcy authorities provided by G. Thompson (1.10); analyze and draft high level summary of motion to withdraw (1.30)	2.40
12 Oct 19	Thompson, Grace	Review and organize materials related to Charter cases (.40); research legal framework for motions to withdraw the reference (2.80)	3.20
13 Oct 19	Smith, Robert T.	Review motion to withdraw claims from bankruptcy court (1.40); draft e-mail to E. Werlinger outlining possible response in opposition to motion (.90); review outline of opposition drafted by E. Werlinger (.50)	2.80
13 Oct 19	Werlinger, Eric T.	Correspond with R. Smith regarding motion for	4.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		withdrawal (.50); review and analyze Charter's motion (2.40); review cases and secondary sources transmitted by G. Thompson (1.30); review memoranda prepared by G. Thompson (.40)	
13 Oct 19	Thompson, Grace	Draft analysis regarding legal framework for core and non-core proceedings (2.10); call with S. Rochester regarding the same (.20); email the team regarding the same (.10); revise research and analysis based on feedback from S. Rochester (2.90)	5.30
13 Oct 19	Rochester, Shaya J.	Research issues regarding withdraw of reference and core and non-core matters (1.00); call with G. Thompson on the same (.20)	1.20
14 Oct 19	Larsen, Ryan	Draft memorandum for client regarding Charter IP address dispute (1.50); emails with attorneys regarding same and call with client (.30)	1.80
14 Oct 19	Smith, Robert T.	Speak with E. Werlinger about opposition to motion to withdraw (.40); draft e-mail to T. Ross analyzing arguments for opposition to motion to withdraw (.60); review and analyze Charter's motion for judgment on the pleadings on Counts VI and VII (2.50)	3.50
14 Oct 19	Justus, Michael R.	Review Charter's motion to withdraw reference and case law (2.20); consider strategy for response brief (1.60); review Charter's motion for judgment on the pleadings (1.00)	4.80
14 Oct 19	Werlinger, Eric T.	Review and analyze key cases cited in Charter's opening brief (2.70); summarize the same (1.90); revise outline to reflect review of cases (1.00); conduct legal research regarding mandatory withdrawal of bankruptcy reference (2.40); discuss opposition brief with R. Smith (.40)	8.40
14 Oct 19	Convissar, Craig A.	Review G. Thompson research regarding core and non-core bankruptcy issues/cases (.50); conduct independent research regarding same (.60)	1.10
14 Oct 19	Ross, Terence P.	Read research and memo and cases proposed by G. Thompson regarding motions to withdraw (2.00); read and respond to email from R. Smith outlining arguments in opposition to Motion to Withdraw (.50); multiple emails with C. Keith and others regarding IP address problem (.50); read Charter Motion for Judgment on Pleadings and supporting papers (2.70); multiple emails to G. Thompson regarding same (.30)	6.00
14 Oct 19	Thompson, Grace	Continue researching legal framework for motions to withdraw the reference (1.70); analyze and draft memorandum to team on the same (1.30); read and analyze Charter's Motion for Judgment on the Pleadings and to Dismiss (.40); correspond with T. Ross regarding the same (.30)	3.70
15 Oct 19	Smith, Robert T.	Review correspondence discussing strategy on opposition to motion to withdraw (.70)	0.70
15 Oct 19	Justus, Michael R.	Review response letter and other filings by Charter	4.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.60); prepare counterarguments to motion to withdraw reference (.70); confer with T. Ross and K. Lockhart regarding Charter's motion for judgment on the pleadings (.50); confer with E. Werlinger regarding response to Charter's motion to withdraw reference (.90); attend teleconference with Court regarding summary judgment scheduling (.20); confer with T. Ross and K. Lockhart regarding summary judgment strategy (.60); correspond with counsel for RAPP regarding deposition transcript (.20); outline summary judgment arguments (.60)	
15 Oct 19	Werlinger, Eric T.	Conduct legal research regarding standard for mandatory withdrawal of reference (1.80); review research memos regarding core v non-core proceedings (.90); discuss with M. Justus appealability of Judge Drain's ruling regarding characterization of adversary proceeding (.90); conduct legal research regarding timing of objection to bankruptcy court reference (3.00)	6.60
15 Oct 19	Ross, Terence P.	Review and consider draft IP addresses issue summary and email exchange with R. Larsen regarding same (1.00); telephone conference with G. Thompson regarding Motion to Withdraw (.30); email to opposing counsel regarding extension (.30); email exchange with J. Jarosz regarding deposition (.20); telephone conference with G. Thompson regarding coordinating with Chambers on call (.30); consider response to Motion for Judgment (.80); email exchange with opposing counsel regarding Chambers call (.30); email to G. Thompson to set up call with Chambers (.20); review cases on who determines whether it is a core or non-core bankruptcy issue (.50); conference with M. Justus and K. Lockhart regarding Motion for Judgment on Pleadings (.50); prepare for call with Judge Drain on leave to file summary judgment (.70); review and edit letter to Judge Karas regarding extension of time to opposition Motion to Withdraw (.50); conference and telephone conference with Court to set hearing date for Summary Judgment and grant leave to file said motion (.20); conference with M. Justus and K. Lockhart regarding briefing schedule on summary judgment (.60); read and respond to K. Smith email regarding schedules (.50); read cases cited by Charter in Motion for Judgment on Pleadings (1.50)	8.40
15 Oct 19	Lockhart, Kristin	Review correspondence regarding Motion to Withdraw and Motion for Judgment on the Pleadings (.90); review and serve verification to Charter Fifth Set of Interrogatories (.60); research issues related to joint 26(f) reports (1.60); attend teleconference with Judge Drain (.20); discuss with M. Justus and T. Ross	5.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding motion for summary judgment (.60); report to client on Charter new motion and draft email regarding 7.1 Disclosure (.60); draft email to T. Ross regarding confidentiality designation (.60); discussion with T. Ross and M. Justus regarding motion for summary judgment on pleadings (.50); calls with K. Lcokhart regarding summary judgment teleconference (.30)	
15 Oct 19	Thompson, Grace	Call with T. Ross regarding request for extension for Windstream's opposition to Charter's Motion to Withdraw the Reference (.30); continue research regarding permissive withdrawal of the reference (2.10); call with T. Ross regarding summary judgment conference (.30); calls with Chambers coordinating summary judgment teleconference (.30); draft email to Judge Drain regarding the same (.30); discussions with K. Lockhart on the same (.30); correspond with T. Ross regarding extension for Windstream's opposition to Charter's Motion to Withdraw the Reference (.30); research Local and Chambers rules regarding the same (.50); draft letter to Chambers requesting extension (.50); coordinate with internal team regarding revisions and submission of the same (.30); research legal framework for scheduling order vs. discovery plan issues (.60); draft notice of appearance for T. Ross for district court proceeding (.50); research documents required in district case proceedings (.80); attend pre-summary judgment telephonic conference with Judge Drain and Charter counsel (.20); draft email to E. Werlinger regarding discovery disputes and gather materials regarding the same (.30); continue research on permissive withdrawal of the references (2.40); further revise analysis and memorandum on the same (2.10)	12.10
15 Oct 19	Rochester, Shaya J.	Review email correspondence regarding motion to withdraw the reference (.40)	0.40
16 Oct 19	Greer, John	Advise regarding information, procedures, format and filing with regard to Notices Of Appearance, Change Of Attorney Address, Motion to Withdraw as Counsel of Record, Extension of Time, FRCP 7.1 Statement and Pro Hac Vice Applications (.80); provide Rules and sample documents in the usdc-sdny (.20)	1.00
16 Oct 19	Greer, Steven M.	Electronically file notice of appearance for T. Ross and letter motion to Judge Karas for extension of time to file opposition to motion to withdraw the reference, USDC - SDNY (.40)	0.40
16 Oct 19	Justus, Michael R.	Review legal research memo regarding Charter's motion to withdraw reference (.50); discuss strategy for response to Charter's motion to withdraw reference with G. Thompson and E. Werlinger (.40); prepare	2.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Oct 19	Werlinger, Eric T.	outline of summary judgment arguments (1.60) Conduct legal research regarding appealability and core proceeding issues under the Bankruptcy Code (1.50); prepare analysis regarding the same for Windstream team (1.10); conduct legal research and prepare outline of opposition to Charter's motion to withdraw (1.80); call with G. Thompson and M. Justus regarding same (.40)	4.80
16 Oct 19	Ross, Terence P.	Revise and edit Notice of Appearance and extension "letter-motion" (.80); email exchange with S. Rochester regarding letter to Judge Karas (.30); follow-up on Notice of Appearance (1.00); email exchange with opposing counsel regarding deadlines (.40); prepare for call regarding IP addresses (.70); telephone conference with client regarding IP addresses (.50); email from C. Keith regarding IP addresses (.30); review rules regarding briefing schedules on summary judgment (.50); multiple emails and research regarding Rule 7.1 Statement (1.00); conference with K. Lockhart and telephone conference with S. Rochester and G. Thompson regarding Rule 7.1 Statement (.80); draft and send email regarding summary judgment schedule (.50); outline Summary Judgment Motion (1.80)	8.30
16 Oct 19	Lockhart, Kristin	Draft email to client regarding Rule 7.1 Disclosure Statement (.90); discuss with G. Thompson, S. Rochester and T. Ross regarding the Rule 7.1 Disclosure Statement (.80); revise same (1.20); additional discussions with G. Thompson regarding Rule 7.1 Disclosure Statement revisions (.30)	3.20
16 Oct 19	Thompson, Grace	Review drafts and prepare to file Notice of Appearance for T. Ross (.50); draft cover letter and prepare deposition for distribution to RAPP (.50); coordinate district court change of address issues for T. Ross (.30); draft 7.1 disclosure (.50); discussions with K. Lockhart on the same (.30); review correspondence from client regarding the same (.30); draft Notice of Appearance for S. Rochester (.40); call with S. Rochester, T. Ross and K. Lockhart regarding Rule 7.1 Disclosure (.80); revise and prepare to file letter-motion requesting extension (.60); review rules regarding summary judgment briefing schedule (.30); correspond with team on the same (.30); call with S. Rochester regarding previous research on automatic stay violations and issues raised in Charter's Motion to Dismiss (.30); correspond with NY and LA docketing regarding new deadlines and filing requirements (.30); discussion with M. Justus and E. Werlinger regarding motion to withdraw the reference (.40)	5.70
16 Oct 19	Rochester, Shaya J.	Attend to various issues regarding motion to withdraw	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		the reference and motion for judgment on the pleadings (.80); call with G. Thompson regarding automatic stay research (.20); call with G. Thompson, K. Lockhart and T. Ross regarding motion to withdraw the reference and Rule 7.1 disclosure (.80)	
17 Oct 19	Greer, John	Advise regarding FRCP 7.1 Statement with regard to Corporate parents and Affiliates (.20); arrange for delivery of courtesy copies to Karas, J. and McCarthy, M at the usdc-sdny (.10)	0.30
17 Oct 19	Greer, Steven M.	Electronically file Rule 7.1 corporate disclosure statement, USDC - SDNY (.30)	0.30
17 Oct 19	Werlinger, Eric T.	Conduct research and analyze cases regarding withdrawal of Lanham Act cases (3.70); outline argument regarding the same (1.40); conduct research and analyze cases regarding false advertising and automatic bankruptcy stay (1.40); correspond with G. Thompson regarding the same (.40)	6.90
17 Oct 19	Mazzeo, Peter	Deliver courtesy copies of FRCP 7.1 Statement to Judge Karas and Magistrate McCarthy at the United States District Court for the Southern District of New York (1.30)	1.30
17 Oct 19	Convissar, Craig A.	Additional review of preliminary injunction hearing testimony (.50); review of motion to dismiss (.50); review of opposition letter regarding pre-summary judgment motion conference (.20)	1.20
17 Oct 19	Ross, Terence P.	Continue drafting opposition to Motion for Judgment (2.00)	2.00
17 Oct 19	Ross, Terence P.	Read email from K. Smith (.20); prepare to file summary judgment briefing schedule with Court (.50); follow-up on outstanding discovery issues (1.10); conference with K. Lockhart regarding same (.30); review and approve revised Rule 7.1 Statement (.30); review and discuss with team S. Reisman withdrawal (.40); review endorsed order extending time to file opposition (.20); email to K. Smith regarding extension of time (.30); continue drafting opposition to Motion for Judgment on Pleadings (1.00)	4.30
17 Oct 19	Lockhart, Kristin	Discuss with T. Ross regarding outstanding items from Windstream discovery(.30); follow-up with client regarding various matters for court filings (.70); revise corporate disclosure statement (.60); draft letter to J. Auman regarding deposition transcript and review thereof (.60); receive correspondence from client regarding percentage of offerings of Kinetic (.30); review correspondence from client regarding offerings of Kinetic (.60)	3.10
17 Oct 19	Thompson, Grace	Draft email to T. Ross regarding the same (.30); research precedent on Notices of Withdrawal (.30); draft Notice of Withdrawal for S. Reisman (1.00); coordinate with team and prepare to file 7.1 Corporate	3.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Statement (.60); discussions with docketing teams regarding the same (.30); draft email to C. Convissar regarding case updates (.30); coordinate with M. Justus and staff regarding pro hac vice requirements for district court (.20); discussions with T. Ross and S. Rochester regarding notice of appearance and withdrawal of counsel (.40); review proofs of claims filed by Charter in bankruptcy case (.30); correspond with E. Werlinger regarding automatic stay research (.20)	
17 Oct 19	Rochester, Shaya J.	Attend to issues regarding notices of appearance and withdrawal (.40)	0.40
18 Oct 19	Greer, Steven M.	Electronically file notice of appearance for S. Rochester, USDC - SDNY (.30)	0.30
18 Oct 19	Justus, Michael R.	Analyze arguments for opposition to Charter's motion to withdraw reference (.90); discuss opposition brief with E. Werlinger (.30); prepare arguments for summary judgment brief (.70)	1.90
18 Oct 19	Werlinger, Eric T.	Conduct research and analyze cases regarding permissive withdrawal arguments raised by Charter (3.30); outline argument responding the Charter's permissive withdrawal argument (2.80); discuss Windstream's Lanham Act argument with M. Justus (.30); conduct additional research regarding the same (.80)	7.20
18 Oct 19	Ross, Terence P.	Continue drafting opposition to Motion to Withdraw (3.30); multiple emails regarding S. Reisman withdrawal (.50); work on IP address issue (.50); read and analyze expert reports served by Charter (4.00)	8.30
18 Oct 19	Thompson, Grace	Coordinate with docketing regarding ECF alerts (.30); draft email to E. Werlinger regarding discovery dispute history (.40); draft email to E. Werlinger regarding unredacted copies of key pleadings (.20); draft emails to E. Werlinger and S. Rochester regarding Charter's proofs of claims in bankruptcy (.40); prepare and organize materials related to Charter's proofs of claims (.20); review emails from team regarding S. Reisman withdrawal (.30); prepare to file S. Rochester notice of appearance (.30); review Charter's expert witness reports (.40)	2.50
18 Oct 19	Rochester, Shaya J.	Attend to issues regarding potential dispute regarding IP addresses (.20)	0.20
19 Oct 19	Rochester, Shaya J.	Attend to issues regarding expert reports and subpoenas (.50)	0.50
20 Oct 19	Sieger, John P.	Call with S. Rochester regarding objection to motion to withdraw reference (.20)	0.20
20 Oct 19	Werlinger, Eric T.	Draft introduction of opposition to Charter's motion to withdraw the reference (2.30); research and draft factual background (2.10); research mandatory withdrawal argument (1.50); draft brief section on the	7.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		same (2.00)	
21 Oct 19	Greer, John	Research and provide sample documents including motion, declaration and memorandum of law with regard to preclude expert testimony and motion in limine in the usdc-sdny (.40)	0.40
21 Oct 19	Greer, John	File via ECF Motion to Withdraw S. Reisman as Counsel of Record and file via ECF proposed Order in the usdc-sdny (.30)	0.30
21 Oct 19	Larsen, Ryan	Review and analyze R. Borders expert witness report for potential deposition (1.50)	1.50
21 Oct 19	Justus, Michael R.	Review Charter's expert reports and comment on same (1.60)	1.60
21 Oct 19	Werlinger, Eric T.	Research and revise argument regarding mandatory withdrawal of Lanham Act claims (4.00); research and draft permissive withdrawal argument (3.40); review and revise background and introduction (2.50)	9.90
21 Oct 19	Ross, Terence P.	Consider how to respond to Charter expert reports (.80); email to K. Smith regarding Charter expert reports (.30); read supporting exhibits to Charter expert reports (1.00); read email from K. Lockhart relating to Charter experts (.30); outline Motion to Strike Charter expert reports (1.30); review research on Motion to Strike Expert Reports (2.00)	5.70
21 Oct 19	Lockhart, Kristin	Review expert reports provided by Charter and draft email to T. Ross regarding same (1.30); exchange correspondence with client regarding exchanges with Kinetic TV offering and draft email to Charter regarding same (.90); collect documents for expert report to send to Charter (1.60); draft email to Charter regarding relied upon documents in expert report (.30); send signature pages to Charter for Bandy and Strickland (.30); draft email regarding documents in expert report to Charter (.60); draft email regarding outstanding items from 30(b)(6) to Charter (.30)	5.30
21 Oct 19	Thompson, Grace	Prepare to file withdrawal of S. Reisman from District Court case (.50); research legal framework for enforcement of Rule 26(f) reports (3.10); research legal framework on exclusion of expert reports (2.90)	6.50
22 Oct 19	Greer, John	Speak with the usdc-sdny regarding names and addresses of Katten attorneys for Windstream (.40)	0.40
22 Oct 19	Larsen, Ryan	Review and analyze H. Ostberg expert report for potential deposition (2.00)	2.00
22 Oct 19	Smith, Robert T.	Edit opposition to motion to withdraw (.60)	0.60
22 Oct 19	Justus, Michael R.	Revise correspondence to Charter regarding expert reports (.30); revise correspondence to Court regarding motion to strike Charter expert reports (1.20); revise correspondence to Charter regarding supplemental discovery responses (.30)	1.80
22 Oct 19	Werlinger, Eric T.	Review and revise argument regarding jury demand (2.80); review brief and circulate copy to R. Smith for	5.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
22 Oct 19	Ross, Terence P.	review (2.40); call with G. Thompson regarding Charter Proofs of claim (.20) Draft "meet and confer" email to opposing counsel regarding late expert reports (.80); draft letter to Judge Drain regarding late Charter expert reports (2.10); email exchanges with G. Thompson on the same (.40); edit and revise letter to Judge Drain regarding late Charter expert reports (2.30); finalize letter to Judge Drain regarding late Charter expert reports (1.00); address issues in S.D.N.Y. regarding Motion to Withdraw (.30); continue reviewing and revising opposition to Motion to Withdraw (1.80)	8.70
22 Oct 19	Lockhart, Kristin	Review draft emails to Charter regarding expert reports as untimely (.60); finalize and draft email to Charter regarding materials in Jarosz report (.30); draft email to Charter regarding order to produce unredacted documents in camera (.60); review letter to Chambers regarding motion to strike expert reports (.60); review J. Auman 30(b)(6) transcript (.60); review Order on motion to withdraw (.30); review files for unredacted transcripts of customer calls (.30)	3.30
22 Oct 19	Thompson, Grace	Correspond with T. Ross regarding details regarding discovery dispute and expert report (.40); prepare to file and coordinate filing of Windstream's letter requesting telephonic conference regarding expert reports (.50); revise T. Ross change of address form (.30); correspond with team on the same (.20); discussions with docketing team regarding district court filing procedures (.20); correspond with team on the same (.20); call with E. Werlinger regarding Charter's proofs of claim and opposition to motion to withdraw the reference (.20); perform follow-up research on the same (.50)	2.50
22 Oct 19	Rochester, Shaya J.	Review correspondence regarding Charter late-filed experts reports and letter to strike (.70)	0.70
23 Oct 19	Greer, Steven M.	Electronically file notice of change of address for T. Ross, USDC - SDNY (.30)	0.30
23 Oct 19	Sieger, John P.	Review and revise draft brief and emails with S. Rochester as to same and original motion (.90)	0.90
23 Oct 19	Larsen, Ryan	Review and analyze H. Ostberg expert report and appendices for potential deposition (1.80)	1.80
23 Oct 19	Smith, Robert T.	Review and revise opposition to motion to withdraw (1.40)	1.40
23 Oct 19	Justus, Michael R.	Discuss expert strategy with T. Ross (.20); correspond with potential experts (.40); review response to letter-motion filed by Charter (.90); review and revise opposition brief to Charter's motion to withdraw reference (2.10)	3.60
23 Oct 19	Werlinger, Eric T.	Review and revise brief following edits and comments from R. Smith (2.20)	2.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
23 Oct 19	Convissar, Craig A.	Review Windstream letter to court requesting emergency conference regarding discovery dispute (.40); review Charter letter in response to Windstream's request (.40)	0.80
23 Oct 19	Ross, Terence P.	Conference with K. Lockhart regarding redacted documents (.30); read email from E. Werlinger regarding opposition to Motion to Withdraw (.30); read first draft of opposition to Motion to Withdraw (1.50); work on finding rebuttal experts (2.80); confer with M. Justus regarding expert reports (.20)	5.10
23 Oct 19	Lockhart, Kristin	Review underlying data from Charter and draft email to expert regarding same (.60); compile unredacted documents for courts in camera review (2.30); discussion with T. Ross regarding same (.30); review email correspondence regarding deadlines in 26(f) report (1.10); call with G. Thompson regarding 26(f) report emails (.20)	4.50
23 Oct 19	Thompson, Grace	Review latest draft of Opposition to Motion to Withdraw the Reference (1.00); prepare to file change of address for T. Ross (.20); review rules for filing opposition to motion to withdraw the reference (.80); read and analyze Charter's response to Windstream's telephonic conference request (.40); discuss with K. Lockhart regarding Rule 26(f) Report June emails (.20); review and analyze June correspondence related to Rule 26(f) Report discussions (2.10)	4.70
23 Oct 19	Rochester, Shaya J.	Initial review of objection to motion to withdraw the reference (.30); review Charter letter to court regarding expert reports (.50)	0.80
24 Oct 19	Sieger, John P.	Emails with team regarding revised brief and additional revisions (.20)	0.20
24 Oct 19	Vazquez, Christopher	Review recent letters to the Court regarding expert discovery dispute (.50); review Charter's expert reports (.80); review depositions of E. Walker and A. Sites (1.00)	2.30
24 Oct 19	Justus, Michael R.	Correspondence with client and potential experts (.30); review and revise opposition to Charter's motion to withdraw reference (3.40); review deposition transcripts for use in summary judgment motion (2.70)	6.40
24 Oct 19	Velez, Melissa	Research caselaw regarding Rule 26 joint report related to discovery deadlines (2.60)	2.60
24 Oct 19	Werlinger, Eric T.	Review and analyze comments to brief from M. Justus (.80); work with K. Lockhart and G. Thompson to build plan to fill in factual citations and prepare potential affidavits (1.40); correspond with entire team regarding the same (.60); research and review local rules regarding the same (1.10)	3.90
24 Oct 19	Convissar, Craig A.	Review draft of opposition to motion to withdraw bankruptcy reference for background (1.50)	1.50
24 Oct 19	Ross, Terence P.	Edit and revise opposition to Motion to Withdraw	11.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(4.50); continue to edit and revise opposition to Motion to Withdraw (6.50)	
24 Oct 19	Lockhart, Kristin	Review local rules for motion in SDNY (.30); draft email to T. Ross regarding unredacted documents (.60); attend teleconference with E. Werlinger and G. Thompson regarding citations and factual statements in opposition brief (1.40); review research from G. Thompson and M. Velez regarding stipulations (1.00); conduct legal research of stipulation (3.40)	6.70
24 Oct 19	Thompson, Grace	Review rules related to filing oppositions in district court (.60); draft email to team on the same (.20); continue reviewing June correspondence related to Rule 26(f) Report discussions (1.20); review research on joint 26(f) reports by M. Velez (.40); perform follow-up research on the same (.40); calls and emails with E. Werlinger and K. Lockhart regarding opposition to motion to withdraw the reference (1.40); review documents produced by Charter and Windstream (1.10); draft email to Morrison & Foerster regarding the same (.30); research rules related to Rule 29 stipulations (.40); draft email to K. Lockhart on the same (.20); review and analyze confidentiality provisions in Charter-Windstream contract (.40); revise case calendar and associated documents (.20)	6.80
24 Oct 19	Rochester, Shaya J.	Communications with team regarding scheduling telephonic conference regarding expert dispute (.50); attend to issues regarding opposition to motion to withdraw the reference (.30); review and provide comments on objection to motion to withdraw the reference (2.70)	3.50
25 Oct 19	Greer, John	Advise regarding information and procedure to obtain sealing order and for filing documents under seal and/or redacted (.40)	0.40
25 Oct 19	Greer, Steven M.	Electronically file notice of change of address for S. Rochester, USDC - SDNY (.30)	0.30
25 Oct 19	Sieger, John P.	Emails with drafting team regarding revisions to opposition brief (.20); reviewed turn of brief (.20); emails with G. Thompson as to filing protocols (.10)	0.50
25 Oct 19	Larsen, Ryan	Review and analyze R. Borders expert report regarding potential deposition (2.00)	2.00
25 Oct 19	Vazquez, Christopher	Discussion with M. Justus regarding statement of facts appendix to summary judgment brief (.30); review facts section of Windstream's memorandum of law in support of preliminary injunction (.60)	0.90
25 Oct 19	Justus, Michael R.	Discuss expert discovery issues with S. Rochester and T. Ross (.80); review revisions to opposition brief to Charter's motion to withdraw reference (.80); discuss arguments for opposition to motion to withdraw reference with E. Werlinger (.80); review deposition transcripts for use in summary judgment motion (1.20);	8.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review four additional expert reports served by Charter (4.50); call with C. Vazquez regarding summary judgment statement of facts (.30)	
25 Oct 19	Werlinger, Eric T.	Research questions from M. Justus and S. Rochester regarding opposition to mandatory withdrawal (1.80); retrieve cases cited in brief for T. Ross (.40); review and analyze comments to brief from T. Ross (.90); discussion with M. Justus regarding feedback on opposition brief (.80); correspond with K. Lockhart and G. Thompson regarding confidentiality and sealing (.30)	4.20
25 Oct 19	Convissar, Craig A.	Call with S. Rochester regarding preparation for depositions next week (.30); review Borders expert report disclosed by defendant (.80); review Ostberg expert report disclosed by defendant (.80)	1.90
25 Oct 19	Ross, Terence P.	Edit and revise opposition to Motion to Withdraw (3.90); telephone conference with S. Rochester and M. Justus regarding expert depositions (.80); read new cases to use in opposition to Motion to Withdraw (.80); read additional cases for opposition to Motion to Withdraw (1.30); continue to revise and edit opposition to Motion to Withdraw (4.00); emails to team regarding same (.40)	11.20
25 Oct 19	Lockhart, Kristin	Review redacted transcripts (.20); discuss same with T. Ross (.80); review Protective Order and local rules regarding filing a sealed paper in SDNY and verify Protective Order and draft email regarding same (1.00); exchange correspondence regarding sealing and confidentiality (.30); review opposition regarding expert reports (.90)	3.20
25 Oct 19	Thompson, Grace	Pull documents and draft email to T. Ross regarding hearing transcripts and as-filed pleadings (.50); prepare to file change of address for S. Rochester in district court (.50); perform additional research regarding filing rules for opposition to motion to withdraw the reference (.70); draft emails to S. Rochester and team regarding the same (.20); correspond with K. Lockhart and E. Werlinger regarding confidentiality and bankruptcy protective order (.30); call with S. Rochester regarding opposition to motion to withdraw (.20)	2.40
25 Oct 19	Rochester, Shaya J.	Attend to issues regarding depositions of expert witness (.20); call with M. Justus and T. Ross regarding depositions and motion to withdraw the reference (.80); attend to follow-up (.20); call with C. Convissair regarding expert depositions and attend to follow-up (.30); call with G. Thompson regarding objection to motion to withdraw the reference (.20); attend to issues regarding depositions of expert witnesses (.20); attend to issues regarding motion to	2.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		withdraw the reference (.20)	
26 Oct 19	Justus, Michael R.	Review rebuttal expert reports served by Charter (2.20); prepare for expert deposition (1.60)	3.80
26 Oct 19	Convissar, Craig A.	Review and annotate Kamin rebuttal expert report (2.00)	2.00
26 Oct 19	Rochester, Shaya J.	Correspond with team regarding deposing Charter expert witnesses (.50)	0.50
27 Oct 19	Sieger, John P.	Review and revise brief in opposition to withdrawal of the reference (.50)	0.50
27 Oct 19	Ciani, Mark T.	Review complaint and expert reports (1.80); prepare outline for Borders deposition (1.60)	3.40
27 Oct 19	Justus, Michael R.	Review and revise opposition to Charter's motion to withdraw reference (1.70); review rebuttal expert reports served by Charter (2.80); discuss strategy for expert depositions with T. Ross and S. Rochester (.70); prepare for Ostberg deposition (1.20)	6.40
27 Oct 19	Werlinger, Eric T.	Conduct legal research to fill in missing citations in opposition brief (3.70)	3.70
27 Oct 19	Convissar, Craig A.	Review Borders affirmative report (1.70); review Jarosz expert report and Borders' reubttal report (1.40); begin outlining potential deposition questions and exhibits (1.50)	4.60
27 Oct 19	Ross, Terence P.	Multiple email exchanges relating to depositions of Charter "rebuttal" expert witnesses (1.30); call with M. Justus and S. Rochester regarding same (.70)	2.00
27 Oct 19	Rochester, Shaya J.	Correspond with team regarding expert witness depositions (.90); communications with team regarding Borders deposition (.80); call with T. Ross and M. Justus regarding expert depositions (.70)	2.40
28 Oct 19	Sieger, John P.	Review and revise brief in opposition to withdrawal of reference (.70); emails with S. Rochester as to same (.20)	0.90
28 Oct 19	Larsen, Ryan	Review and analyze Charter expert reports for issues relevant to depositions (3.00); draft outline of depositoin (2.40); plan exhibits for deposition (1.40)	6.50
28 Oct 19	Smith, Robert T.	Review and provide comments on latest version of opposition to motion to withdraw (.80)	0.80
28 Oct 19	Ciani, Mark T.	Review expert reports and relevant documents (3.50); draft outline for deposition (3.10); call with C. Convissar regarding same (.20)	6.80
28 Oct 19	Vazquez, Christopher	Correspond with K. Lockhart regarding upcoming depositions (.30); draft statement of undisputed facts in support of summary judgment motion (1.30)	1.60
28 Oct 19	Wakolbinger, Jeffrey A.	Review preliminary-injunction briefing and expert report of J. Jarosz in preparation for taking deposition of M. Kardos (2.40)	2.40
28 Oct 19	Justus, Michael R.	Review rebuttal expert reports (2.20); continue outlinning Ostberg deposition (2.50); plan exhibits for Ostberg deposition (1.50); meet with K. Lockhart regarding same (.60)	6.80

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
28 Oct 19	Werlinger, Eric T.	Review and revise argument regarding Charter's mischaracterization of Windstream's Lanham Act claim in response to comments from T. Ross (3.30); fill in citations in the brief (1.10); review factual authority regarding propositions of fact in background (2.30); review local rules regarding logistics for filing the brief (1.00); call with G. Thompson regarding confidentiality rules (.20)	7.90
28 Oct 19	Convissar, Craig A.	Call with M. Ciani regarding deposition preparation (.20); review and annotate Borders rebuttal report to prepare for deposition (3.90); research legal issues raised (1.10); review M. Ciani draft outline and edit with proposed additional questions (.70)	5.90
28 Oct 19	Ross, Terence P.	Review our expert's comments on Charter expert reports (1.00); revise and edit new draft of opposition to Motion to Withdraw (1.00); address multiple issues relating to Charter rebuttal expert reports (2.00); read TRO and PI hearing transcripts to find quotes for opposition to Motion to Withdraw (.90); edit Opposition to Motion to Withdraw (1.80); email to K. Smith regarding depositions of experts (.30); email to K. Smith regarding Opposition to Motion to Withdraw (.20); edit and revise Opposition to Motion to Withdraw (2.20); call with S. Rochester regarding same (.30); telephone conference with J. Kingston regarding J. Jarosz deposition (.30); read edits to Opposition to Motion to Withdraw suggested by S. Rochester and provide comments (1.30); call with S. Rochester regarding same (.30); discussion with K. Lockhart regarding expert depositions (.70)	12.30
28 Oct 19	Lockhart, Kristin	Review expert reports for documents not previously produced (.90); discuss with T. Ross regarding deposition scheduling of experts (.70); draft email regarding same (1.30); call with C. Vazquez regarding expert depositions (.30); draft notices of deposition for Ostberg, Border and Kamin (1.60); coordinate scheduling for depositions (1.00); review and circulate documents relied upon by Charter experts (.90); follow up with J. Auman regarding errata sheet (.30); discuss with M. Justus regarding expert deposition (.60); service notices of deposition on Charter (.30); add citations to withdraw opposition (.90); review potential marketing experts for direct marketing rebuttal of Borders (1.00); review and respond to email from G. Thompson regarding contract confidentiality (.60)	10.70
28 Oct 19	Thompson, Grace	Review and pull documents cited by Charter experts in report (.30); edit citations in opposition to motion to withdraw reference (.30); review rules related to transcription services (.30); draft email to T. Ross on the same (.20); draft pro hac vice application for	4.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Michael Justus (.50); call with E. Werlinger regarding confidentiality provisions and Protective Order (.20); pull citations for brief (1.00)	
28 Oct 19	Rochester, Shaya J.	Attend to issues regarding Borders and Kardos deposition (1.00); attend to issues regarding motion to withdraw the reference (.50); call with T. Ross regarding depositions of expert witnesses (.30); call with T. Ross regarding motion to withdraw the reference (.30); follow-up regarding same (.30); attend to issues regarding depositions of Borders and Kardos (1.00); attend to issues regarding teleconference on request to strike expert reports (.40); review and provide comments on objection to motion withdraw the reference (1.80)	5.60
29 Oct 19	Greer, John	Troubleshoot e-filing issues with e-filing clerk at the usdc-sdny regarding FRCP 7.1 Statement (.30)	0.30
29 Oct 19	Greer, Steven M.	Attempt to file Rule 7.1 corporate disclosure statement while inputting over 200 affiliates of Windstream (2.00)	2.00
29 Oct 19	Sieger, John P.	Review opposition brief (.30); conference with S. Rochester as to same and summary judgment issues (.20); review discovery filings (.30)	0.80
29 Oct 19	Sieger, John P.	Emails with S. Rochester regarding Charter arguments (.20)	0.20
29 Oct 19	Larsen, Ryan	Review and analyze Jarosz comments to J. Kamin expert witness report (2.00); correspond with team regarding same (.50); continue reviewing Charter's expert reports (2.10); continue preparing deposition outline (2.90)	7.50
29 Oct 19	Ciani, Mark T.	Draft outline of R. Borders deposition (2.30); call with M. Justus and T. Ross regarding deposition (.50); meeting with C. Convissar regarding the same (.50); further revise deposition outline (.50); call with S. Rochester regarding Borders deposition (.20)	4.10
29 Oct 19	Vazquez, Christopher	Draft statement of undisputed facts in support of summary judgment motion (1.70); Revise statement of undisputed facts in support of summary judgment motion (1.30)	3.00
29 Oct 19	Wakolbinger, Jeffrey A.	Analyze expert report of J. Jarosz for purposes of preparing for expert deposition of M. Kardos (1.80)	1.80
29 Oct 19	Justus, Michael R.	Prepare outline for Ostberg deposition (3.20); call with M. Ciani and T. Ross regarding expert depositions (.50); further revise deposition outline (2.10); prepare exhibits for Ostberg deposition (2.50)	8.30
29 Oct 19	Werlinger, Eric T.	Correspond with team regarding process for finalizing brief (.80); correspond with R. Srinivasan regarding legal citation check (.50); review rules and correspond with G. Thompson regarding preparing attorney declaration for certain bankruptcy materials (.60); proofread brief (2.60); discussion with K. Lockhart	6.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding opposition brief (.50); further revise brief (1.10)	
29 Oct 19	Convissar, Craig A.	Meet with M. Ciani to discuss deposition (.50); further research on expert R. Borders and sources cited in expert report (4.00); prepare documents for deposition (1.10)	5.60
29 Oct 19	Ross, Terence P.	Review J. Jarosz expert report to understand avenues of at task that might arise in deposition (4.00); read J. Jarosz analysis of Kamin and Ostberg expert reports (1.30); review Charter's J. Jarosz report (.50); telephone conference to prepare J. Jarosz for deposition (1.00); edit and revise new draft of Opposition to Motion to Withdraw (2.50); telephone conference with M. Ciani and M. Justus regarding Borders deposition (.50); edit and revise Opposition to Motion to Withdraw, including incorporating team comments (3.30)	13.10
29 Oct 19	Lockhart, Kristin	Coordinate court reporters for expert depositions (.60); discuss with T. Ross regarding preparation for Jarosz deposition and attend to same (.60); instruct G. Thompson to begin review of draft for AEO/confidential information (.90); discuss with E. Werlinger regarding Opposition to Motion to Withdraw (.50); draft email to team regarding same (.50); discuss with docketing (.90); review confidentiality designations (.60); revise draft of Opposition to Withdraw of Reference (2.60)	7.20
29 Oct 19	Thompson, Grace	Draft email to E. Werlinger and K. Lockhart regarding Schedules and Proofs of Claims to be used in opposition brief (.30); coordinate with litigation paralegals regarding cite checking opposition brief (.30); discussions with K. Lockhart regarding confidential information/redactions in opposition brief (.90); perform cite checking of record and produced documents in opposition brief (2.60); review brief and identify excerpts to redact (.70); draft Thompson declaration to opposition brief (.60)	5.40
29 Oct 19	Rochester, Shaya J.	Review Morrison & Foerster draft objection to motion to withdraw reference and correspondence with Morrison & Foerster regarding same (.30); call with M. Ciani regarding Borders deposition (.20); provide comments on Morrison & Foerster draft objection to motion to withdraw the reference (.50); review and provide further comments on Windstream objection to motion to withdraw the reference (1.80); review Morrison & Foerster draft objection to motion to withdraw the reference (.30)	3.10
30 Oct 19	Greer, John	Continue ECF filing of FRCP 7.1 Statement for all	2.00

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Oct 19	Sieger, John P.	Windstream entities on usdc-sdny docket (2.00) Review and revise declaration in support of opposition to withdrawal motion and exhibits (.20); review and revise memo brief (.60); emails with S. Rochester and T. Ross as to same (.20); review motion to strike filings (.20); review Borders report and other expert materials (.40)	1.60
30 Oct 19	Larsen, Ryan	Exchange emails and have phone conference with S. Hamasaki regarding comments to Kamin expert report (.80); review summary of Jarosz deposition (.40); review Ostberg expert report regarding customer confusion research (1.70); review additional expert reports and exhibits in preparation for J. Kamin deposition (2.30); revise J. Kamin deposition outline (3.50); further review and prepare exhibits for J. Kamin deposition (1.00)	9.70
30 Oct 19	Ciani, Mark T.	Prepare for Borders deposition (2.10); review and revise deposition outline (2.50); call with C. Convissar regarding same (.20)	4.80
30 Oct 19	Vazquez, Christopher	Revise and circulate first draft of the statement of undisputed facts in support of summary judgment (.50)	0.50
30 Oct 19	Wakolbinger, Jeffrey A.	Review documents in preparation for expert deposition of M. Kardos (1.70)	1.70
30 Oct 19	Justus, Michael R.	Prepare for Ostberg deposition (3.30); conduct Ostberg deposition (2.20); summarize results of Ostberg deposition for team (.60); confer with S. Rochester and T. Ross regarding depositions and Charter motion to withdraw affirmative defense (.60)	6.70
30 Oct 19	Werlinger, Eric T.	Review, revise, and incorporate edits from factual record check (2.50); review, revise, and incorporate edits from legal citation check (1.80); discussions with R. Srinivasan regarding same (.70); calls with G. Thompson regarding same (.10); correspond with team regarding preparation of attorney declaration (.70)	5.10
30 Oct 19	Convissar, Craig A.	Additional review of expert report and editing of deposition outline (2.20); review sources cited in report (1.60); call with M. Ciani regarding deposition (.20)	4.00
30 Oct 19	Ross, Terence P.	Prepare for deposition of J. Jarosz (2.30); defend deposition of J. Jarosz (4.50); telephone conference with K. Smith regarding Opposition to Motion to Withdraw (.30); edit and revise draft Opposition to Motion to Withdraw (2.50); consider Charter withdrawal of affirmative defense and emails regarding same (.30); call with M. Justus and S. Rochester regarding same (.60); edit and revise G. Thompson Declaration (.50); review new draft Opposition to Motion to Withdraw including inserting arguments from K. Smith and approving cite check (2.70)	13.70
30 Oct 19	Lockhart, Kristin	Coordinate location for Kardos deposition and draft (.60); attend deposition of J. Jarosz (6.00); draft letter	9.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Oct 19	Thompson, Grace	to Chambers regarding unredacted documents (2.30); review Motion to Withdraw affirmative defense (.60) Research the relevance of state law claims in withdrawal of the reference cases (1.60); coordinate revisions to Rule 7.1 disclosure (.30); review Windstream documents and revise record citations in opposition brief (1.40); calls with R. Srinivasan regarding opposition citations (.10); calls with E. Werlinger regarding bankruptcy citations (.10); revise declaration for opposition to motion to withdraw the reference (.60); prepare exhibits for opposition brief (.40); read and analyze documents from clients regarding Charter Proof of Claim (.40); revise case calendar and associated documents (.20)	5.10
30 Oct 19	Rochester, Shaya J.	Correspond with T. Ross and G. Thompson regarding objection to motion to withdraw (.20); communications with team regarding Charter notice of withdrawal of affirmative defense (.60); follow up with team regarding expert depositions (.60)	1.40
30 Oct 19	Srinivasan, Rajesh	Review and revise Opposition to the Motion to Withdraw the Reference on Counts I Through V (3.80); discussions with E. Werlinger regarding legal cite check (.70); call with G. Thompson regarding same (.10)	4.60
31 Oct 19	Greer, John	File Via ECF Memorandum of Law with Exhibits (.20); file via ECF G. Thompson Affidavit with Exhibits in Opposition to Motion to Withdraw the reference in the usdc-sdny (.20)	0.40
31 Oct 19	Larsen, Ryan	Prepare for and conduct deposition of expert witness J. Kamin (4.50); draft and send summary to team regarding same (.50)	5.00
31 Oct 19	Ciani, Mark T.	Prepare for R. Borders deposition (3.50); take R. Borders deposition (2.70)	6.20
31 Oct 19	Vazquez, Christopher	Review expert deposition takeaway notes (.30); review recent case filings regarding motion to withdraw (.30)	0.60
31 Oct 19	Justus, Michael R.	Review and revise opposition to Charter's motion to withdraw reference (1.10); prepare summary judgment brief (1.20)	2.30
31 Oct 19	Convissar, Craig A.	Attend/assist with deposition of R. Borders (2.70); travel to/from deposition (billed at half time) (1.10); draft summary email for team (.90); review recently-filed opposition to motion to withdraw bankruptcy reference (.90)	5.60
31 Oct 19	Ross, Terence P.	Review edits to final draft of Opposition to Motion to Withdraw (2.00); email to team regarding brief (.30); telephone conference wit S. Rochester regarding brief (.30); continue to finalize Opposition to Motion to Withdraw (1.50); read email recounting key points from Borders deposition (.50); finalize declaration in support of Opposition to Motion to Withdraw and	9.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		supporting exhibits, and coordinate filing/service (1.70); email to K. Smith transmitting Opposition to Motion to Withdraw (.30); read email from M. Justus regarding Ostberg deposition (.30); follow up on research for summary judgment motion (1.30); read lengthy email from R. Larsen regarding Kamin deposition and follow up (.50); multiple email exchanges with S. Rochester regarding Motion for Judgment (.30)	
31 Oct 19	Lockhart, Kristin	Review correspondence from R. Larsen and C. Convissar regarding depositions (.60)	0.60
31 Oct 19	Thompson, Grace	Prepare to file Opposition to Motion to Withdraw the Reference for filing (1.60); review final brief (.50); review opposition brief by UCC (.70); review email from M. Justus and previous research regarding equitable subordination (.40); draft emails to interested parties with courtesy copies of brief (.50); coordinate with docketing team on brief filing (.20)	3.90
31 Oct 19	Rochester, Shaya J.	Call with T. Ross regarding objection to motion to withdraw reference (.30); review and provide final comments on objection to motion to withdraw reference (2.10); finalize objection to motion to withdraw the reference (1.10)	3.50
TOTALS:			811.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
43043	Ciani, Mark T.	25.30	850.00	\$21,505.00
44413	Convissar, Craig A.	46.00	790.00	\$36,340.00
01195	Greer, John	5.50	290.00	\$1,595.00
04419	Greer, Steven M.	3.60	215.00	\$774.00
43426	Justus, Michael R.	100.80	800.00	\$80,640.00
34231	Larsen, Ryan	49.40	870.00	\$42,978.00
44862	Lewis, Anne	8.50	390.00	\$3,315.00
44572	Lockhart, Kristin	100.60	605.00	\$60,863.00
42748	Mazur, Julia L.	12.70	790.00	\$10,033.00
44245	Mazzeo, Peter	1.30	185.00	\$240.50
44845	Rochester, Shaya J.	43.60	965.00	\$42,074.00
44455	Ross, Terence P.	168.80	985.00	\$166,268.00
42493	Rubin, Howard Robert	0.40	1,045.00	\$418.00
32703	Sieger, John P.	5.80	975.00	\$5,655.00
42497	Smith, Robert T.	11.20	845.00	\$9,464.00
44915	Srinivasan, Rajesh	4.60	695.00	\$3,197.00
44616	Thompson, Grace	101.30	450.00	\$45,585.00
43190	Vazquez, Christopher	10.60	515.00	\$5,459.00
43994	Velez, Melissa	5.30	515.00	\$2,729.50
43349	Wakolbinger, Jeffrey A.	5.90	835.00	\$4,926.50
44199	Werlinger, Eric T.	99.80	790.00	\$78,842.00
	TOTAL:	811.00		\$622,901.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, lunch at hotel. Date Incurred: 09/24/19	30.58
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, dinner at hotel. Date Incurred: 09/24/19	37.60
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, beverages at hotel. Date Incurred: 09/24/19	6.53
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, breakfast at hotel. Date Incurred: 09/25/19	6.18
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, dinner at hotel. Date Incurred: 09/25/19	37.60
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, beverages at hotel. Date Incurred: 09/25/19	6.53
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, 1 night hotel stay plus taxes. Date Incurred: 09/25/19	1,040.67
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, parking at airport. Date Incurred: 09/26/19	56.00
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, cab from airport to hotel in St. Louis. Date Incurred: 09/24/19	37.30
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, cash tips. Date Incurred: 09/24/19	5.00
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, 1 night hotel stay plus taxes. Date Incurred: 09/24/19	1,040.67
01 Oct 19	Photocopies for 10/01/2019	0.40
01 Oct 19	VENDOR: Ross, Terence P. INVOICE#: 3653156910012202 DATE: 10/1/2019 Defend Deposition of Jeff Auman in St. Louis 9/24-9/26/19, airfare to/from St. Louis. Date Incurred: 09/17/19	606.61
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/12/2019 by Thompson, Grace A., OrderID: 2018423264	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/09/2019 by Rochester, Shaya, OrderID: 2018012247	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/12/2019 by Rochester, Shaya, OrderID: 2018392212	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/10/2019 by Thompson, Grace A., OrderID: 2018181632	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/13/2019 by Thompson, Grace A., OrderID: 2018496200	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3187524 DATE: 9/15/2019 Food service ordered on 09/09/2019 by Arotsky, Allison J., OrderID: 2018031623	17.84
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3183989 DATE: 9/8/2019 Food service ordered on 09/05/2019 by Arotsky, Allison J., OrderID: 2017807000	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3183989 DATE: 9/8/2019 Food service ordered on 09/04/2019 by Rochester, Shaya, OrderID: 2017649953	20.00
03 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3183989 DATE: 9/8/2019 Food service ordered on 09/05/2019 by Rochester, Shaya, OrderID: 2017774689	20.00
04 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 675247585 DATE: 9/30/2019 From: Grace Thompson To: Jeff Auman, Exec. VP 11329 W 160TH ST,OVERLAND PARK KS,66221 US: On: 9/20/2019; Tracking ID: 789953659846	53.81
04 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 675247585 DATE: 9/30/2019 From: Grace Thompson To: Terence Ross Katten Muchin Rosenman LLP 2900 K Street NW,North Tower - Suite 200,WASHINGTON DC,20007 US: On: 9/20/2019; Tracking ID: 789953595430	18.60
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19 Date Incurred: 09/19/19	10.07
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, meal expense. Date Incurred: 09/19/19	7.35
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab to airport in DC. Date Incurred: 09/19/19	20.61
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab from airport to deposition. Date Incurred: 09/19/19	19.02
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab from deposition to airport. Date Incurred: 09/19/19	13.51
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE: 10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, cab from airpor to home. Date Incurred: 09/19/19	13.66
07 Oct 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338420; DATE: 9/16/2019 - New York Conference Dining; Mike Justus-Deposition/bevs.6 on 9/12/19	24.50
07 Oct 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338420; DATE: 9/16/2019 - New York Conference Dining; Mike Justus-Deposition/bevs.6 on 9/12/19	24.50
07 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3641663310071604 DATE:	75.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	10/7/2019 Expenses for Charter Deposition 9/19-9/20/19, flight change fee. Date Incurred: 09/20/19	
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/16/2019 by Thompson, Grace A., OrderID: 2018651770	20.00
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/17/2019 by Thompson, Grace A., OrderID: 2018780394	20.00
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/19/2019 by Thompson, Grace A., OrderID: 2019014209	20.00
08 Oct 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3188588 DATE: 9/22/2019 Food service ordered on 09/16/2019 by Rochester, Shaya, OrderID: 2018618183	20.00
08 Oct 19	U.S. Legal Support, Inc; Inv.#: 130123794; Date: 10/4/2019; Video testimony, appearance fee and exhibits for the 9/19/2019 deposition.	3,820.75
09 Oct 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5702144 DATE: 10/4/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 09/23/2019; Voucher# 352321	61.11
11 Oct 19	Photocopies for 10/11/2019	3.00
11 Oct 19	U.S. Legal Support, Inc; Inv,#: 130124340; Date: 10/10/2019; Videographer fees for 9/19/2019 deposition.	2,732.50
14 Oct 19	VENDOR: City Expeditor Inc.; INVOICE#: 82421; DATE: 9/30/2019 From Shaya Rochester to US Bankruptcy Court 300 Quarropas Street White Plains NY on 9/24/19	185.00
15 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 676713870 DATE: 10/14/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 10/4/2019; Tracking ID: 776494645710	9.72
15 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 676713870 DATE: 10/14/2019 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 10/4/2019; Tracking ID: 776494735517	9.72
16 Oct 19	VENDOR: Federal Express Corporation INVOICE#: 675848960 DATE: 10/4/2019 From: Ryan Larsen To: Schmitt Reporting & Video, Inc 400 Columbia Street, Suite 140,VANCOUVER WA,98660 US: On: 9/25/2019; Tracking ID: 780058434891	21.58
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KMR3279-SEPT2019-CHI; DATE: 10/16/2019 - Acct #KMR3279: Pacer court cost incurred in September 2019, Chicago.	0.90
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KMR3278-SEPT19-WAS; DATE: 10/16/2019 - Acct #KMR3278: Pacer court cost incurred in September 2019, Washington DC.	0.50
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-SEPT19-NYC; DATE: 10/16/2019 - Acct #KM3277; Pacer court cost incurred in September 2019, New York.	18.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
16 Oct 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-SEPT19-NYC; DATE: 10/16/2019 - Acct #KM3277; Pacer court cost incurred in September 2019, New York.	0.90
17 Oct 19	VENDOR: Arotzky, Allison INVOICE#: 3707002210171705 DATE: 10/17/2019 after hours cab home Date Incurred: 09/05/19	36.74
17 Oct 19	Clerk of the Supreme Court - Virginia; REQ#: 830805; Date: 10/17/2019; Certified of Good Standing from the Supreme Court of Virginia for Michael R. Justus to correlate with a pro hac vice application for admission to practice before the Southern District of New York federal court.	15.00
18 Oct 19	JUSTUS/MICHAEL MR ticket# 2480946614189 TKT# 89007727781512 AMTRAK 9/18 - 9/19/19 DC/Stamford/DC	582.00
18 Oct 19	Veritext L.L.C.; Inv.#: MW3977025; Date: 10/7/2019; Transcript and exhibits expense for J. Auman deposition.	629.60
20 Oct 19	VENDOR: City Expeditor Inc.; INVOICE#: 82909; DATE: 10/20/2019 From G. Thompson to Rapp Worldwide Inc. 220 East 42nd Street NY on 10/16/19	17.00
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/09/19	15.56
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/10/19	15.57
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/11/19	16.12
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/12/19	24.96
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/13/19	16.13
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/16/19	8.08
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/18/19	14.46
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/19/19	17.24
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 After hours cab home Date Incurred: 09/23/19	16.68
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 after hours cab home Date Incurred: 10/09/19	15.57
21 Oct 19	VENDOR: Thompson, Grace INVOICE#: 3713570010212052 DATE: 10/21/2019 after hours cab home Date Incurred: 10/15/19	15.05
22 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 677332473 DATE: 10/21/2019 From: Grace Thompson To: Honorable Robert D. Drain US Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 10/11/2019; Tracking ID: 776676724332	15.77
22 Oct 19	VENDOR: Federal Express Corp. INVOICE#: 677332473 DATE: 10/21/2019 From: Grace Thompson To: Vito Genna, Clerk of Court US Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On:	15.77

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
Invoice Date: November 22, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	10/11/2019; Tracking ID: 776676583818	
24 Oct 19	VENDOR: Petty Cash; INVOICE#: 102419B; DATE: 10/24/2019 Local travel to/from the USDC-SDNY	5.50
28 Oct 19	FedEx D.C. Inv.#: 677974199 Date: 10/25/2019; From: Steven Foster To: Jeffrey Auman 11329 W 160TH ST,OVERLAND PARK KS,66221 US: On: 10/17/2019; Tracking ID: 780332343078	34.42
28 Oct 19	FedEx D.C. Inv.#: 677974199 Date: 10/25/2019; From: Joni Jones To: Clerk's Office Supreme Court of Virginia 100 North 9th Street,RICHMOND VA,23219 US: On: 10/17/2019; Tracking ID: 776748625111	15.72
29 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Kristian LockHart on 09/30/19. Conf No. 12731019	17.87
29 Oct 19	Color Printing	147.50
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/05/19. Conf ID 12601085	6.00
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/13/19. Conf ID 12643469	7.53
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/06/19. Conf ID 12605725	8.91
30 Oct 19	PAYEE: Arkadin Inc.; REQUEST#: 831628; DATE: 10/25/2019. - To record Arkadin Teleconferencing charges, Inv. INUS190900694 dated 09/30/2019; Conference call for Shaya Rochester on 09/13/19. Conf ID 12646764	16.14
31 Oct 19	VENDOR: Lockhart, Kristin INVOICE#: 3742965610311543 DATE: 10/31/2019 Uber home after working late Date Incurred: 10/29/19	19.27
31 Oct 19	Petty Cash; Inv.#: 103119A; Date: 10/31/2019; Toufik Sbihi - Lunch serve for deposition with Terence P. Ross 10/30/2019.	200.00
31 Oct 19	U.S. Legal Support, Inc; Inv.#: 130122295; Date: 9/25/2019; Transcript, reporter and other costs associated with E. Walker deposition.	1,140.90
31 Oct 19	U.S. Legal Support, Inc; Inv.#: 130123032; Date: 9/30/2019; Videographer and other costs associated with A. Sites deposition.	705.00
31 Oct 19	U.S. Legal Support, Inc; Inv.#: 130126173; Date: 10/24/2019; Video expenses for RAPP deposition.	1,375.00
31 Oct 19	Westlaw Legal Research: LEWIS,ANNE C on 10/10/2019	45.29
31 Oct 19	Westlaw Legal Research: MAZUR,JULIA L on 10/07/2019	45.29
31 Oct 19	Westlaw Legal Research: LEWIS,ANNE C on 10/08/2019	90.58
31 Oct 19	Westlaw Legal Research: LEWIS,ANNE C on 10/09/2019	90.58
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/10/2019	44.04
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/15/2019	44.04
31 Oct 19	Westlaw Legal Research: JUSTUS,MICHAEL on 10/11/2019	88.09

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586048
 Invoice Date: November 22, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/20/2019	503.26
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/21/2019	44.04
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/24/2019	1,036.71
31 Oct 19	Westlaw Legal Research: LOCKHART,KRISTIN on 10/28/2019	239.00
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/17/2019	132.13
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/21/2019	31.42
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/22/2019	163.54
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/28/2019	31.42
31 Oct 19	Westlaw Legal Research: WERLINGER,ERIC T on 10/30/2019	11.09
31 Oct 19	Westlaw Legal Research: SRINIVASAN,RAJESH on 10/30/2019	44.04
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/25/2019	11.39
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/29/2019	45.24
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/30/2019	90.47
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/08/2019	135.71
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/11/2019	588.09
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/12/2019	1,357.13
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/13/2019	180.95
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/14/2019	109.77
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/15/2019	413.46
31 Oct 19	Westlaw Legal Research: THOMPSON,GRACE on 10/21/2019	550.44
31 Oct 19	Westlaw Legal Research: VELEZ,MELISSA on 10/24/2019	403.59
31 Oct 19	Westlaw Legal Research: CONVISSAR,CRAIG on 10/04/2019	1,408.69
31 Oct 19	Westlaw Legal Research: CONVISSAR,CRAIG on 10/10/2019	90.47
31 Oct 19	Westlaw Legal Research: CONVISSAR,CRAIG on 10/01/2019	1,628.56
TOTAL:		\$25,200.00

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$191.44
Out of Town Travel	\$2,847.71
After Hours Meals Expense	\$257.84
Telephone Conference Charges, Postage and Courier	\$453.56
Copying, Printing, Binding	\$150.90
Court Costs, Court Reporter, Videographer	\$10,439.65
Legal Research	\$9,698.52
Airfare	\$681.61
Local Transportation	\$478.77
TOTAL:	\$25,200.00

MATTER TOTAL: \$648,101.50

Katten

Direct Billing Inquiries to:
Carla Harmon
212-940-6512
carla.harmon@katten.com

**575 Madison Avenue
New York, NY 10022-2585**

November 21, 2019

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

Invoice No. 1301586062
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$277.00

CURRENT INVOICE TOTAL: \$277.00

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

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

WIN Ex. 76

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301586062
Invoice Date: November 21, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
25 Oct 19	VENDOR: ATG LegalServe, Inc.; INVOICE#: 110474; DATE: 10/25/2019 - Invoice #110474 Service Fees	260.00
27 Oct 19	VENDOR: City Expeditor Inc.; INVOICE#: 82961; DATE: 10/27/2019 From C. Vazquez to Davis Polk & Wardwell LLP 450 Lexington Avenue NY on 10/25/19	17.00
TOTAL:		\$277.00

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Courier	\$17.00
Processor Server Fees	\$260.00
TOTAL:	\$277.00

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**NINTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM NOVEMBER 1, 2019 THROUGH NOVEMBER 30, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	November 1, 2019	November 30, 2019

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$754,155.60 (80% of \$942,694.50)
Total expenses requested in this statement:	\$28,459.78
Total fees and expenses requested in this statement:	\$782,615.38
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

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

² This statement consists of fees and expenses from November 1, 2019, through November 30, 2019.

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From November 1, 2019 Through November 30, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$942,694.50 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$754,155.60, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$942,694.50); (iii) allowance and payment of \$28,459.78 in expenses for the actual, necessary expenses that Katten incurred in connection with rendering such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

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

³ The period from November 1, 2019, through and including November 30, 2019 is referred to herein as the “Fee Period”).

\$942,694.50 in fees during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$754,155.60 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten attorneys and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each such attorney and paraprofessional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$755.39.⁴ The blended hourly billing rate of all paraprofessionals is \$245.23.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$28,459.78.

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

Representations

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

⁴ The blended hourly rate of \$755.39 for attorneys is derived by dividing the total fees for attorneys of \$935,779 by the total hours of 1,238.80 for those same attorneys.

⁵ The blended hourly billing rate of \$245.23 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$6,915.50 by the total hours of 28.20 for these same paraprofessionals.

filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

Notice

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

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests: (i) interim allowance of \$942,694.50 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$754,155.60, which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$942,694.50); and (iii) allowance and payment of \$28,459.78 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: December 23, 2019
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

Summary of Fees and Expenses by Project Category
for the Time Period of November 1, 2019 – November 30, 2019

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

Summary of Fees and Expenses by Project Category
for the Time Period of November 1, 2019 – November 30, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	35.60	\$ 17,253.00	\$ 0.00	\$ 17,253.00
7	Adversary Proceedings, Contested Matters	124.50	103,408.00	0.00	103,408.00
8	Charter Litigation	1,106.90	822,033.50	28,405.97	850,439.47
32	Expenses Not Related to Charter Litigation			53.81	53.81
Totals		1,267.00	\$ 942,694.50	\$ 28,459.78	\$ 971,154.28

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of November 1, 2019 – November 30, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of November 1, 2019 – November 30, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	18.20	\$ 22,204.00
Terence P. Ross	Partner	1983	Intellectual Property	985	184.20	181,437.00
John P. Sieger	Partner	1997	Restructuring	975	11.00	10,725.00
Shaya Rochester	Partner	2003	Restructuring	965	140.10	135,196.50
David J. Stagman	Partner	1993	Litigation	880	42.50	37,400.00
Ryan J. Larsen	Partner	2000	Litigation	870	5.50	4,785.00
Brian Sodikoff	Partner	2003	Intellectual Property	850	27.80	23,630.00
Robert T. Smith	Partner	2006	Litigation	845	16.30	13,773.50
Jeffrey A. Wakolbinger	Partner	2008	Intellectual Property	835	36.40	30,394.00
Michael R. Justus	Partner	2008	Intellectual Property	800	132.90	106,320.00
Craig A. Convissar	Associate	2012	Litigation	790	33.90	26,781.00
Eric T. Werlinger	Associate	2012	Litigation	790	32.50	25,675.00
Julia L. Mazur	Associate	2012	Intellectual Property	790	60.50	47,795.00
Matthew Holub	Associate	2012	Intellectual Property	720	65.30	47,016.00
Kristin Lockhart	Associate	2016	Intellectual Property	605	143.20	86,636.00
Christopher Vazquez	Associate	2017	Litigation	515	81.20	41,818.00
Bryant Churbuck	Associate	2018	Restructuring	515	46.00	23,690.00
Grace Thompson	Associate	2019	Restructuring	450	126.60	56,970.00
Anne Lewis	Staff Attorney	2017	Intellectual Property	390	34.70	13,533.00
Totals for Attorneys					1,238.80	\$ 935,779.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Adriane Konrath	Paralegal	22	Litigation Support	\$ 390	0.80	\$ 312.00
Renee Lessner	Paralegal	15	Intellectual Property	350	5.60	1,960.00
Anthony Wong	Paralegal	5	Litigation	245	6.30	1,543.50
Marie Siena	Paralegal	12	Restructuring	200	15.50	3,100.00
Totals for Paraprofessionals					28.20	\$ 6,915.50
Total Fees Requested for Attorneys and Paraprofessionals:¹						<u><u>\$ 942,694.50</u></u>

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will in the future write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

Summary of Actual and Necessary Expenses
for the Time Period of November 1, 2019 – November 30, 2019

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

**Summary of Actual and Necessary Expenses
for the Time Period of November 1, 2019 – November 30, 2019**

Expenses by Categories	Amount ¹
Airfare	\$ 833.48
After Hours Meals Expenses	160.00
Business Meals	307.11
Copying, Printing, Binding	720.40
Court Costs, Court Reporter, Videographer	3,730.05
Legal Research	21,306.88
Local Transportation	470.29
Out of Town Travel	899.13
Telephone Conference Charges, Postage and Courier	32.44
Total	\$ 28,459.78

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

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of November 1, 2019 – November 30, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Katten

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

575 Madison Avenue
New York, NY 10022-2585

December 20, 2019

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

Invoice No. 1301594278
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through November 30, 2019 \$17,253.00

CURRENT INVOICE TOTAL: \$17,253.00

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

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

WIN Ex. 77

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Nov 19	Thompson, Grace	Review outstanding payments and prepare payment allocation spreadsheet for Interim Fee Invoice (.80); revise per comments from S. Rochester (.30); prepare allocation spreadsheet for September Monthly Fee Statement (.60); prepare email to client on the same (.50); prepare email to accounting on the same (.30); correspond with S. Rochester and S. Reisman on outstanding billing issues (.40)	2.90
01 Nov 19	Reisman, Steven	Follow-up regarding matters related to review of September monthly fee statement and sign-off on same (.80); exchange of emails with G. Thompson regarding open billing issues and allocation in accordance with court order (.20)	1.00
04 Nov 19	Rochester, Shaya J.	Attend to issues regarding interim fee app (.20)	0.20
05 Nov 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
07 Nov 19	Thompson, Grace	Review First Interim Fee Invoice and draft email to S. Rochester on the same (.20)	0.20
08 Nov 19	Thompson, Grace	Review expenses on October prebills to ensure compliance with UST rules (.30); discuss expenses follow-up items with M. Siena (.20)	0.50
11 Nov 19	Thompson, Grace	Review and revise October prebills for privileged and confidential information (2.00)	2.00
12 Nov 19	Thompson, Grace	Continue review and revision of October prebills for privileged and confidential information, and proper assignment of matter category (2.90)	2.90
13 Nov 19	Thompson, Grace	Further review and revise October prebills for privileged and confidential information (1.70); coordinate with M. Siena regarding collection and verification of invoices/receipts for October expenses (.40); review the same (.30); review and revise matter 8 prebills for privileged and confidential information (1.80)	4.20
15 Nov 19	Thompson, Grace	Perform final review of October prebills for proper assignment of matter category and compliance with local and UST expenses rules (.80)	0.80
16 Nov 19	Siena, Marie	Review and revise prebills for privileged and confidential information (3.10)	3.10
19 Nov 19	Thompson, Grace	Call with L. Schaefer in conflicts department regarding representation of debtor affiliates (.20); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.50
19 Nov 19	Rochester, Shaya J.	Review October invoices for confidential and privileged information and review for compliance with UST Guidelines (1.90)	1.90
20 Nov 19	Thompson, Grace	Draft October Monthly Fee Statement (.50)	0.50
21 Nov 19	Siena, Marie	Begin drafting tables for monthly fee statement (3.70)	3.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594278
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
21 Nov 19	Thompson, Grace	Coordinate reconciliation of expenses, invoices and disbursement categories for October Monthly Fee Statement (.50); draft Interim Fee Application (1.00); review and revise October Monthly Fee Statement (1.20)	2.70
22 Nov 19	Thompson, Grace	Further revise October Monthly Fee Statement (.80); prepare to file and coordinate filing of the same (.30); draft emails to I. Cheban and client regarding filed Monthly Fee Statement (.30); continue drafting Interim Fee Application (1.00)	2.40
22 Nov 19	Rochester, Shaya J.	Review and provide comments on October Monthly Fee Statement (.40)	0.40
24 Nov 19	Thompson, Grace	Continue drafting Interim Fee Application (2.90)	2.90
25 Nov 19	Thompson, Grace	Draft emails to L. Quintana regarding weekly budget (.20); draft emails to S. Rochester and S. Reisman regarding October Monthly Fee Statement email to client (.20); review and revise October Monthly Fee Invoice (.20); emails with I. Cheban regarding the same (.20)	0.80
26 Nov 19	Rochester, Shaya J.	Review and provide comments on draft Second Interim Fee Application (1.30)	1.30
27 Nov 19	Rochester, Shaya J.	Call with G. Thompson regarding Interim Fee App (.40)	0.40
TOTALS:			35.60

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	1.00	1,220.00	\$1,220.00
44845	Rochester, Shaya J.	4.20	965.00	\$4,053.00
41782	Siena, Marie	6.80	200.00	\$1,360.00
44616	Thompson, Grace	23.60	450.00	\$10,620.00
TOTAL:		35.60		\$17,253.00

Katten

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

575 Madison Avenue
New York, NY 10022-2585

December 20, 2019

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

Invoice No. 1301594279
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through November 30, 2019 \$103,408.00

CURRENT INVOICE TOTAL: \$103,408.00

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

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

WIN Ex. 77

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
01 Nov 19	Stagman, David J.	Continue reviewing additional background materials on Uniti lease issue (1.60); prepare for and participate in calls with S. Rochester and C. Vazquez regarding subpoenas and upcoming meet-and-confer call with Davis Polk (.80); analyze Debtor's Motion to Stay (.70); analyze issue relating to solvency analyses and documents responsive to Duff & Phelps subpoena (.60)	3.70
01 Nov 19	Vazquez, Christopher	Prepare for team call regarding subpoena requests (.50); review adversary proceeding pleadings and filings (1.30); call with team regarding DPW subpoena requests (.50); draft call notes summary and internal discussion of the same (.80); analyze Duff & Phelps subpoena requests (1.00)	4.10
01 Nov 19	Thompson, Grace	Read and circulate recently filed pleadings in Uniti adversary proceeding (.50)	0.50
01 Nov 19	Rochester, Shaya J.	Review Uniti complaint and related pleadings, including Uniti motion to dismiss and other Uniti pleadings (2.90); analyze the same in connection with subpoenas served on DPW and Duff & Phelps (2.30); calls with C. Vazquez and D. Stagman regarding same (.80); review adversary proceeding docket to understand status and posture (.50)	6.50
02 Nov 19	Rochester, Shaya J.	Review correspondence regarding meet and confer with DPW (.30)	0.30
03 Nov 19	Stagman, David J.	Continue reviewing issue of solvency analyses and documents responsive to Duff & Phelps subpoena and draft analysis (1.20); follow-up correspondence with S. Rochester and C. Vazquez (.30)	1.50
03 Nov 19	Vazquez, Christopher	Correspond with S. Rochester and D. Stagman regarding DPW meet and confer (.50)	0.50
03 Nov 19	Reisman, Steven	Discuss status of Davis Polk document production (.30); review emails regarding same (.30)	0.60
03 Nov 19	Rochester, Shaya J.	Discussion with S. Reisman regarding meet and confer with DPW and document production (.30)	0.30
04 Nov 19	Stagman, David J.	Participate in pre-call with team (.30); meet-and-confer call with S. Rochester, C. Vazquez and counsel for Davis Polk (.40); analyze correspondence from C. Vazquez regarding meet-and-confer call with Davis Polk (.30); analyze additional case materials from G.Thompson (1.00); call with S. Rochester regarding subpoenas (.50)	2.50
04 Nov 19	Vazquez, Christopher	Review Duff & Phelps subpoena requests and correspondence regarding the same with S. Rochester and D. Stagman (.40); call with D. Stagman and S. Rochester regarding DPW meet and confer (.30); meet and confer with DPW (.40); draft and circulate meet and confer notes (.50)	1.60
04 Nov 19	Thompson, Grace	Review and circulate recently filed pleadings in Uniti adversary proceeding (.20)	0.20

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
04 Nov 19	Reisman, Steven	Discussion with S. Rochester regarding matters related to Duff & Phelps subpoena, Davis Polk subpoena and status of document production from both (.40); review emails on the same (.40)	0.80
04 Nov 19	Rochester, Shaya J.	Attend to issues regarding DPW subpoena (.70); call with D. Stagman regarding DPW and Duff & Phelps subpoenas (.50); attend pre-call with D. Stagman and C. Vazquez before meet and confer with DPW (.30); prepare for meet and confer and review underlying pleadings (.30); participate in meet and confer with DPW (.40); attend to issues regarding Windstream objection to motion to dismiss filed by Uniti in connection with DPW and Duff & Phelps subpoenas (.20); review and provide comments on summary of meet and confer (.20); discussions with S. Reisman regarding subpoenas and document production (.40)	3.00
05 Nov 19	Stagman, David J.	Review correspondence from counsel for Duff & Phelps and follow-up correspondence with S. Rochester and C. Vazquez regarding meet-and-confer strategy (.40)	0.40
05 Nov 19	Vazquez, Christopher	Review and analyze Windstream's opposition to Uniti's motion to dismiss (1.50); Correspond with C. Kingsbury of Faegre Baker Daniels regarding Duff & Phelps subpoena (.50); correspond with S. Rochester and D. Stagman regarding Faegre meet and confer (.60)	2.60
05 Nov 19	Reisman, Steven	General update regarding matters related to responding to subpoenas and producing documents and status (.60)	0.60
05 Nov 19	Rochester, Shaya J.	Correspond with team regarding Duff & Phelps subpoena (.70)	0.70
06 Nov 19	Stagman, David J.	Analyze correspondence from C. Vazquez regarding call with counsel for Duff & Phelps (.40); analysis and correspond with S. Rochester regarding call with Duff & Phelps (.40); initial analysis of Responses and Objections from Davis Polk (1.00)	1.80
06 Nov 19	Vazquez, Christopher	Correspond with S. Rochester regarding Duff & Phelps subpoena requests (.70); coordinate production intake regarding subpoena productions (.40); review responses and objections to DPW subpoena and confer internally regarding the same (1.50); review subpoena service requirements (.30)	2.90
06 Nov 19	Reisman, Steven	Continued follow-up regarding status of document production in connection with subpoenas issued by Windstream and handled by Katten related to Duff & Phelps and Davis Polk (.60)	0.60
06 Nov 19	Rochester, Shaya J.	Attend to issues regarding Duff & Phelps subpoena (.70); review and analyze DPW responses and objections to subpoena and communications with team regarding same (1.10)	1.80
07 Nov 19	Stagman, David J.	Additional analysis of Responses and Objections of	3.50

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
07 Nov 19	Vazquez, Christopher	Davis Polk (.90); participate in multiple calls with S. Rochester and C. Vazquez regarding subpoenas (.90); participate in meet-and-confer call with counsel for Duff & Phelps (.50); analyze confirmatory correspondence to counsel for Duff & Phelps and propose revisions (.80); follow-up correspondence with S. Rochester and C. Vazquez regarding revisions (.40)	7.20
07 Nov 19	Rochester, Shaya J.	Review comments to DPW subpoena objections and schedule follow-up regarding the same (.50); coordinate meet & confers regarding DPW and D&P subpoena productions and confer internally regarding the same (1.00); review notes from previous subpoena calls and draft materials in preparation for upcoming meet & confers (1.30); review applicability of protective order to documents produced in response to non-party subpoena (.70); call regarding DPW's subpoena responses and objections (.50); draft and circulate DPW subpoena response notes (.50); calls with D. Stagman and S. Rochester in preparation for meet and confer regarding Duff and Phelps subpoena (.90); prepare for Duff and Phelps meet and confer (.30); meet and confer with Faegre Baker Daniels regarding Duff and Phelps subpoena production (.50); draft and circulate memorialization of meet and confer regarding Duff and Phelps subpoena (1.00)	4.00
08 Nov 19	Stagman, David J.	Attend to issues regarding DPW subpoena (.30); attend to issues regarding Duff & Phelps subpoena (.20); attend to issues regarding responses and objections served by DPW (.30); calls with team regarding Duff & Phelps and DPW subpoenas (.90); correspond with team regarding DPW subpoena and responses to DPW objection and responses (1.00); meet and confer with Duff & Phelps counsel regarding subpoena (.50); attend to follow-up issues regarding DPW subpoena (.30); attend to follow-up regarding Duff & Phelps subpoena (.50)	1.40
08 Nov 19	Vazquez, Christopher	Review additional correspondence regarding revisions to confirmatory email to counsel for Duff & Phelps subpoena (.20); prepare for meet-and-confer call with counsel for Davis Polk (.70); participate in meet-and-confer (.50)	4.10
08 Nov 19	Reisman, Steven	Coordinate DPW meet and confer (.30); revise and circulate memorialization of Duff & Phelps call (.30); prepare for DPW meet and confer (.50); confer internally regarding DPW meet and confer (.30); meet and confer with DPW regarding subpoena responses (.50); correspondence regarding DPW subpoena production logistics (1.10); draft and circulate summary of DPW meet and confer (1.10)	1.80
08 Nov 19		Review and follow-up regarding matters related to	

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
08 Nov 19	Rochester, Shaya J.	Frontier settlement agreement (.80); review and sign-off on final version of same for likely execution by both parties and resolving pre-petition disputes and entering into new commercial agreement (.80); call with S. Rochester regarding same (.20) Review and provide comments on summary of meet and confer with Duff & Phelps (.40); prepare for meet and confer with DPW (.30); pre-call before meet and confer with DPW (.30); participate on meet and confer with DPW regarding subpoena (.50); attend follow-up call with team (.30); call with S. Reisman regarding same (.20); review and provide comments on email to DPW regarding meet and confer (.40); review and prepare final version of Settlement Agreement with Frontier (1.10)	3.50
10 Nov 19	Rochester, Shaya J.	Correspond with S. Reisman regarding execution version (.10)	0.10
11 Nov 19	Stagman, David J.	Analyze communications regarding Davis Polk proposed search terms (1.00); follow-up correspondence with S. Rochester and C. Vazquez (.30); analyze correspondence from counsel for Duff & Phelps and scope of production (.90); follow-up correspondence with S. Rochester (.30)	2.50
11 Nov 19	Vazquez, Christopher	Review DPW subpoena search terms (.60); correspond regarding D&P subpoena production (.70)	1.30
11 Nov 19	Rochester, Shaya J.	Review Duff & Phelps response to summary of call (.30)	0.30
12 Nov 19	Stagman, David J.	Correspond with S. Rochester and C. Vazquez regarding Davis Polk proposed search terms (.70); follow-up discussion with S. Rochester regarding same (.30); prepare for and participate in meet-and-confer call with counsel for Duff & Phelps and S. Rochester (1.40)	2.40
12 Nov 19	Vazquez, Christopher	Review Uniti cleansing documents (.40); correspond regarding D&P and DPW subpoena productions (1.20)	1.60
12 Nov 19	Reisman, Steven	Update regarding status of documentation production pursuant to subpoenas in connection with adversary proceeding (.70); review matters related to efforts to finalize agreement with Frontier and revised Frontier settlement agreement (.80)	1.50
12 Nov 19	Rochester, Shaya J.	Call with D. Stagman regarding DPW and Duff & Phelps responses to meet and confer emails (.30)	0.30
13 Nov 19	Vazquez, Christopher	Correspond regarding DPW subpoena production (.50)	0.50
13 Nov 19	Reisman, Steven	Follow-up regarding matters related to Frontier and discussions with S. Rochester regarding status of Frontier settlement agreement and comments and feedback on same (.70); update regarding S. Rochester call with Frontier's counsel efforts to finalize Frontier commercial and pre-petition settlement agreement related to receivables (.20)	0.90

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
13 Nov 19	Rochester, Shaya J.	Office conference with S. Reisman regarding Frontier (.20); prepare summary of key terms of Frontier settlement Agreement (.60); attend to follow-up regarding Frontier (.40); follow up with Faegre regarding Duff & Phelps document production (.20)	1.40
14 Nov 19	Stagman, David J.	Extensive correspondence and discussions with S. Rochester and C. Vazquez regarding spreadsheets and scope of production from Duff & Phelps (1.40); call with S. Rochester regarding same (.30); calls with team regarding same (.30); additional analysis and correspondence regarding Davis Polk responses (.60); review correspondence from C. Vazquez regarding production correspondence with counsel for Davis Polk and counsel for Duff & Phelps (.50)	3.10
14 Nov 19	Vazquez, Christopher	Correspond regarding third party subpoena productions (2.60); call with S. Rochester regarding same (.30); calls with team regarding Duff & Phelps subpoena (.30); coordinate third party subpoena production (1.50)	4.70
14 Nov 19	Rochester, Shaya J.	Call with Faegre regarding Duff & Phelps production (.40); call with C. Vasquez regarding same (.30); call with D. Stagman regarding Duff & Phelps production (.30); calls with team regarding Duff & Phelps subpoena (.30); provide comments on response to email Faegre (.40)	1.70
15 Nov 19	Stagman, David J.	Analyze subpoena response from Duff & Phelps and follow-up correspondence with C. Vazquez (.70); review correspondence from C. Vazquez regarding status of productions from Duff & Phelps and from David Polk (.60)	1.30
15 Nov 19	Vazquez, Christopher	Correspond regarding subpoena productions from DPW (.70); review D&P responses and objections to third party subpoena (.30); coordinate receipt and delivery of D&P subpoena production (1.00)	2.00
15 Nov 19	Reisman, Steven	Follow-up regarding Frontier settlement, review execution version of commercial agreement as well as execution version of settlement agreement and status of client sign-off and Frontier sign-off (1.50)	1.50
15 Nov 19	Rochester, Shaya J.	Review and prepare execution version of Frontier Commercial Agreement (1.00); update summary email thereof (.50)	1.50
16 Nov 19	Rochester, Shaya J.	Review correspondence related to Frontier settlement agreement (.20); review correspondence related to Duff and Phelps production and its responses and objections (.30)	0.50
17 Nov 19	Thompson, Grace	Draft PowerPoint for client regarding Frontier settlement agreement (.40); call with S. Rochester regarding same (.30)	0.70
17 Nov 19	Rochester, Shaya J.	Attend to issues regarding Frontier Settlement Agreement (.50); prepare summary describing Frontier	3.90

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		Settlement (1.30); communications with client regarding summary of settlement (.20); call with S. Reisman regarding same (.10); call with G. Thompson regarding summary (.30); make further changes to summary describing Frontier Settlement (1.50)	
18 Nov 19	Konrath, Adriane	Load data and images relating to Davis Polk and Duff & Phelps document productions (.80)	0.80
18 Nov 19	Stagman, David J.	Extensive correspondence with S. Rochester and C. Vazquez regarding Davis Polk and Duff & Phelps production issues and review of documents (1.10); prepare for and participate in follow-up call with S. Rochester and C. Vazquez (.40)	1.50
18 Nov 19	Vazquez, Christopher	Correspond regarding DPW subpoena production (.50); coordinate DPW production (.90); Review DPW and D&P productions (.80); correspond regarding DPW and D&P subpoena productions (.50); call with team regarding same (.30)	3.00
18 Nov 19	Thompson, Grace	Review and revise Frontier settlement summary per comments from S. Rochester (.30); call with client, S. Reisman and S. Rochester regarding terms of Frontier settlement agreement (.50); further revise summary per comments from S. Rochester (.20); call and emails with C. Vazquez and litigation support regarding Uniti subpoena document production (.30); coordinate review of interested parties contact information regarding Frontier settlement (.20); review and revise the same (.40)	1.90
18 Nov 19	Reisman, Steven	Review and edits of Frontier settlement agreement (.60); discussions with S. Rochester regarding Frontier settlement agreement and related documentation (.50); participate in client call regarding Frontier settlement agreement and edits to same and efforts to obtain sign-off on same (1.00); follow-up regarding reaching out to third parties in connection with advising them of matters related to Frontier settlement and obtaining their sign-off including various creditor groups and creditors committee (.80)	2.90
18 Nov 19	Rochester, Shaya J.	Make further changes to summary of Frontier settlement (.70); pre-call with S. Reisman before call with client regarding Frontier settlement (.50); call with client regarding Frontier settlement (.50); revise summary based on comments from S. Reisman (1.00); attend to issues regarding DPW document production (.30); prepare execution version of Settlement Agreement and Commercial Agreement (.80); call with C. Vazquez and D. Stagman regarding DPW and Duffs production (.30)	4.10
19 Nov 19	Vazquez, Christopher	Correspond regarding DPW and D&P productions (.50)	0.50
19 Nov 19	Rochester, Shaya J.	Prepare work-streams list for S. Reisman (.30);	1.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594279
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
20 Nov 19	Vazquez, Christopher	communications regarding Frontier settlement (.80) Correspond regarding DPW and D&P subpoena productions (.40)	0.40
21 Nov 19	Vazquez, Christopher	Correspond regarding DPW and D&P productions (.30)	0.30
22 Nov 19	Reisman, Steven	Numerous calls in connection with Frontier settlement agreement to various creditor bodies to obtain sign-off and approval of same (.90); follow-up with S. Rochester regarding Frontier settlement agreement and efforts to obtain sign-off from Frontier (.40)	1.30
22 Nov 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement and call with S. Reisman regarding same (.40); communications with Frontier counsel regarding settlement agreement (.30)	0.70
24 Nov 19	Rochester, Shaya J.	Communications with S. Reisman regarding Frontier settlement (.30)	0.30
25 Nov 19	Reisman, Steven	Numerous discussions with client regarding Frontier and efforts to finalize settlement agreement (.80); discussions with various creditor parties regarding Frontier settlement agreement and next steps (1.30)	2.10
25 Nov 19	Rochester, Shaya J.	Communications with client and Frontier counsel regarding finalizing settlement agreement (1.10)	1.10
26 Nov 19	Rochester, Shaya J.	Communications with client and Frontier counsel regarding finalizing Settlement Agreement and Exhibit 2 to Commercial Agreement (1.10); prepare email to Frontier counsel regarding response to Exhibit 2 (.40); revise Commercial Agreement to reflect client comments (.40)	1.90
27 Nov 19	Reisman, Steven	Attend to matters regarding settlement agreement with Frontier (.60); follow-up regarding calls to creditors committee counsel, ad hoc committee counsel and first lien and second lien lenders regarding Frontier settlement and factual background and information regarding same (1.40); review and sign-off on agreement (.60)	2.60
27 Nov 19	Rochester, Shaya J.	Attend to issues regarding settlement agreement with Frontier (.70); prepare work-streams list for S. Reisman (.30); attend to issues Frontier settlement (.30)	1.30
TOTALS:			124.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
32375	Konrath, Adriane	0.80	390.00	\$312.00
44842	Reisman, Steven	17.20	1,220.00	\$20,984.00
44845	Rochester, Shaya J.	40.30	965.00	\$38,889.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594279
Invoice Date: December 20, 2019

SUMMARY OF PROFESSIONAL SERVICES
Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
34349	Stagman, David J.	25.60	880.00	\$22,528.00
44616	Thompson, Grace	3.30	450.00	\$1,485.00
43190	Vazquez, Christopher	37.30	515.00	\$19,209.50
	TOTAL:	124.50		\$103,408.00

Katten

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

575 Madison Avenue
New York, NY 10022-2585

December 20, 2019

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

Invoice No. 1301594281
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through November 30, 2019	\$822,033.50
Disbursements and other charges.....	\$28,405.97

CURRENT INVOICE TOTAL: \$850,439.47

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

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

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (3.00); analyze related caselaw (2.90)	5.90
01 Nov 19	Vazquez, Christopher	Revise statement of facts in support of summary judgment (1.50)	1.50
01 Nov 19	Wakolbinger, Jeffrey A.	Prepare for expert deposition of M. Kardos (3.10)	3.10
01 Nov 19	Ross, Terence P.	Email exchanges with J. Jarosz regarding deposition of opposing expert (.50); correspond with G. Thompson regarding committee's joinder (.20); analyze new research on equitable subordination (1.30); arrange for materials regarding judgment on pleadings to be sent to E. Werlinger (.30); work on summary judgment motion (3.00)	5.30
01 Nov 19	Thompson, Grace	Review and circulate key pleadings relevant to opposition to judgment on the pleadings brief (.40); download and review transcript of J. Jarosz deposition (.60); correspond with T. Ross regarding Committee's opposition to motion to withdraw the reference (.40)	1.20
03 Nov 19	Justus, Michael R.	Prepare summary judgment brief (1.20)	1.20
03 Nov 19	Convissar, Craig A.	Review emails regarding additional and prior research (.20)	0.20
04 Nov 19	Sieger, John P.	Review emails with S. Rochester regarding summary judgment caselaw (.20)	0.20
04 Nov 19	Mazur, Julia L.	Continue legal research regarding Lanham Act false advertising issues (3.10); draft analysis regarding same (1.10)	4.20
04 Nov 19	Vazquez, Christopher	Revise and circulate statement of facts in support of summary judgment (1.00); case law research for purposes of summary judgment arguments (1.50)	2.50
04 Nov 19	Wakolbinger, Jeffrey A.	continue preparing for expert deposition of M. Kardos (3.80)	3.80
04 Nov 19	Justus, Michael R.	Review legal research for summary judgment brief (4.00); discussion with K. Lockhart regarding the same (.30); prepare summary judgment brief (3.00); confer with S. Rochester regarding legal research issues (.30); review and revise statement of facts for summary judgment brief (1.60)	9.20
04 Nov 19	Ross, Terence P.	Review email from opposing counsel regarding redacted documents and email exchange with S. Rochester regarding same (.50); email to K. Smith regarding redacted documents (.30); continue drafting Motion for Summary Judgment (3.20); email exchange with S. Rochester regarding tasks remaining (.30); continue drafting Motion for Summary Judgment (2.90); email exchange with J. Wakolbinger regarding expert deposition (.30); further revise summary judgment brief (1.80)	9.30
04 Nov 19	Lockhart, Kristin	Discuss with M. Justus Summary Judgment brief (.30); draft email to J. Wakolbinger regarding expert	2.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		document (.30); review and send errata/certification of J. Auman/30(b)(6) to court reporter (.30); review VAR contract provisions for breach (.60); perform legal research on breach of contract (.90)	
04 Nov 19	Thompson, Grace	Pull key opinions and briefs for M. Justus for summary judgment motion (.90); edit case calendar and associated documents (.50); review rules related to statement of fact in summary judgment motion (1.70); call with S. Rochester regarding automatic stay and summary judgment research (.30)	3.40
04 Nov 19	Rochester, Shaya J.	Attend to issues regarding pre-trial conference (.50); research summary judgment issues (.30); call with G. Thompson regarding summary judgment research issues (.30)	1.10
04 Nov 19	Lewis, Anne	Research and compile cases regarding summary judgment in a false advertising case in the SDNY (2.30); research Second Circuit cases regarding the same (2.20)	4.50
05 Nov 19	Sieger, John P.	Continue review of expert materials (.50)	0.50
05 Nov 19	Mazur, Julia L.	Continue legal research regarding Lanham Act false advertising issues (2.20); draft analysis of the same (1.90)	4.10
05 Nov 19	Vazquez, Christopher	Review example summary judgment motions and statements of facts (.80); analyze court rules regarding statement of facts (.70); research case law regarding summary judgment motion (2.40); treatise research regarding summary judgment motion (2.00)	5.90
05 Nov 19	Wakolbinger, Jeffrey A.	Continue preparing for expert deposition of M. Kardos (3.20)	3.20
05 Nov 19	Justus, Michael R.	Review legal research for summary judgment brief (4.30); continue drafting summary judgment brief (3.40); confer with K. Lockhart regarding statement of facts for summary judgment brief (.60); confer with S. Rochester regarding summary judgment brief (.50); continue drafting analysis sections of summary judgment brief (3.60)	12.40
05 Nov 19	Werlinger, Eric T.	Conduct legal research on jurisdictional argument raised by Charter in its motion for judgment on the pleadings (1.30); draft analysis regarding the same (.80)	2.10
05 Nov 19	Convissar, Craig A.	Review draft motion for summary judgment legal arguments (1.60)	1.60
05 Nov 19	Ross, Terence P.	Read draft of inserts to Motion for Summary Judgment and comment (2.70); read research on state law for Summary Judgment motion (2.00); review research on equitable subordination (.80); read G. Thompson's research on violation of automatic stay (.50); read E. Werlinger research on motion for judgment (1.30); read multiple emails from M. Justus, G. Thompson and S. Rochester regarding summary judgment issues (.50)	7.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Nov 19	Lockhart, Kristin	Perform legal research on summary judgment on liability for breach of contract (2.00); perform research on formatting for summary judgment brief (.60); conduct research on liability for breach of contract (3.00); finalize section for brief on finding liability for breach of contract (.60); perform legal research on breach of contract (1.30); review proposed facts section for summary judgment brief (.70); discuss with M. Justus regarding same (.60)	8.80
05 Nov 19	Thompson, Grace	Review case precedent regarding statements of facts and exhibits to motions for summary judgment (.20); review previous research regarding damage to goodwill (1.10); research summary judgment cases related to automatic stay violations (1.90); draft email to M. Justus on the same (.40); read email from M. Justus regarding Charter's motion to dismiss arguments regarding Counts VI and VII (.30); review Charter's brief regarding the same (.80); perform follow-up research regarding Charter's argument (1.20); draft emails to the team on the same (.50); calls with S. Rochester regarding summary judgment arguments for Counts VI and VII (.50); perform additional research for summary judgment argument regarding Count VII (.40)	7.30
05 Nov 19	Rochester, Shaya J.	Provide comments on MSJ brief (.50); research issues regarding MSJ brief (1.20); calls with G. Thompson regarding same (.50); calls with M. Justus regarding summary judgment (.50)	2.70
05 Nov 19	Lewis, Anne	Research and compile cases finding summary judgment for plaintiff in a false advertising case in the SDNY or 2nd Circuit (4.20)	4.20
06 Nov 19	Sieger, John P.	Review and revise insert to summary judgment brief (.50)	0.50
06 Nov 19	Smith, Robert T.	Discussion with E. Werlinger regarding Charter's argument on Count VII (.30)	0.30
06 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues for MSJ (4.00)	4.00
06 Nov 19	Vazquez, Christopher	Research Lanham Act case law regarding summary judgment motion (1.50); draft and circulate case law summary regarding summary judgment motion (.70)	2.20
06 Nov 19	Wakolbinger, Jeffrey A.	Prepare for expert deposition of M. Kardos (3.30); travel to airport in Chicago and from Westchester County Airport to Stamford, CT, for deposition, billed at half time (.80); call with T. Ross regarding deposition (.50)	5.40
06 Nov 19	Justus, Michael R.	Continue drafting summary judgment brief (3.20); continue drafting Lanham Act analysis for the same (4.00); further revise summary judgment brief (4.70)	11.90
06 Nov 19	Werlinger, Eric T.	Discussion regarding Charter's motion to dismiss with R. Smith (.30)	0.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
06 Nov 19	Convissar, Craig A.	Review K. Lockhart research regarding materiality of business statements (.80)	0.80
06 Nov 19	Ross, Terence P.	Continue drafting Summary Judgment Motion (2.40); continue revising Summary Judgment brief (1.80); call with S. Rochester regarding Charter's experts (.30); telephone conference with J. Wakolbinger regarding expert deposition (.50); review previous letter motions regarding discover (.50); review Charter's argument regarding Count VII (.80)	6.30
06 Nov 19	Lockhart, Kristin	Revise section of breach of contract claim in summary judgment brief (1.00); revise research on claim of going out of business as false and material under Lanham Act (3.80); perform further legal research on evidentiary requirements (2.60)	7.40
06 Nov 19	Thompson, Grace	Continue research on equitable subordination for Motion for Summary Judgment (3.10); draft motion section on the same (1.90); revise motion section per comments from S. Rochester (1.60); correspond with M. Justus on summary judgment section (.20)	6.80
06 Nov 19	Rochester, Shaya J.	Call with T. Ross regarding request to strike expert reports (.30); communications with team regarding request to strike expert reports (.40); review and provide comments on MSJ brief (1.30)	2.00
07 Nov 19	Sieger, John P.	Review prior filings and background material regarding summary judgment motion (.90); review reply in support of motion to withdraw reference (.20); Review summary judgment brief insert (.20); emails with S. Rochester and E. Werlinger regarding 11 USC 362 arguments (.20)	1.50
07 Nov 19	Mazur, Julia L.	Draft analysis regarding Lanham Act false advertising issues (4.10)	4.10
07 Nov 19	Wakolbinger, Jeffrey A.	Prepare for and take expert deposition of M. Kardos (6.80); travel back to Chicago from deposition, billed at half time (1.80)	10.40
07 Nov 19	Justus, Michael R.	Continue drafting summary judgment brief (3.10); further revise summary judgment brief regarding counts I-IV (2.80); further revise brief section on counts V-VII (3.70); review Charter reply brief on motion to withdraw the reference (.50); review correspondence from Charter regarding deposition costs (.10); incorporate into summary judgment brief additional research on Lanham Act claims (2.10)	12.30
07 Nov 19	Convissar, Craig A.	Research for M. Justus - liability for false advertising based on information supplied by third parties (2.90); review reply brief in further support of motion to withdraw reference (1.60)	4.50
07 Nov 19	Ross, Terence P.	Read multiple emails relating to questions on automatic stay (.50); review and consider questions regarding equitable subordination (.80); multiple conferences and email exchanges regarding exhibits to	7.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
07 Nov 19	Lockhart, Kristin	support Motion for Summary Judgment (1.30); read summary of Kardos deposition from J. Wakolbinger (.50); continued work on summary judgment (1.30); telephone conference to prepare for hearing on expert report exclusion (.50); read and consider Charter reply report support of Motion to Withdraw (2.50)	10.30
07 Nov 19	Thompson, Grace	Provide instructions to J. Phillips to send errata to Jarosz (.90); work on draft of undisputed facts for summary judgment (4.90); attend teleconference with S. Rochester, T. Ross and G. Thompson regarding call with Judge Drain regarding experts (.60); continue to work on draft of undisputed facts for summary judgment (3.90)	5.30
07 Nov 19	Rochester, Shaya J.	Perform follow-up research for automatic stay section of motion for summary judgment (2.20); meeting with S. Rochester on the same (.20); coordinate onboarding of new team members including background information on case and distributions (.30); call with M. Justus and S. Rochester regarding automatic stay insert for summary judgment motion (.20); draft email to S. Rochester on the same (.20); correspond with K. Lockhart and T. Ross regarding June 2019 correspondence for Rule 26(f) report (.20); further review June emails on the same (.70); call with team regarding teleconference with Chambers (.30); perform follow-up research on cases Charter cited in letter to Chambers (.70); draft email to T. Ross regarding bankruptcy proceedings during withdrawal of the reference proceedings (.20)	3.70
08 Nov 19	Sieger, John P.	Respond to M. Justus questions concerning MSJ brief (.40); office conference with G. Thompson regarding MSJ brief (.30); research cases for MSJ brief (.40); review Charter letter response to Windstream letter regarding Bardos and Ostberg reports (.50); call with team regarding same (.50); review Charter reply brief in support of motion to withdraw the reference (.80); attend to issues regarding MSJ brief (.80)	0.80
08 Nov 19	Larsen, Ryan	Emails with E. Werlinger and S. Rochester regarding reply brief and potential sur-reply (.80)	2.00
08 Nov 19	Vazquez, Christopher	Review and analyze Charter reply brief in support of motion to withdraw reference and multiple emails with attorneys regarding strategy for same (2.00)	1.50
08 Nov 19	Wakolbinger, Jeffrey A.	Review defendant's reply in support of their motion to withdraw reference and review correspondence regarding the same (1.50)	0.80
08 Nov 19	Justus, Michael R.	Prepare summary analysis of expert deposition of M. Kardos (.80)	10.60
		Continue drafting summary judgment brief (2.70); incorporate additional analysis from team into brief (2.30); confer with T. Ross regarding motions to strike	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		expert reports (.40); further revise background section of brief (3.30); attend teleconferences with Court regarding expert reports (.60) call with S. Rochester and T. Ross regarding Court's questions (.80); attend follow-up call with team (.50)	
08 Nov 19	Werlinger, Eric T.	Review Charter's reply in support of motion for withdrawal and circulate analysis regarding the same (1.60)	1.60
08 Nov 19	Convissar, Craig A.	Review M. Justus and S. Rochester emails regarding motion to withdraw the reference (.60) Research judge's individual rules, write email to team regarding procedure for addressing factual issues in memorandum of law from Charter (.70) Review Kardos deposition recap (.30)	1.60
08 Nov 19	Ross, Terence P.	Work on Summary Judgment (2.00); reread cases on Rule 26(f) reports being binding stipulations (1.00); reread letters regarding exclusion of Charter expert reports (.50); prepare for telephonic hearing on Motion to Exclude Charter Expert Reports (.50); telephonic hearing with Court regarding Motion to Exclude Charter Expert Reports (.70); find and transmit to Court final Rule 26(f) Report with explanation (.50); conference with S. Rochester and M. Justus regarding how to address Court's issues (.80); renewed telephonic hearing with Court regarding Motion to Exclude (.30); conference with S. Rochester, M. Justus and K. Lockhart to follow up on telephonic hearing (.50); telephone conference with K. Smith regarding telephonic hearing (.30); email to S. Rochester regarding telephone conference with K. Smith (.20); continue to work on Motion for Summary Judgment (.80)	8.10
08 Nov 19	Lockhart, Kristin	Draft statement of undisputed material facts (4.00); continue drafting statement of undisputed material facts (4.00); review reply in support of motion to withdraw and provide comments regarding the same (1.30)	9.30
08 Nov 19	Thompson, Grace	Correspond with team regarding analysis of Charter's reply to motion to withdraw the reference (.50); prepare and organize materials regarding district court proceedings (.30); research previous bankruptcy cases under Judge Karas (2.40); prepare for teleconference with Chambers regarding expert reports (.50); attend two teleconferences with Chambers related to expert reports (.60)	4.30
08 Nov 19	Rochester, Shaya J.	Review Charter reply brief in support of motion to withdraw the reference and prepare notes and actions items regarding same (.80); attend to issues regarding Charter reply brief in support of motion to withdraw the reference (.70); review summary of Kardos	3.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition (.30); attend telephonic conference with Judge Drain regarding discovery dispute (.40); attend to follow up with team and Mofo (.50); prepare for second telephonic conference with Court, including review of Rule 26 and Rule 29 (.40); attend second telephonic conference with Court (.30); attend to follow-up (.30)	
09 Nov 19	Lockhart, Kristin	Draft statement of facts (4.00); continue to draft and revise statement of facts (1.30)	5.30
11 Nov 19	Sieger, John P.	Reviewed and revised draft summary judgment brief (.60); supporting materials (.30); emails with S. Rochester and T. Ross regarding supporting declarations and ancillary filings (.30)	1.20
11 Nov 19	Vazquez, Christopher	Call with K. Lockhart regarding client declaration (.30); Draft client declaration in support of summary judgment motion (2.20); review revised statement of facts (1.00)	3.50
11 Nov 19	Justus, Michael R.	Revise summary judgment brief (2.30); meet with T. Ross and K. Lockhart regarding summary judgment statement of facts (1.30); revise summary judgment statement of facts (2.40); meet with K. Lockhart regarding the same (1.00)	7.00
11 Nov 19	Convissar, Craig A.	Assist M. Justus with research/drafting question for summary judgment brief (.40); call with S. Rochester regarding letter to court requesting surreply (.20); draft letter to court regarding surreply and call with S. Rochester regarding same (1.80); additional edits to letter to court regarding surreply based on S. Rochester feedback (.60)	3.00
11 Nov 19	Ross, Terence P.	Edit and revise draft Summary Judgment Motion (4.00); conference with M. Justus and K. Lockhart regarding statement of facts for Summary Judgment (1.00); continued editing of draft Summary Judgment Motion (2.80); continued editing of draft Summary Judgment Motion (2.00)	9.80
11 Nov 19	Lockhart, Kristin	Revise statement of facts (2.00); attend meeting with T. Ross and M. Justus regarding summary judgment motion (1.30); review VAR agreement and draft email to client (.30); draft email to A. Lewis regarding research regarding ISO summary judgment brief (.30); revise statement of facts (1.00); meet with M. Justus to discuss statement of facts (1.00); begin review of factual/record citation in statement of facts (.90); discussions and emails regarding declarations of facts in support of summary judgment with A. Lewis, C. Vazquez and G. Thompson (1.30); revise declaration of Paul Strickland ISO summary judgment (1.60); review declaration of attorney in support of motion for summary judgment (1.00)	10.70
11 Nov 19	Thompson, Grace	Continue research of previous bankruptcy cases under	6.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Judge Karas (1.00); prepare materials on the same (.30); draft email to K. Lockhart regarding Charter's Proofs of Claim (.30); calls with K. Lockhart regarding citations to statement of facts (.40); review court transcripts on preliminary injunction motion (.30); review and cite-check statement of undisputed facts (3.40); provide comments to K. Lockhart regarding redactions on the same (.60)	
11 Nov 19	Rochester, Shaya J.	Review and provide extensive comments on draft brief in support of Motion for Summary Judgment (3.80); correspondence with team regarding other pleadings to be filed on Friday, including sealing motion, notices of hearing and other ancillary pleadings (.80); research issues for MSJ (1.30); review and provide comments on draft letter motion to District Court (.90); call with C. Convissair regarding same (.20)	7.00
11 Nov 19	Lewis, Anne	Research and summarize cases interstate commerce and advertisements (2.30); draft attorney declaration citations (2.40)	4.70
12 Nov 19	Sieger, John P.	Emails with Katten team regarding summary judgment issues (.20); review case management order regarding same (.20); reviewed and revised summary judgment brief (.70)	1.10
12 Nov 19	Vazquez, Christopher	Review bankruptcy code regarding summary judgment and Chapter 11 proceedings (1.50); review draft summary judgment brief (1.00)	2.50
12 Nov 19	Justus, Michael R.	Revise statement of facts in support of summary judgment motion (2.20); confer with K. Lockhart regarding same (1.00); further revise the same (2.00); attend meeting regarding statement of facts (.60)	5.80
12 Nov 19	Wong, Anthony	Analyze cases and organize materials (1.10)	1.10
12 Nov 19	Werlinger, Eric T.	Discuss Charter's reply in support of its motion for withdrawal with S. Rochester and T. Ross (.60); conduct legal research regarding constitutional authority of bankruptcy judges to adjudicate matters (1.30)	1.90
12 Nov 19	Convissar, Craig A.	Call with S. Rochester regarding procedures for motions in SDNY (.10); review further edits to letter to court seeking surreply (.30); review transcript of R. Borders deposition for errors and accuracy (1.60)	2.00
12 Nov 19	Ross, Terence P.	Continue revising summary judgment brief (3.90); conference with K. Lockhart regarding pleadings required for summary judgment (.50); meeting with M. Justus and K. Lockhart regarding statement of facts (.60); further revise summary judgment brief (3.40); call with E. Werlinger and S. Rochester regarding Charter's reply in support of its motion to withdraw the reference (.60); call with S. Rochester regarding summary judgment brief (.30); further review and revise summary judgment brief (2.00)	11.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Nov 19	Lockhart, Kristin	Review record citations in Statement of Facts (.60); continue review citations in Statement (.60); attend meeting to discuss edits to Statement of Facts (.60); review local rules and federal rules on requirement for filing (1.50); discuss with S. Rochester rules regarding same (.60); discuss Statement of Facts with M. Justus (1.00); revise Statement of Facts and send to T. Ross (.90); discuss with T. Ross procedure for filing for Summary Judgment (.50); review documents produced by Charter and Windstream to confirm improper notice of disconnection of service under VAR agreement (1.30); further review documents in support of Statement of Facts (1.00); revise declaration of attorney in support of Summary Judgment (1.00); provide M. Justus with list of edits to Statement of Facts (.30); begin review of declaration of client in support of Summary Judgment (.60); correspond with G. Thompson regarding statement of facts and cite-checking (.60)	11.10
12 Nov 19	Thompson, Grace	Prepare and organize materials related to withdrawal of the reference proceeding (.50); correspond with K. Lockhart regarding cite checking statement of facts (.30); correspond with K. Lockhart regarding rules for filing summary judgment accompanying documents (.30); research precedent related to supporting materials for summary judgment brief (1.90); calls with S. Rochester on the same (.60); coordinate cite-checking assignment with K. Lockhart and paralegals (.20); draft motion and proposed order for summary judgment (2.20); meeting with S. Rochester regarding notices and motion for summary judgment (.30)	6.30
12 Nov 19	Rochester, Shaya J.	Office conference with G. Thompson regarding MSJ (.30); review and provide further comments on letter to District Court requesting leave to file sur-reply (.40); attend to issues regarding motion to withdraw the reference (.70); attend to research issues regarding MSJ (.70); call with K. Lockhart regarding same (.60); calls with G. Thompson regarding same (.60); attend to issues regarding MSJ (.50); call with T. Ross regarding MSJ issues (.30); call with E. Werlinger and T. Ross regarding motion to withdraw the reference (.60); attend to issues regarding Motion for Summary Judgment (1.30); proposed Form of Order and Notice of Motion (1.10); review and provide further comments on Brief in Support of Motion for Summary Judgment (.50)	7.60
12 Nov 19	Lewis, Anne	Research case law interstate commerce and Lanham Act issues (.90)	0.90
13 Nov 19	Sieger, John P.	Emails with M. Justus and S. Rochester regarding required redactions (.20); review E. Werlinger analysis	1.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		of reply brief caselaw (.20); emails with S. Rochester and Z. Modabber regarding filing and notice of all summary judgment materials (.20); review supporting statement and declarations (.30); review turn of summary judgment brief (.20)	
13 Nov 19	Lessner, Renee	Attend part of meeting with M. Justus, T. Ross and K. Lockhart regarding statement of facts and evidence to be used for exhibits (.40); collect and review documents for use as exhibits for declarations (2.20); review citations in summary judgment brief and statement of facts and pull related documents (1.40)	4.00
13 Nov 19	Justus, Michael R.	Revise summary judgment brief (1.90) meeting with T. Ross and K. Lockhart regarding statement of material facts (2.00); revise statement of facts (.90); further revise motion for summary judgment and proposed order (.90); additional discussions with K. Lockhart regarding statement of facts (.70)	6.40
13 Nov 19	Wong, Anthony	Perform substantive and proposition cite check of summary judgment brief (3.30); pull cases and assist with revisions (1.90)	5.20
13 Nov 19	Werlinger, Eric T.	Conduct legal research and draft analysis regarding constitutional authority of bankruptcy judges to adjudicate matters (2.20); correspond with S. Rochester regarding the same (.20)	2.40
13 Nov 19	Convissar, Craig A.	Review emails from E. Werlinger regarding letter to court about surreply (.30); additional review of R. Borders deposition transcript for accuracy/errors (.70)	1.00
13 Nov 19	Ross, Terence P.	Review M. Justus edits to Summary Judgment brief (1.00); work on revising declarations for Summary Judgment brief (.50); conference with M. Justus and K. Lockhart regarding work on Summary Judgment brief and statement of facts (2.00); review S. Rochester edits to Summary Judgment brief (1.00); edit and revise draft Summary Judgment brief (.50); review and edit draft Notice of Motion and Proposed Order (1.00); edit and revise draft Summary Judgment Statement of Facts (2.50); review K. Smith comments on Summary Judgment brief (.50); edit and revise declaration and draft Statement of Facts (3.10); discussions with K. Lockhart regarding same (.90)	13.00
13 Nov 19	Lockhart, Kristin	Discussions with T. Ross and M. Justus regarding statement of facts (1.60); compile documents in support of Statement of Facts (1.30); revise Strickland declarations (2.60); attend meeting with T. Ross and M. Justus regarding Statement of Facts (2.00); compile exhibits for Strickland declaration (1.00); revise Statement of Facts (2.00); revise Statement of Facts and declarations (1.80); calls with team regarding summary judgment (.50)	12.80
13 Nov 19	Thompson, Grace	Pull record case document and record citations per	4.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		follow-up from K. Lockhart for statement of facts (.90); draft notice of motion for summary judgment (.40); calls with S. Rochester regarding sealing summary judgment pleadings (.30); prepare exhibits for Summary Judgement pleadings (1.00); review first day orders and pull relevant citations for statement of facts (1.00); review previous sealing documents (.20); draft proposed sealing order and email to Chambers on the same (.30); discussions with S. Rochester regarding Friday filing (.40)	
13 Nov 19	Rochester, Shaya J.	Review and provide further comments on Memorandum in Support of Summary Judgment (1.30); further revise based on comments provided by T. Ross (.60); review and provide comments on Motion for Summary Judgment (1.70) and Proposed Form of Order (.60); attend to research issues regarding motion to withdraw the reference (.70); review and provide further comments on revised Memorandum in Support of Summary Judgment (.30); call with G. Thompson regarding sealing motion (.30); call with B. Churbuck regarding research issues on the MSJ (.20); review and provide comments on the Notice of Hearing on the Motion for Summary Judgment (1.00); calls with G. Thompson, K. Lockhart and M. Sienna to coordinate filing of MSJ (.90); review Strickland and Auman Declarations in Support of Summary Judgment (.50)	8.10
13 Nov 19	Churbuck, Bryant	Review select case law regarding property of the estate and contractual rights (1.40); prepare portion of Debtors' motion for summary judgment (.50); call with S. Rochester regarding same (.20)	2.10
14 Nov 19	Sieger, John P.	Review and revise statement of facts in support of summary judgment motion (.30); emails with S. Rochester and T. Ross as to same (.10); review revised motion and order (.30); review motion to seal (.20)	0.90
14 Nov 19	Lessner, Renee	Pull additional documents for inclusion with exhibits to declarations and motion per edits (.70); meeting with M. Justus, T. Ross and K. Lockhart (.90)	1.60
14 Nov 19	Justus, Michael R.	Revise record citations in statement of facts and summary judgment brief (1.20); confer with T. Ross, K. Lockhart, and R. Lessner regarding citations in statement of facts and brief (.90); revise motion for summary judgment, proposed order, and notice of motion (2.40); revise summary judgment brief and statement of facts (.90); confer with T. Ross regarding summary judgment brief (.30)	5.70
14 Nov 19	Werlinger, Eric T.	Draft language regarding Charter's argument (.40)	0.40
14 Nov 19	Convissar, Craig A.	Final review of Borders deposition transcript for accuracy (.90)	0.90
14 Nov 19	Ross, Terence P.	Continue drafting and revising summary judgment	12.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		brief (3.90); draft emails to team regarding summary judgment filing (.60); draft emails to client regarding the same (.40); meeting the M. Justus, K. Lockhart and R. Lessner regarding exhibits for motion and declarations (.90); further review and revising summary judgment brief (3.10); revise and revise statement of facts (3.60); discussions with M. Justus regarding brief (.30)	
14 Nov 19	Lockhart, Kristin	Revise Strickland declaration in support of summary judgment (3.30); meeting with T. Ross, M. Justus and R. Lessner regarding citations in summary judgment pleadings (.90); revise Auman and Thompson declarations in support of summary judgment (3.90); review and compile exhibits for Strickland declaration (3.00); begin redacting information in Thompson declaration and exhibits (2.60); calls with G. Thompson regarding declaration exhibits (.30)	14.00
14 Nov 19	Thompson, Grace	Discussions with M. Siena and S. Rochester regarding filing procedures for Summary Judgment pleadings (.60); draft sealing motion, notice and proposed order for summary judgment pleadings (3.50); prepare cover letters for Chambers, UST and Court Clerk copies of summary judgment pleadings (.80); review and provide comments on statement of facts (1.00); review and provide comments on summary judgment brief (1.50); calls with K. Lockhart regarding preparation of declaration exhibits (.30); further revise sealing notice and motion per comments from S. Rochester (1.60); review and incorporate comments from team on motion for summary judgment and proposed order (.60); make global changes to all summary judgment documents regarding titles, formatting and contact information (.50); further revise summary judgment motion and proposed order, and sealing motion and proposed order per comments from S. Rochester (.30); continue preparing exhibits for summary judgment pleadings (.50)	11.20
14 Nov 19	Rochester, Shaya J.	Attend to issues regarding notice of motion, motion, proposed order and sealing motion and office conference with G. Thompson regarding foregoing pleadings (.60); review litigation team comments to Notice of Motion, Motion for Summary Judgment and Proposed Form of Order (.50); attend to issues regarding motion to withdraw the reference (.30); review and provide comments on Statement of Facts (.90); review and provide further comments on Statement of Facts (.70); review and provide further comments on Memorandum in Support of Summary Judgment (1.60); review and provide comments on Notice of Sealing Motion, Sealing Motion, Proposed	6.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Nov 19	Sieger, John P.	Order and accompanying email (1.80) Emails with S. Rochester and G. Thompson regarding motion to seal (.20)	0.20
15 Nov 19	Siena, Marie	Assemble documents in the proper format for filing on the court's docket system (1.60); file several documents with various exhibits on the courts docket system (1.30); prepare chambers copies and UST copies of filed documents (3.90); assemble binders of filed documents (1.50)	8.30
15 Nov 19	Justus, Michael R.	Review sealing motion and proposed order (.70); confer with T. Ross regarding summary judgment motion and statement of facts (.80); review schedule for dispositive motions and pretrial requirements and plan for same (.80); review summary judgment pleadings filed by Charter (.90)	3.20
15 Nov 19	Convissar, Craig A.	Review Kardos expert deposition transcript (2.20)	2.20
15 Nov 19	Ross, Terence P.	Further review and revise summary judgment brief (3.60); further review and revise statement of facts (3.40); calls with G. Thompson and K. Lockhart regarding filing of summary judgment pleadings (.30); discussion with M. Justus regarding the same (.80); final review of summary judgment declarations and exhibits (2.70); discussions regarding filing and exhibits with K. Lockhart (.70)	11.50
15 Nov 19	Lockhart, Kristin	Redact documents for summary judgment fling (2.70); discussions with G. Thompson regarding exhibit preparation (.60); compile and further redact exhibits to declarations for summary judgment filings (3.30); further discussions with G. Thompsons regarding exhibit redactions (.50); discussions with T. Ross and G. Thompson regarding filing (.30); discussions with T. Ross regarding exhibits (.70); calls with S. Rochester regarding summary judgment filing (.60); coordinate and assist with summary judgment filing (2.30)	11.00
15 Nov 19	Thompson, Grace	Review and revise bluebook citations in summary judgment brief (.50); calls with K. Lockhart regarding redactions of Walker, Sites and Rapp deposition excerpts (.50); perform redactions on depositions for use as summary judgment exhibits (2.10); discussions with K. Lockhart regarding exhibit preparation (.60); continue finalizing exhibits for summary judgment motion declarations (2.60); finalize remaining documents for summary judgment filing (1.10); calls with S. Rochester regarding final summary judgment filing action items (.30); coordinate filing of summary judgment motion and supporting documents (2.40); calls with docketing team regarding the same (.20); calls with T. Ross and K. Lockhart regarding the same (.30); review and organize Windstream's as-filed	14.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Nov 19	Rochester, Shaya J.	summary judgment pleadings (.80); review and prepare unredacted materials for Chambers and UST (.80); review and organize Charter's summary judgment motion and supporting documents (2.40); draft emails to team circulating various filed documents (.30) Review and provide further comments on Sealing Papers and cover email to accompany them (.80); review pleadings for filing (.90); attend to issues regarding Charter motion to withdraw the reference (.30); review and provide comments on Thompson Declaration and Auman Declaration (.50); calls with K. Lockhart regarding status of filing (.60); call with G. Thompson regarding filing (.30)	3.40
16 Nov 19	Sieger, John P.	Begin review of Charter's summary judgment filings (1.10)	1.10
16 Nov 19	Lockhart, Kristin	Draft email to client with summary judgment motion filed on behalf of Charter (.40); review and reply to correspondence from S. Rochester (.30)	0.70
16 Nov 19	Rochester, Shaya J.	Review Charter MSJ pleadings (.70); review Charter motion to exclude Windstream damages expert (.50); review Charter opposition to request to strike two Charter experts (.50); communications with team regarding same (.30)	2.00
17 Nov 19	Justus, Michael R.	Analyze summary judgment papers filed by Charter (3.30)	3.30
17 Nov 19	Werlinger, Eric T.	Review, revise, and circulate draft letter regarding request for sur reply in opposition to Charter's motion to withdraw the bankruptcy reference (.60)	0.60
17 Nov 19	Convissar, Craig A.	Review of as-filed summary judgment motion and affidavits (1.50); review of motion to seal (.30)	1.80
17 Nov 19	Ross, Terence P.	Review Motion for Summary Judgment filed by Charter (3.00)	3.00
18 Nov 19	Sieger, John P.	Review summary judgment motion and portions of supporting filings (1.40); review unredacted statement of uncontroverted facts (.30); emails with S. Rochester regarding Statement of Facts objection (.20)	1.90
18 Nov 19	Siena, Marie	File letter requesting teleconference on the court's docket (.30); attention to emails regarding same (.10)	0.40
18 Nov 19	Holub, Matthew M.	Review motion to exclude J. Jarosz (.80); review Lanham Act research requested by K. Lockhart (.60)	1.40
18 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (1.60)	1.60
18 Nov 19	Vazquez, Christopher	Review Windstream summary judgment filings (.50); Review Charter's summary judgment filings (1.50)	2.00
18 Nov 19	Justus, Michael R.	Confer with T. Ross, K. Lockhart, and S. Rochester regarding Charter's summary judgment filings (1.30); review legal research regarding consumer survey evidence (2.60); outline arguments for opposition to Charter's summary judgment brief (1.80); analyze consumer survey submitted by Charter (1.00)	6.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
18 Nov 19	Convissar, Craig A.	Review Charter's motion to exclude expert testimony of J. Jarosz (1.50); review Charter's opposition to motion to strike rebuttal reports of Borders and Ostberg (.80); review Charter's cross-motion for summary judgment (1.20)	3.50
18 Nov 19	Ross, Terence P.	Conference with M. Justus, K. Lockhart and S. Rochester regarding responding to Charter's summary judgment pleadings (1.30); telephone conference with K. Lockhart regarding follow-up research (.40); draft letter to Judge Drain regarding Charter's statement of facts (1.10); multiple email exchanges with K. Smith regarding the same (.50); read and analyze Charter's motion to exclude Jarosz (2.40); multiple telephone conferences with G. Thompson regarding information for letter to Judge Drain (.50); finalize letter to Judge Drain regarding Charter's statement of facts (.80)	7.10
18 Nov 19	Lockhart, Kristin	Discuss with T. Ross, M. Justus and K. Lockhart regarding Charter's summary judgment pleadings and follow-up research (1.30); draft email to S. Rochester regarding Jarosz testimony (.30); draft email to opposing counsel with courtesy copies of filings (.40); draft follow-up emails to team regarding Charter's summary judgment filings (.90)	2.90
18 Nov 19	Thompson, Grace	Review and revise cover letters to Chambers, UST and Court clerk cover letters (.30); review and circulate unredacted pleadings by charter (1.50); call with T. Ross regarding case management order rules (.50); further review, organize and circulate summary judgment pleadings (2.90); correspond with T. Ross and M. Justus regarding the same (.30); review and revise letter to chambers requesting a telephonic conference (1.40); finalize and coordinate filing of letter to chambers (.50)	7.40
18 Nov 19	Rochester, Shaya J.	Call with T. Ross, M. Justus and K. Lockhart regarding MSJ pleadings filed by Charter (1.30); review Charter opposition to Windstream request to strike Charter expert reports (1.00); review MSJ pleadings filed by Charter and begin research on various issues raised and take notes regarding bankruptcy-related topics (1.30); review and provide comments to letter to Chambers regarding Charter violation of CMO concerning Statement of Facts (.50); correspondence with T. Ross and G. Thompson regarding same (.30); review Charter Daubert motion to exclude Windstream's expert witness (1.40)	5.80
18 Nov 19	Lewis, Anne	Review filed summary judgment briefs (1.20); research, analyze and summarize cases cited in Charter's summary judgments brief (2.90)	4.10
19 Nov 19	Holub, Matthew M.	Review briefing on J. Jarosz (.90); research case law regarding hearsay (1.30); research case law regarding	4.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Nov 19	Mazur, Julia L.	best evidence (1.20); review Windstream statement of undisputed facts (.30); review Charter motion for summary judgment (.30); review J. Jarosz report (.20) Analyze Charter's summary judgment briefs (1.90); conduct follow-up research regarding Lanham Act issues (2.30); conduct further legal research for Windstream's opposition brief (2.40)	6.60
19 Nov 19	Justus, Michael R.	Revise letter to Court regarding Charter's motion to withdraw reference (.30); prepare arguments against Charter's expert reports (1.10); confer with S. Rochester and T. Ross regarding expert issues (.30)	1.70
19 Nov 19	Ross, Terence P.	Edit and revise letter to Judge Karas seeking permission to file sur-reply (2.30); read email from S. Rochester regarding case strategy (.30); review exhibits in support of Motion to Exclude Damages Expert (1.00); email exchange with J. Kingston regarding Charter statement of facts (.30); review exhibits in support of Motion to Exclude Damages Expert (1.00); telephone conference with S. Rochester regarding research projects and strategy (.50); read email from S. Butler comments on Ostberg expert report (.30); email to K. Smith regarding letters filed with court (.30); read letter from Charter responding to Windstream's (.50); email to K. Smith regarding Charter letter filing (.30); discussions with S. Rochester and M. Justus regarding experts (.30); calls with K. Lockhart and G. Thompson regarding Charter's letter response on CMO (.90)	8.00
19 Nov 19	Lockhart, Kristin	Review Charter's Memorandum in Support of its Motion for Summary Judgment (1.60); review Kardos transcript and reply to J. Wakolbinger regarding designations questions (.60); discussions with G. Thompson an T. Ross regarding CMO and response from Charter (.90); review correspondence from team regarding CMO (.30); draft email to Analysis Group (.30)	3.70
19 Nov 19	Thompson, Grace	Calls with S. Rochester regarding Case Management Order regarding and Charter's compliance (.50); review and assemble exhibit to letter to district court requesting surreply (.50);review Charter's letter to chambers regarding the same (.30); research case precedents relevant to Charter's summary judgment argument (1.30); discussions with K. Lockhart and T. Ross regarding the same (.90)	3.50
19 Nov 19	Rochester, Shaya J.	Attend to case calendar for Windstream (.30); prepare work-streams list for T. Ross (.30); teleconference with Chambers regarding potential teleconference regarding discovery dispute (.20); review cases related to Charter motion for summary judgment (.50); review and provide comments on letter to Judge Karas (.30); call	3.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with T. Ross regarding work-stream in Charter litigation (.50); calls with G. Thompson regarding research issues related to Charter MSJ (.50); finalize letter to Judge Karas (.30); review Charter response letter to Windstream letter regarding Charter statement of facts and correspondence with team regarding same(.50); discussions with T. Ross and M. Justus regarding experts (.30)	
19 Nov 19	Lewis, Anne	Research, analyze, and summarize cases cited in Charter's summary judgment brief (3.90)	3.90
20 Nov 19	Holub, Matthew M.	Review J. Jarosz expert report, draft summary of same (.90); teleconference with K. Lockhart regarding J. Jarosz report (.20); correspond with expert team (.30); review R. Borders report (.60); review H. Ostberg report (.50); review all exhibits to motion to exclude J. Jarosz (2.70); draft outline for Daubert opposition (1.60); review case management order (.10)	6.90
20 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (4.10); draft analysis regarding Lanham Act false advertising issues (1.00)	5.10
20 Nov 19	Vazquez, Christopher	Case law research regarding Charter's summary judgment arguments (2.50); case law research regarding Lanham Act materiality (2.50); Review Charter's summary judgment arguments (.70)	5.70
20 Nov 19	Werlinger, Eric T.	Correspond internally with Windstream team to discuss process for drafting sur reply in opposition to Charter's motion to withdraw the bankruptcy reference (.70)	0.70
20 Nov 19	Convissar, Craig A.	Review Judge Karas order regarding surreply to motion to withdraw reference (.10); call with S. Rochester regarding surreply (.10); begin to draft and edit initial pieces of surreply (2.70)	2.90
20 Nov 19	Ross, Terence P.	Work on opposition to Motion to Exclude Damages Expert (2.30); review District Court Order regarding grant of surreply (.20); email from K. Smith regarding Charter letter to Judge Drain (.20); email exchange with S. Rochester regarding Analysis Group (.30); email exchange with K. Smith regarding case (.30); telephone conference with S. Rochester regarding issues in Summary Judgment brief (.50); continued work on opposition to Motion to Exclude Damages Expert (1.80); work on surreply brief for District Court (2.50); read email from Court regarding Charter and CMO (.30); discussions with K. Lockhart and S. Rochester regarding surreply (.30)	8.70
20 Nov 19	Lockhart, Kristin	Draft email to S. Rochester regarding Analysis Group (.30); draft email to Sodikoff regarding Opposition to Exclude Jarosz (.30); draft email to expert regarding Charter's motion to exclude his testimony (1.00); discussions with T. Ross and S. Rochester regarding	3.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Order on Motion to Leave to File Surreply (.30); review correspondence regarding case law research (.30); review research and Opposition to Motion to Exclude and draft email to expert regarding same (.60); exchange correspondence with team regarding issues to research regarding Summary Judgment motion (1.00)	
20 Nov 19	Thompson, Grace	Continue researching case precedents relevant to Charter's summary judgment argument (.90); discuss the same with S. Rochester (.50)	1.40
20 Nov 19	Rochester, Shaya J.	Attend to issues regarding expert reports (.50); attend to issues regarding surreply brief in District Court regarding motion to withdraw the reference (.50); office conference with B. Churbuck to discuss research issues for objection to Charter MSJ (.50); research issues for objection to Charter MSJ (.70); prepare outline for surreply brief in District Court regarding motion to withdraw the reference (1.00); call with Chambers regarding scheduling teleconference (.20); prepare engagement letter for expert (.50); call with T. Ross regarding research issues in connection with MSJ (.50); research issues related to objection to Charter MSJ (.50); attend to issues regarding surreply brief (.40); correspondence with team regarding experts (.50); call with K. Lockhart and T. Ross regarding surreply (.30)	5.70
20 Nov 19	Lewis, Anne	Research and analyze cases cited in Charter's summary judgment brief (3.70); summarize the same (2.40)	6.10
20 Nov 19	Churbuck, Bryant	Conference with S. Rochester regarding Charter's motion for summary judgment (.50); review Charter's motion for summary judgment (.40)	0.90
21 Nov 19	Smith, Robert T.	Speak with S. Rochester about sur-reply (.30); review filings related to motion to withdraw (3.90)	4.20
21 Nov 19	Holub, Matthew M.	Correspond with K. Lockhart regarding factfinder issue (.20); discuss outline of Daubert opposition with B. Sodikoff (.40); draft outline of responses to Daubert (1.20); review comments on Daubert (.60); prepare for and attend teleconference regarding Daubert (.60); analyze case law on hearsay (2.10); analyze case law on commercial advertising and promotion (.20); draft memorandum on research (1.40)	6.70
21 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (1.30)	1.30
21 Nov 19	Vazquez, Christopher	Research case law regarding materiality element of Lanham Act claim (1.20); call with K. Lockhart regarding same (.30); draft and circulate summary of case law research (1.50); correspondence regarding summary judgment response (.40); review summary judgment filings and damages filings (.50)	3.90
21 Nov 19	Justus, Michael R.	Review legal research for summary judgment	1.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Nov 19	Convissar, Craig A.	opposition brief (1.20) Additional drafting of surreply regarding Charter representations in reply memo in support of motion to withdraw reference (2.40); calls with S. Rochester regarding same (.10)	2.50
21 Nov 19	Ross, Terence P.	Work on surreply brief in opposition to Motion to Withdraw (.70); work on opposition to Charter Summary Judgment motion (2.00); review research on consolidation issue and telephone conference regarding same with S. Rochester (2.30); read critique prepared by Analysis Group of Motion to Exclude Damages Report (3.00); discussions and coordinate with G. Thompson and K. Lockhart regarding exhibitsd and call center transcripts (1.00)	9.00
21 Nov 19	Lockhart, Kristin	Review case law research from C. Vazquez (2.00); discussion regarding same (.30); review CMO and Judge Drain's rules regarding page length of briefs and replies and draft email regarding same (.60); discuss with G. Thompson and T. Ross call center transcripts (1.00); provide M. Holub with files for expert report (.30); draft email to T. Ross regarding comments from expert on Charter's motion to exclude (.30); exchange correspondence with M. Holub and T. Ross regarding bench trial (.30)	4.80
21 Nov 19	Thompson, Grace	Calls with S. Rochester regarding sending copies of pleadings to Chambers (.70); emails with team regarding uploading unredacted copies of pleadings to chambers (.50); discussions with K. Lockhart and T. Ross regarding the same (1.00); calls with Judge Drain's chambers staff regarding the same (.30); prepare and organize unredacted copies of exhibits to send to chambers (3.10); meet with B. Churbuck regarding research for opposition to Charter's summary judgment brief (.30); discussions with S. Rochester regarding additional summary judgment research (.60)	6.50
21 Nov 19	Rochester, Shaya J.	Communications with G. Thompson regarding unredacted documents (.70); call with R. Smith regarding surreply to Charter Motion to Withdraw the Reference (.50); call with B. Churbuck regarding research issues on objection to Charter MSJ (.50); office conference with G. Thompson regarding same (.30); call with G. Thompson regarding MSJ research (.30); call with B. Churbuck regarding research issues on objection to Charter MSJ and attend to follow-up (1.00); attend to issues regarding surreply brief in opposition to Charter motion to withdraw the reference (.40); office conference with B. Churbuck to discuss MSJ research (.30); prepare outline of arguments for MSJ issue (.50); attend to issues regarding MSJ	5.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		research (.30); call with B. Churbuck regarding MSJ research (.40)	
21 Nov 19	Lewis, Anne	Further research and analyze cases cited in Charter's summary judgment brief (2.90); summarize the same (1.00)	3.90
21 Nov 19	Churbuck, Bryant	Review and analyze Charter's motion for summary judgment (1.00); call with S. Rochester regarding research issues for objection to Charter's motion for summary judgment (.50); review and analyze Charter's statement of undisputed facts, with attention to debtor entities issue (.90); call with S. Rochester regarding research on the same (.60); research case law regarding parent corporation and subsidiary standing questions (2.20); research case law regarding FRCP 26 disclosure requirements (1.80); research case law regarding parent corporation and subsidiary damages questions (1.90); meeting with S. Rochester regarding research (.30); discussion with G. Thompsons regarding the same (.30)	9.50
22 Nov 19	Larsen, Ryan	Review and analyze J. Kamin deposition transcript (2.00); research and outline potential Daubert motion (1.50)	3.50
22 Nov 19	Stagman, David J.	Discussion with S.Rochester regarding preparation of Daubert motion and begin reviewing lengthy Motions for Summary Judgment and for Preliminary Injunction (3.00)	3.00
22 Nov 19	Smith, Robert T.	Analyze Windstream's and Charter's previous pleadings in motion to withdraw the reference proceeding (2.00); outline and draft surreply in further opposition to Charter's motion to withdraw the reference on counts I through V (3.10); call with S. Rochester regarding the same (.50); further draft and revise surreply (3.20); discussion with E. Werlinger regarding the same (.30)	9.10
22 Nov 19	Holub, Matthew M.	Analyze case law on hearsay (.30); analyze case law on commercial advertising and promotion (.30); draft memorandum on evidence (1.80); analyze case law regarding damages (1.10); research case law regarding best evidence (1.70); analyze case law regarding best evidence (.30); correspond with damages expert (.10); research case law regarding evidence admissibility (1.10); discuss experts reports with J. Mazur (.20); review M. Kardos deposition excerpts (.20); draft outline of responses to Daubert (1.40)	8.50
22 Nov 19	Mazur, Julia L.	Review and analyze expert reports (2.00); discuss expert reports with M. Holub (.20); conduct legal research regarding Linham Act false advertising issues (3.50)	5.70
22 Nov 19	Wakolbinger, Jeffrey A.	Analyze strategy regarding potential Daubert motion regarding M. Kardos (.80)	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
22 Nov 19	Justus, Michael R.	Begin drafting opposition brief to Charter's motion for summary judgment (3.10)	3.10
22 Nov 19	Werlinger, Eric T.	Discuss sur reply in support of opposition to Charter's motion to withdraw the bankruptcy reference with R. Smith (.30)	0.30
22 Nov 19	Convissar, Craig A.	Research - internal file system for documents with relevant Daubert case law (2.10)	2.10
22 Nov 19	Ross, Terence P.	Continue drafting opposition to Motion to Exclude Damages Expert (3.50); work on surreply to Motion to Withdraw (2.30); multiple email exchanges with team regarding surreply (.50); call with S. Rochester regarding outstanding summary issues (.50)	6.80
22 Nov 19	Lockhart, Kristin	Review research from M. Holub regarding campaign advertising and evidentiary objections (.60)	0.60
22 Nov 19	Thompson, Grace	Review, organize and circulate materials to new team members (.90); calls and emails with Judge Drain's chambers regarding unredacted pleadings (.40); calls with S. Rochester regarding the same (.50); prepare and organize materials regarding the same (.20)	2.50
22 Nov 19	Rochester, Shaya J.	Correspondence with team regarding research on MSJ issues (.50); review cases cited by Charter in the MSJ brief (.20); attend to issues regarding Borders expert report (.30); call with T. Ross to discuss work-streams and attend to follow-up (.50); call with D. Stagman to discuss drafting Daubert motion (.30); attend to follow-up (.50); call with B. Churbuck regarding MSJ research (.30); attend to issues regarding motion to withdraw the reference (.70); go through Windstream work-streams and key tasks between now and hearings on December 18 (.70); call with G. Thompson regarding submission to Chambers (.50)	4.50
22 Nov 19	Lewis, Anne	Research and summarize case law related to excluding rebuttal expert testimony for exceeding the scope of a proper rebuttal (2.40)	2.40
22 Nov 19	Churbuck, Bryant	Research legal framework for damages and cost awards under the Lanham Act (2.00); research state-specific legal framework for damages and costs awards based on complaint counts (2.30); draft insert for summary judgment opposition brief on the same (3.40); discussion with S. Rochester regarding research (.30)	8.00
23 Nov 19	Smith, Robert T.	Revise and edit draft surreply (1.50)	1.50
23 Nov 19	Holub, Matthew M.	Review J. Jarosz deposition and draft notes on same (2.60); revise Daubert opposition outline based on J. Jarosz deposition (1.10); review Windstream's memorandum of law in support of summary judgment (.80); review Kamin expert report (.20); distinguish case law cited in Daubert (1.60); research and analyze case law cited in Daubert motion (1.70); research case law on lost profits calculations (1.90)	9.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
23 Nov 19	Werlinger, Eric T.	Review and comment on draft sur reply circulated by R. Smith (1.40)	1.40
23 Nov 19	Rochester, Shaya J.	Review correspondence from team (.30); review draft surreply (.20); review insert for MSJ (.20)	0.70
23 Nov 19	Churbuck, Bryant	Continue drafting insert for opposition to summary judgment brief regarding damages and costs to the debtors (3.10); perform follow-up research on the same (1.80); further revise opposition brief section on the same (2.30)	7.20
24 Nov 19	Stagman, David J.	Initial review of R.Borders expert report (1.80); begin reviewing R.Borders deposition transcript (1.40)	3.20
24 Nov 19	Sodikoff, Brian	Analyze memorandum in support of Daubert motion to exclude Mr. Jarosz in order to assist with response (2.40); reading exhibits underlying the memorandum including relevant portions of the deposition testimony of Mr. Jarosz to prepare responsive brief (3.40); analyzing Mr. Jarosz expert report subject to the motion to exclude in order to be able to prepare responsive brief (.80)	7.60
24 Nov 19	Smith, Robert T.	Review proposed edits and comments to draft surreply (.80)	0.80
24 Nov 19	Holub, Matthew M.	Research and analyze case law on Daubert decisions related to lost profits (2.20); research and analyze case law on Daubert decisions related to sufficiency of data (1.80); review Windstream memorandum of law in support of summary judgment for facts to use in Daubert opposition (1.10); review M. Kardos deposition for use in Daubert opposition (1.10); research and analyze case law on foundational background for expert opinions (.80); revise outline to Daubert based on analysis of case law (2.10)	9.10
24 Nov 19	Justus, Michael R.	Review and revise surreply brief in opposition to Charter's motion to withdraw the reference (1.30); continue drafting opposition to Charter's motion for summary judgment (3.90); further review and revise summary judgment opposition brief (2.00)	7.20
24 Nov 19	Convissar, Craig A.	Review current draft of surreply in motion to withdraw bankruptcy reference (.40)	0.40
24 Nov 19	Rochester, Shaya J.	Review and provide comments on draft surreply (.50); review and provide comments on insert for MSJ (1.10)	1.60
24 Nov 19	Churbuck, Bryant	Revise damages section of Opposition to Charter's Motion for Summary Judgment (1.30)	1.30
25 Nov 19	Stagman, David J.	Continue reviewing R. Borders deposition transcript (1.70); review Windstream expert report (2.00); begin outlining Daubert issues in preparation for team call (1.50)	5.20
25 Nov 19	Sodikoff, Brian	Analyze cases cited in support of Daubert to exclude Mr. Jarosz (2.40); research case law to counter legal arguments raised in memorandum to exclude Mr. Jarosz (3.10); outline response to memorandum in	7.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Nov 19	Holub, Matthew M.	support of Daubert to exclude Mr. Jarosz (1.80) Draft outline to Daubert (2.50); draft correspondence to K. Lockhart regarding Jarosz materials considered (.20); review case law in difference in difference models (.60); correspond with M. Justus regarding research (.30); draft opposition to Daubert (1.10); draft correspondence with expert (.10); analyze case law on statistics (.70); review correspondence from K. Lockhart regarding Daubert opposition (.20); review correspondence from expert regarding Jarosz report (.10)	5.80
25 Nov 19	Mazur, Julia L.	Review and analyze expert reports and transcripts (4.10); draft motion in limine (.80); conduct legal research for motion in limine (1.90)	6.80
25 Nov 19	Vazquez, Christopher	Correspond regarding summary judgment response research (.30); case law research regarding summary judgment response regarding Linham Act sections (3.40)	3.70
25 Nov 19	Wakolbinger, Jeffrey A.	Review transcript of M. Kardos deposition (2.00); analyze strategy for Daubert motion regarding same (2.10)	4.10
25 Nov 19	Justus, Michael R.	Confer with T. Ross regarding summary judgment briefing (.40); continue drafting opposition brief (2.70); confer with M. Holub regarding legal research for summary judgment briefing (.50); review legal research summaries for summary judgment briefing (1.10); prepare brief in opposition to Charter's motion for summary judgment (2.20); correspond with team regarding sur reply (.30)	7.20
25 Nov 19	Convissar, Craig A.	Review current draft of surreply (.50); research expert for motion for summary judgment opposition (.80)	1.30
25 Nov 19	Ross, Terence P.	Edit and revise draft surreply brief (3.00); confirm with M. Justus regarding opposition to Charter Summary Judgment Motion (.40); telephone conference with G. Thompson regarding pre-trial (.10); further edit and revise draft surreply brief (3.50); email exchange with S. Rochester regarding Borders report (.30); email exchange with G. Thompson regarding Dec. 18 hearing (.30); continued work on surreply in opposition to Motion to Withdraw Reference (2.00); email to S. Rochester, R. Smith and M. Justus regarding surreply brief (.30); edit draft Thompson Declaration for surreply (.50)	10.40
25 Nov 19	Lockhart, Kristin	Review and respond to correspondence from T. Ross, B. Churbuck, and M. Holub (1.60); perform research on citations for supporting testimony in Langston deposition (.60); draft email to M. Justus and M. Holub regarding legal research for opposition brief (.60)	2.80
25 Nov 19	Thompson, Grace	Draft emails to T. Ross providing case pleadings and facts (.20); draft emails to M. Justus providing various	1.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Nov 19	Rochester, Shaya J.	case pleadings and facts (.10); review and revise Thompson Declaration to Surreply to Motion to Withdraw the Reference (.40); call with T. Ross regarding rules for pre-trial conferences (.10); research rules regarding deadlines for pre-trial conference (.30); draft emails to T. Ross on the same (.30); draft email to K. Lockhart regarding the same (.20)	4.80
25 Nov 19	Churbuck, Bryant	Office conference with B. Churbuck regarding insert to MSJ brief and attend to follow-up (1.10); exchange emails with teram regarding surreply (.30); attend to issues regarding Daubert motion and communications with team regarding same (1.80); dial into Court's hearing (.60); review and provide comments on revised surreply brief in opposition to Charter motion to withdraw the reference (1.00)	0.30
26 Nov 19	Stagman, David J.	Prepare email to T. Ross, M. Justus, and K. Lockhart regarding Windstream's goodwill claims and disclosure (.30)	3.50
26 Nov 19	Sodikoff, Brian	Prepare for and participate in call with M.Ciani and S.Rochester regarding R.Borders Daubert motion (1.00); continue reviewing R.Borders deposition transcript and exhibits and begin reviewing draft Daubert pleadings from S.Rochester (2.50)	6.80
26 Nov 19	Smith, Robert T.	Continue research for cases supporting opposition to motion to exclude testimony of Mr. Jarosz (3.80); initial drafting of introduction in opposition to motion to dismiss Mr. Jarosz (1.50); analyze documents cited in Mr. Jarosz expert report to support response to motion to exclude testimony of Mr. Jarosz (1.50)	0.40
26 Nov 19	Holub, Matthew M.	Review and make further revisions to sur-reply (.40)	12.70
		Analyze case law on expert statistics (.70); revise outline to Daubert based on analysis of Jarosz dep. (2.30); review cases cited in Daubert (.80); draft correspondence with expert (.10); teleconference with K. Lockhart regarding hearsay and best evidence (.20); review memorandum in support of summary judgment for use in Daubert response (.60); teleconference with expert (.70); revise outline to Daubert opposition (introduction) (1.10); revise outline to Daubert opposition (use of data) (3.40); revise outline to Daubert opposition (assumptions) (2.80)	
26 Nov 19	Mazur, Julia L.	Conduct legal research regarding Daubert issues (3.90); call with M. Justus regarding summary judgment brief (.30); continue drafting motion in limine (2.10)	6.30
26 Nov 19	Vazquez, Christopher	Correspond regarding summary judgment response (.50); case law research on Lanham Act issues regarding summary judgment response (3.50)	4.00
26 Nov 19	Wakolbinger, Jeffrey A.	Conduct research for motion to preclude testimony of M. Kardos (2.80)	2.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
26 Nov 19	Justus, Michael R.	Confer with J. Mazur regarding expert witness issues (.30); prepare brief in opposition to Charter's motion for summary judgment (1.00); confer with T. Ross regarding summary judgment (.30); review expert report (.50); review legal research for summary judgment brief (.50); discussions with T. Ross regarding customer calls (.30)	2.90
26 Nov 19	Werlinger, Eric T.	Review Charter's motion for judgment and analyze case law cited therein (2.10); review background documents from litigation (1.30); create high-level outline of opposition brief (1.60)	5.00
26 Nov 19	Convissar, Craig A.	Research for S. Rochester and T. Ross regarding CMO restrictions (.60); review as-filed surreply in motion to withdraw reference (1.00)	1.60
26 Nov 19	Ross, Terence P.	Finalize Surreply and supporting declaration (2.00); conference with M Justus regarding audio of calls (.30); conference with K. Lockhart regarding filing Surreply (.20); work on opposition to motion for judgment on pleadings (1.50); telephone conference with S. Rochester regarding Dec. 18 hearing (.40); read best evidence cases on call recordings (.50); conference with K. Lockhart regarding call recordings (.60); email to K. Smith regarding Surreply (.30); conference with R. Furey regarding S. Butler issue (.50); work on opposition to motion for judgment on pleadings (1.30); revise opposition to motion for judgment on pleadings (1.20); multiple email exchanges with M. Justus regarding call recordings (.50); call with S. Rochester regarding upcoming hearing (.40)	10.20
26 Nov 19	Lockhart, Kristin	Review TRO/PI hearing transcript regarding customer calls (.60); attend teleconference regarding daubert motion to exclude Borders testimony (.60); review emails regarding discovery for evidence regarding customer calls (1.00); draft email to T. Ross regarding evidence of customer calls (1.00); discuss with T. Ross regarding customer call transcripts (.60); assign research to C. Vazquez (.30); review email from G. Thompson regarding deadlines (.30); conduct legal research on Charter's case law and draft email to M. Justus regarding same (1.90); conduct legal research for damages regarding breach of contract (1.90)	8.20
26 Nov 19	Rochester, Shaya J.	Attend to issues regarding surreply brief in opposition to Charter motion to withdraw the reference (.60); call with team regarding Daubert motions (.60); call with B. Churbuck regarding insert to objection to MSJ (.30); attend to issues regarding Daubert motion (.30); call with T. Ross to discuss December 18 hearing (.40); review and provide comments on insert for objection to MSJ (1.60)	3.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
26 Nov 19	Churbuck, Bryant	Prepare Opposition to Charter's Motion for Summary Judgment (3.50); telephone conference with S. Rochester regarding Opposition to Charter's Motion for Summary Judgment (.30); review J. Auman deposition (.70); review L. Langston deposition (.40); review S. Rochester feedback regarding Opposition to Charter's Motion for Summary Judgment (.60)	5.50
27 Nov 19	Stagman, David J.	Continue reviewing R. Borders deposition exhibits and draft Daubert pleadings from S. Rochester (2.00)	2.00
27 Nov 19	Sodikoff, Brian	Analyze first draft of response to Daubert on Jarosz (2.10); providing revisions to draft response to Daubert on Jarosz (1.40)	3.40
27 Nov 19	Holub, Matthew M.	Review correspondence from client regarding data (.10)	0.10
27 Nov 19	Mazur, Julia L.	Review and analyze expert reports and deposition transcript for motion in limine (3.20); Draft motion in limine (1.30)	4.50
27 Nov 19	Vazquez, Christopher	Draft and circulate case law research regarding unauthorized statements of sales representatives (2.50); shepardize defendant summary judgment cases and circulate summary of the same (2.50)	5.00
27 Nov 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of Matthew Kardos (2.00)	2.00
27 Nov 19	Justus, Michael R.	Prepare brief in opposition to Charter's motion for summary judgment (3.10); call with G. Thompson and K. Lockhart regarding pretrial conference (.30); further revise opposition brief (1.90)	5.30
27 Nov 19	Werlinger, Eric T.	Analyze and revise outline of argument (1.30); conduct legal research on Charter's argument for judgment on the pleadings (1.20); conduct legal research on Charter's argument for motion to dismiss for lack of jurisdiction (1.80); draft introduction (1.80)	6.10
27 Nov 19	Ross, Terence P.	Review and revise Daubert motions, including multiple email exchanges regarding factual predicates (1.80); review damages provisions of state statutes at issue (1.80); read Charter Motion to Accept or Reject Last Mile Contract and multiple email exchanges regarding same (3.00); telephone conference with S. Rochester regarding Motion to Accept or Reject (.30); continue drafting Daubert motions (1.00)	7.90
27 Nov 19	Lockhart, Kristin	Perform legal research on contract damages (3.00); draft email to M. Justus summarizing same (1.00); exchange emails with client regarding document relied on by Jarosz in damages report and report same to M. Holub (.40); discuss errata sheet with Jarosz (.30); discuss legal research with C. Vazquez (.60); provide legal research to M. Justus regarding waiver of objections (1.00)	6.20
27 Nov 19	Thompson, Grace	Review rules for pre-trial conferences (.30); confer with M. Justus and K. Lockhart on the same (.30);	3.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		revise email to team regarding the same (.20); revise case calendar and associated documents (.20); read and analyze Charter's motion to compel (.50); draft email to client on the same (.10); call with S. Rochester and B. Churbuck regarding the same (.50); further discussions with B. Churbuck regarding legal framework for motions to compel assumption and rejection (.40); research legal framework for motions to compel assumption and rejection (1.00); review and circulate portions of Gunzel deposition relevant to Charter's motion to compel (.30)	
27 Nov 19	Rochester, Shaya J.	Call with B. Churbuck regarding insert for objection to Charter MSJ (.30); review and revise insert for objection to Charter MSJ (.30); attend to regarding objection to Charter MSJ (.20); review upcoming deadlines for trial under Scheduling Order, CMO and Chambers Rules (.50); review Charter Motion to Compel Assumption or Rejection of Executory Contracts (.90); communications with client regarding same (.40); call with team regarding same (.50); prepare preliminary analysis (1.80); call with T. Ross regarding motion to compel (.30)	5.20
27 Nov 19	Churbuck, Bryant	Call with S. Rochester regarding opposition draft (.30); revise Opposition to Charter's Motion for Summary Judgment as per S. Rochester's feedback (1.70); review Charter's Motion to Compel Assumption or Rejection (.30); telephone conference with S. Rochester and G. Thompson regarding Charter's Motion to Compel Assumption or Rejection (.50); further conference with G. Thompson regarding motions to compel assumption or rejection under the Bankruptcy Code (.40)	3.20
28 Nov 19	Rochester, Shaya J.	Review cases adjudicating requests under Section 365(d)(2) to compel debtor to assume or reject executory contracts (3.20)	3.20
29 Nov 19	Sodikoff, Brian	Revise opposition to Daubert on Jarosz (2.80)	2.80
29 Nov 19	Justus, Michael R.	Review expert reports for inclusion in summary judgment opposition (1.20); provide comments on the same (.30); read team's research regarding motion to compel (.40); draft email questions on the same (.40); continue drafting opposition to summary judgment brief (2.30); further revise the same (1.20)	5.80
29 Nov 19	Werlinger, Eric T.	Conduct legal research and outline response regarding Charter's argument for motion to dismiss for lack of subject matter jurisdiction (2.20); outline opposition to Charter's argument regarding motion for judgment on the pleadings (1.50); draft background section (1.80)	5.30
29 Nov 19	Ross, Terence P.	Read and review research by B. Churbuck, after questions raised by M. Justus (2.80); multiple email exchanges with S. Rochester and M. Justus regarding B. Churbuck research (.50); review comments from M.	8.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Justus on S. Butler draft report (2.00); continue revising Daubert motions (3.00)	
29 Nov 19	Lockhart, Kristin	Conduct legal research on breach of contract issues (2.60); draft email to M. Justus regarding same (1.00)	3.60
29 Nov 19	Rochester, Shaya J.	Research caselaw regarding Charter motion to compel assumption or rejection of executory contracts (.50); prepare rough outline of objection; attend to issues regarding insert for objection to MSJ (1.70); call with B. Churbuck regarding insert for objection to MSJ (.30)	2.50
29 Nov 19	Churbuck, Bryant	Review select case law regarding disclosures under the Federal Rules of Civil Procedure (2.00); review select case law regarding aggregated/consolidated damage reports (1.70); call with S. Rochester regarding same (.30)	4.00
30 Nov 19	Mazur, Julia L.	Revise declaration in connection with summary judgment response (.30)	0.30
30 Nov 19	Justus, Michael R.	Continue revising brief in opposition to Charter's motion for summary judgment (2.40); draft emails to team regarding outstanding research (.40)	2.80
30 Nov 19	Werlinger, Eric T.	Review and revise introduction to opposition to judgment on the pleadings (.80); review and revise background (1.20); conduct legal research and draft opposition argument regarding Charter's motion for judgment on the pleadings (2.40)	4.40
30 Nov 19	Ross, Terence P.	Review draft expert report by S. Butler (1.00); multiple email exchanges among S. Rochester, K. Lockhart and M. Justus regarding research on consolidation issue (1.20)	2.20
30 Nov 19	Lockhart, Kristin	Exchange emails with C. Vazquez and B. Churbuck regarding research items for Windstream opposition to summary judgment (.90); exchange emails with M. Justus regarding same (.60); draft response to statement of facts (1.30)	2.80
30 Nov 19	Thompson, Grace	Further research standard for motion to compel assumptions and rejection of executory contracts (.40); research sample objections to the same (.80); call with B. Churbuck regarding motion to compel and research questions (.30)	1.50
30 Nov 19	Rochester, Shaya J.	Correspondence with team regarding objection to Motion to Compel and objection to MSJ (1.00)	1.00
30 Nov 19	Churbuck, Bryant	Prepare memo regarding disclosures under the Federal Rules of Civil Procedure (2.00); review and analyze select case law regarding motions to compel assumption or rejection of executory contracts (1.40); call with G. Thompson regarding the same (.30); emails with team regarding opposition brief research (.30)	4.00
TOTALS:			1,106.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	46.00	515.00	\$23,690.00
44413	Convissar, Craig A.	33.90	790.00	\$26,781.00
42747	Holub, Matthew M.	65.30	720.00	\$47,016.00
43426	Justus, Michael R.	132.90	800.00	\$106,320.00
34231	Larsen, Ryan	5.50	870.00	\$4,785.00
33656	Lessner, Renee	5.60	350.00	\$1,960.00
44862	Lewis, Anne	34.70	390.00	\$13,533.00
44572	Lockhart, Kristin	143.20	605.00	\$86,636.00
42748	Mazur, Julia L.	60.50	790.00	\$47,795.00
44845	Rochester, Shaya J.	95.60	965.00	\$92,254.00
44455	Ross, Terence P.	184.20	985.00	\$181,437.00
32703	Sieger, John P.	11.00	975.00	\$10,725.00
41782	Siena, Marie	8.70	200.00	\$1,740.00
42497	Smith, Robert T.	16.30	845.00	\$13,773.50
42092	Sodikoff, Brian	27.80	850.00	\$23,630.00
34349	Stagman, David J.	16.90	880.00	\$14,872.00
44616	Thompson, Grace	99.70	450.00	\$44,865.00
43190	Vazquez, Christopher	43.90	515.00	\$22,608.50
43349	Wakolbinger, Jeffrey A.	36.40	835.00	\$30,394.00
44199	Werlinger, Eric T.	32.50	790.00	\$25,675.00
43659	Wong, Anthony	6.30	245.00	\$1,543.50
TOTAL:		1,106.90		\$822,033.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
17 Oct 19	Postage for 1st class mail pcs 1 Letter (M.Justus) entered by KK	1.00
03 Nov 19	WAKOLBINGER/JEFFREY A 11/06/2019 Chicago/Westchester County Inv#8438 ticket#7468623819	408.96
03 Nov 19	WAKOLBINGER/JEFFREY A 11/07/2019 Westchester County/Chicago Inv#8440 ticket#7468623820	424.52
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Meal expense associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	69.44
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Meal expense associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	35.76
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Meal expense associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	6.25
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	24.13
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	18.16
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	16.08
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	13.67
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Hotel fees associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	223.04
05 Nov 19	VENDOR: Ciani, Mark T. INVOICE#: 3756239211051705 DATE: 11/5/2019 Attend deposition in White Plains. Train Fare to/from White Plains Date Incurred: 10/31/19	22.50
05 Nov 19	VENDOR: Ciani, Mark T. INVOICE#: 3756239211051705 DATE: 11/5/2019 Attend deposition in White Plains. Cab fare to Deposition Date Incurred: 10/31/19	14.30
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/17/19	17.32
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/22/19	18.16
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/24/19	18.35
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/28/19	16.12
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/29/19	17.80
06 Nov 19	VENDOR: Federal Express Corp. INVOICE#: 682709201 DATE: 11/4/2019	9.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York, 300 Quarropas Street, WHITE PLAINS NY, 10601 US: On: 10/31/2019; Tracking ID: 780652693725	
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3204765 DATE: 10/27/2019 Food service ordered on 10/21/2019 by Thompson, Grace A., OrderID: 2021532950	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3204765 DATE: 10/27/2019 Food service ordered on 10/22/2019 by Thompson, Grace A., OrderID: 2021663926	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3199957 DATE: 10/13/2019 Food service ordered on 10/08/2019 by Thompson, Grace A., OrderID: 2020529033	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3199957 DATE: 10/13/2019 Food service ordered on 10/09/2019 by Thompson, Grace A., OrderID: 2020644678	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3209598 DATE: 11/3/2019 Food service ordered on 10/29/2019 by Thompson, Grace A., OrderID: 2022249241	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3209598 DATE: 11/3/2019 Food service ordered on 10/31/2019 by Rochester, Shaya, OrderID: 2022454095	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3201612 DATE: 10/20/2019 Food service ordered on 10/16/2019 by Thompson, Grace A., OrderID: 2021087725	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3201612 DATE: 10/20/2019 Food service ordered on 10/16/2019 by Thompson, Grace A., OrderID: 2021205795	20.00
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - meal expense Date Incurred: 11/08/19	17.53
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - meal expense Date Incurred: 11/07/19	9.39
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos meal expense Date Incurred: 11/07/19	17.26
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - meal expense Date Incurred: 11/07/19	45.50
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos meal expense Date Incurred: 11/06/19	39.78
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - parking fee Date Incurred: 11/07/19	25.52
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos 1 night hotel stay plus taxes Date Incurred: 11/07/19	309.35
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew	42.72

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
11 Nov 19	Kardos Cab From Airport in Chicago Date Incurred: 11/07/19 VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos Cab to Airport in Chicago Date Incurred: 11/06/19	26.86
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - car rental Date Incurred: 11/07/19	104.21
11 Nov 19	PAYEE: LAC Group; REQUEST#: 833222; DATE: 11/11/2019. - To record LAC research charges for October 1,2019 - October 31,2019; Article on 10/28/19 Craig Convissar	112.50
13 Nov 19	Color Copies for 11/13/2019	0.25
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	1.60
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	2.00
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	2.20
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	10.50
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	2.50
14 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 833638; DATE: 11/14/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19. Conference call on 10/10/19, #12789185 G.Thompson.	5.10
14 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 833638; DATE: 11/14/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19. Conference call on 10/11/19, #12801251 G.Thompson.	5.99
15 Nov 19	Photocopies for 11/15/2019	0.20
15 Nov 19	Photocopies for 11/15/2019	6.80
15 Nov 19	Color Printing	555.00
15 Nov 19	Color Copies for 11/15/2019	0.50
15 Nov 19	U.S. Legal Support, Inc; Inv.#: 130128363; Date: 11/8/2019; Court reporter expense for Ostberg Deposition.	737.50
18 Nov 19	Photocopies for 11/18/2019	84.80
18 Nov 19	Color Printing	7.00
18 Nov 19	Color Copies for 11/18/2019	7.25
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	0.20
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	16.20
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	191.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	58.90
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	184.30
19 Nov 19	Veritext Legal Solutions; Inv.#: MW4020741; Date: 11/6/2019; Certified copies of transcripts and exhibits of J. Jarosz Deposition.	1,029.65
20 Nov 19	VENDOR: Lockhart, Kristin INVOICE#: 3795479711201708 DATE: 11/20/2019 Uber home after working late After hours cab home. Date Incurred: 11/13/19	9.91
20 Nov 19	VENDOR: Lockhart, Kristin INVOICE#: 3795479711201708 DATE: 11/20/2019 Uber home after working late After hours cab home. Date Incurred: 11/14/19	10.62
20 Nov 19	VENDOR: Convissar, Craig A. INVOICE#: 3798527011202144 DATE: 11/20/2019 Train tickets to/from White Plains for Deposition \$9.75 each Date Incurred: 10/31/19	19.50
20 Nov 19	VENDOR: Convissar, Craig A. INVOICE#: 3798527011202144 DATE: 11/20/2019 Taxi to Deposition \$9.63 and taxi to train after Deposition \$8.93 Date Incurred: 10/31/19	18.56
20 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 833638; DATE: 11/14/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19; Conference call on 10/03/19, #12756348, S. Rochester.	5.60
21 Nov 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5738424 DATE: 11/15/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/04/2019; Voucher# 350632	71.69
21 Nov 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5738424 DATE: 11/15/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/07/2019; Voucher# 363965	80.60
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/12/19	71.21
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/13/19	59.23
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/20/19	47.08
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/21/19	52.73
26 Nov 19	Color Copies for 11/26/2019	0.50
27 Nov 19	VENDOR: Wong, Anthony J. INVOICE#: 3814266411271802 DATE: 11/27/2019 Overtime meal. Date Incurred: 11/13/19	18.24
27 Nov 19	Photocopies for 11/27/2019	0.60
28 Nov 19	Binding:11/15/19	30.00
30 Nov 19	Color Printing	27.50
30 Nov 19	VENDOR: U.S. Legal Support - Chicago; INVOICE#: 130130678; DATE: 11/25/2019 - Inv #130130678	677.50
30 Nov 19	VENDOR: U.S. Legal Support - Chicago; INVOICE#: 130130679; DATE: 11/25/2019 - Inv #130130679	815.00
30 Nov 19	Westlaw Legal Research: JUSTUS,MICHAEL on 11/03/2019	57.76
30 Nov 19	Westlaw Legal Research: JUSTUS,MICHAEL on 11/11/2019	57.76
30 Nov 19	Westlaw Legal Research: JUSTUS,MICHAEL on 11/30/2019	115.52

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/05/2019	362.72
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/13/2019	57.76
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/26/2019	41.20
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/27/2019	57.76
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/30/2019	222.56
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/04/2019	57.76
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/05/2019	2,053.95
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/06/2019	1,132.60
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/14/2019	115.52
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/15/2019	57.76
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/26/2019	359.90
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/27/2019	1,063.13
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/29/2019	602.25
30 Nov 19	Westlaw Legal Research: HOLUB,MATTHEW M on 11/22/2019	296.98
30 Nov 19	Westlaw Legal Research: HOLUB,MATTHEW M on 11/23/2019	412.45
30 Nov 19	Westlaw Legal Research: HOLUB,MATTHEW M on 11/24/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/01/2019	356.38
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/04/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/05/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/06/2019	567.79
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/19/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/20/2019	296.98
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/21/2019	118.79
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/22/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/26/2019	59.40
30 Nov 19	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 11/04/2019	118.79
30 Nov 19	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 11/25/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/05/2019	118.79
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/11/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/12/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/18/2019	178.19
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/19/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/21/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/22/2019	178.19
30 Nov 19	Westlaw Legal Research: SMITH,JULIE on 11/26/2019	2,487.15
30 Nov 19	Westlaw Legal Research: WONG,ANTHONY on 11/13/2019	220.30
30 Nov 19	Westlaw Legal Research: CONVISSAR,CRAIG on 11/07/2019	1,474.48
30 Nov 19	Westlaw Legal Research: CONVISSAR,CRAIG on 11/21/2019	59.33
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/04/2019	517.36
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/05/2019	220.30
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/07/2019	160.98
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/08/2019	208.27
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/11/2019	59.33
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/12/2019	237.31
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/17/2019	640.57
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/21/2019	3,255.14
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/27/2019	42.32
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/21/2019	534.36
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/22/2019	59.33
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/29/2019	830.59

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/30/2019	474.62
TOTAL:		\$28,405.97

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$259.15
Out of Town Travel	\$899.13
After Hours Meals Expense	\$160.00
Telephone Conference Charges, Postage and Courier	\$27.39
Copying, Printing, Binding	\$720.40
Court Costs, Court Reporter, Videographer	\$3,729.25
Legal Research	\$21,306.88
Airfare	\$833.48
Local Transportation	\$470.29
TOTAL:	\$28,405.97

MATTER TOTAL: \$850,439.47

Katten

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

575 Madison Avenue
New York, NY 10022-2585

December 20, 2019

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

Invoice No. 1301594284
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$53.81

CURRENT INVOICE TOTAL: \$53.81

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594284
Invoice Date: December 20, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3279-OCT19-CHI; DATE: 11/12/2019 - Acct #3279: Pacer court cost incurred in October 2019, Chicago.	0.80
19 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 834002; DATE: 11/19/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19; Conference call on 10/31/19; #12906409; C. Vazquez.	5.05
20 Nov 19	VENDOR: Reisman, Steven J. INVOICE#: 3790579311202144 DATE: 11/20/2019 Taxi / Uber Service Charge Uber Service Charge Date Incurred: 11/18/19	47.96
TOTAL:		\$53.81

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Out of Town Travel	\$47.96
Telephone Charges	\$5.05
Court Costs	\$0.80
TOTAL:	\$53.81

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**TENTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	December 1, 2019	December 31, 2019

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$848,248.80 (80% of \$1,060,311)
Total expenses requested in this statement:	\$169,963.02
Total fees and expenses requested in this statement:	\$1,018,211.82
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

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

² This statement consists of fees and expenses from December 1, 2019, th



1922312200124000000000002

WIN Ex. 78

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From December 1, 2019 Through December 31, 2019* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$1,060,311 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$848,248.80, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$1,060,311); (iii) allowance and payment of \$169,963.02 in expenses for the actual, necessary expenses that Katten incurred in connection with rendering such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

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

³ The period from December 1, 2019, through and including December 31, 2019 is referred to herein as the “Fee Period”).

\$1,060,311 in fees during the Fee Period. Pursuant to this Fee Statement, Katten seeks payment of 80% of such fees (\$848,248.80 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of Katten attorneys and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these Chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each such attorney and paraprofessional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$728.79.⁴ The blended hourly billing rate of all paraprofessionals is \$208.72.⁵

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$169,963.02.

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

Representations

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

⁴ The blended hourly rate of \$728.79 for attorneys is derived by dividing the total fees for attorneys of \$1,039,689.50 by the total hours of 1,426.60 for those same attorneys.

⁵ The blended hourly billing rate of \$208.72 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$20,621.50 by the total hours of 98.80 for these same paraprofessionals.

filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

Notice

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

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests: (i) interim allowance of \$1,060,311 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$848,248.80, which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$1,060,311); and (iii) allowance and payment of \$169,963.02 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: January 24, 2020
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

Summary of Fees and Expenses by Project Category
for the Time Period of December 1, 2019 – December 31, 2019

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

Summary of Fees and Expenses by Project Category
for the Time Period of December 1, 2019 – December 31, 2019

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	55.10	\$ 28,517.00	\$0.00	\$ 28,517.00
7	Adversary Proceedings, Contested Matters	9.40	10,319.50	0.00	10,319.50
8	Charter Litigation	1,460.90	1,021,474.50	169,670.89	1,191,125.39
32	Expenses Not Related to Charter Litigation			292.13	292.13
Totals		1,525.40	\$ 1,060,311.00	\$ 169,963.02	\$ 1,230,274.02

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of December 1, 2019 – December 31, 2019

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

Attorneys' and Paraprofessionals' Information
for the Time Period of December 1, 2019 – December 31, 2019

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$ 1,220	10.10	\$ 12,322.00
Terence P. Ross	Partner	1983	Intellectual Property	985	238.90	235,316.50
John P. Sieger	Partner	1997	Restructuring	975	2.10	2,047.50
Shaya Rochester	Partner	2003	Restructuring	965	155.20	149,768.00
James V. Drew	Partner	2002	Restructuring	890	8.00	7,120.00
David J. Stagman	Partner	1993	Litigation	880	24.40	21,472.00
Ryan J. Larsen	Partner	2000	Litigation	870	30.00	26,100.00
Brian Sodikoff	Partner	2003	Intellectual Property	850	18.30	15,555.00
Jeffrey A. Wakolbinger	Partner	2008	Intellectual Property	835	28.90	24,131.50
Michael R. Justus	Partner	2008	Intellectual Property	800	143.50	114,800.00
Eric T. Werlinger	Associate	2012	Litigation	790	30.20	23,858.00
Julia L. Mazur	Associate	2012	Intellectual Property	790	39.50	31,205.00
Matthew Holub	Associate	2012	Intellectual Property	720	99.30	71,496.00
Eric T. Haitz	Associate	2016	Restructuring	605	5.10	3,085.50
Lindsay Lersner	Associate	2018	Restructuring	605	5.00	3,025.00
Kristin Lockhart	Associate	2016	Intellectual Property	605	161.40	97,647.00
Allison E. Yager	Associate	2014	Restructuring	605	23.20	14,036.00
Bryant Churbuck	Associate	2018	Restructuring	515	101.40	52,221.00
Christopher Vazquez	Associate	2017	Litigation	515	42.50	21,887.50
Grace Thompson	Associate	2019	Restructuring	450	167.20	75,240.00
Cahterine E. O'Brien	Associate	2018	Litigation	440	11.50	5,060.00
Jillian Schurr	Associate	2019	Intellectual Property	440	14.90	6,556.00
Anne Lewis	Staff Attorney	2017	Intellectual Property	390	66.00	25,740.00
Totals for Attorneys					1,426.60	\$ 1,039,689.50

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Anisa Pettersen	Paralegal	1	Litigation	240	25.10	\$ 6,024.00
Marie Siena	Paralegal	12	Restructuring	200	64.20	12,840.00
Gregory Tomey	Docket Assistant	3	Docket	185	9.50	1,757.50
Totals for Paraprofessionals					98.80	\$ 20,621.50

Total Fees Requested for Attorneys and Paraprofessionals:¹ **1,525.40** **\$ 1,060,311.00**

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will in the future write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

Summary of Actual and Necessary Expenses
for the Time Period of December 1, 2019 – December 31, 2019

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

**Summary of Actual and Necessary Expenses
for the Time Period of December 1, 2019 – December 31, 2019**

Expenses by Categories	Amount ¹
Airfare	\$ 2,083.52
After Hours Meals Expenses	477.90
Business Meals	1567.16
Expert Fees ²	144,520.50
Copying, Printing, Binding	1,158.40
Court Costs, Court Reporter, Videographer	3,583.55
Legal Research	9,393.02
Local Transportation	2,404.69
Out of Town Travel	4,728.53
Telephone Conference Charges, Postage and Courier	45.75
Total	\$ 169,963.02

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

² This amount was paid to Analysis Group for services rendered during the period ending October 31, 2019. Analysis Group's managing principal, John Jarosz, is Windstream's expert witness in the Debtors' adversary proceeding against Charter Communications, Inc. and Charter Communications Operating, LLC. (Case No. 19-08246).

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of December 1, 2019 – December 31, 2019¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

Katten

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

575 Madison Avenue
New York, NY 10022-2585

January 23, 2020

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

Invoice No. 1301601006
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through December 31, 2019..... \$28,517.00

CURRENT INVOICE TOTAL: \$28,517.00

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 Dec 19	Thompson, Grace	Coordinate with Conflicts department regarding new retention application declaration (.40)	0.40
02 Dec 19	Reisman, Steven	Review and comment on supplemental declaration and follow-up (.40)	0.40
02 Dec 19	Rochester, Shaya J.	Attend to issues regarding Supplemental Declaration (.20)	0.20
04 Dec 19	Siena, Marie	Meet with G. Thompson regarding the Second Interim Fee Application (.40)	0.40
04 Dec 19	Thompson, Grace	Meet with M. Siena regarding outstanding items on Second Interim Fee Application (.40); continue drafting Interim Fee Application exhibits and outstanding data (.60)	1.00
04 Dec 19	Reisman, Steven	Follow-up regarding matters related to Windstream Second Interim Fee Application and matters regarding same (.30)	0.30
05 Dec 19	Thompson, Grace	Continue to review and revise Interim Fee Application (3.20); draft allocation spreadsheet for October Monthly Fee Statement (.50); draft email to accounting regarding the same (.20); draft email to client regarding payment of October Monthly Fee Invoice (.30)	4.20
05 Dec 19	Reisman, Steven	Review and comment on interim fee application as well as monthly October fee statement (1.70)	1.70
06 Dec 19	Siena, Marie	Prepare calculations for interim fee statement (1.90)	1.90
07 Dec 19	Rochester, Shaya J.	Review and revise Interim Fee Statement (.90)	0.90
09 Dec 19	Siena, Marie	Prepare calculations for interim fee statement (2.50)	2.50
09 Dec 19	Thompson, Grace	Continue to review and revise Interim Fee Application (.90); research and draft email to S. Rochester regarding the same (.40)	1.30
09 Dec 19	Reisman, Steven	Review and comment on interim fee application for filing in Windstream case (.80)	0.80
09 Dec 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.50)	0.50
10 Dec 19	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
10 Dec 19	Rochester, Shaya J.	Review and provide further comments on Interim Fee Application (.90)	0.90
12 Dec 19	Thompson, Grace	Revise Second Interim Fee Application per comments from S. Rochester (.20); review Windstream expenses and provide comments to M. Siena (.40)	0.60
12 Dec 19	Reisman, Steven	General update regarding matters related to interim fee application and review and comment on same (.30); discussion with S. Rochester regarding comments (.30)	0.60
12 Dec 19	Rochester, Shaya J.	Call with S. Reisman regarding comments to Interim Fee Application (.30); call with G. Thompson regarding same (.20); incorporate S. Reisman comments to Interim Fee Application (.40)	0.90
13 Dec 19	Thompson, Grace	Revise Second Interim Fee Application per comments from S. Reisman and S. Rochester (.30); call with S.	1.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601006
Invoice Date: January 23, 2020

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		Rochester regarding same (.20); prepare to file the same (.30); review November prebills for privilege and confidential information (.40)	
13 Dec 19	Reisman, Steven	Review and revise second interim fee application (.40)	0.40
14 Dec 19	Thompson, Grace	Review and revise November prebills for confidentiality and assignment of proper matter categories (3.30)	3.30
15 Dec 19	Thompson, Grace	Further review and revise November prebills for privilege and confidential information (3.00); review November expenses for compliance with Local and UST guidelines (.50)	3.50
15 Dec 19	Reisman, Steven	Review and final sign-off on fee application (.20)	0.20
15 Dec 19	Rochester, Shaya J.	Final review of Interim Fee Application (.30)	0.30
16 Dec 19	Thompson, Grace	Continue to review matter 8 invoices for privilege and confidential information (1.60)	1.60
16 Dec 19	Rochester, Shaya J.	Review Interim Fee Application for filing (.20); attend to issues regarding conflicts search and supplemental disclosure (.30); attend to issues regarding Supplemental Declaration (.40)	0.90
18 Dec 19	Siena, Marie	Review and revise invoice for monthly fee application for privilege and confidential information (3.20); attention to emails regarding same (1.10); further review and revise prebills for privilege and confidential information (1.00)	5.30
19 Dec 19	Siena, Marie	Review and revise invoice for monthly fee statement (2.70)	2.70
19 Dec 19	Thompson, Grace	Correspond with I. Cheban and L. Quitana regarding December and January estimates (.30); calls and emails with S. Rochester regarding the same (.40); draft shell of November Monthly Fee Statement (.50); correspond with accounting and S. Rochester regarding rate increases (.50)	1.70
19 Dec 19	Rochester, Shaya J.	Review November prebills for privileged and confidential information (1.20); discussions with G. Thompson regarding December and January fee estimates (.40)	1.60
20 Dec 19	Siena, Marie	Draft tables for fee application (1.60); review and revise fee application (1.10)	2.70
20 Dec 19	Rochester, Shaya J.	Attend to issues regarding year-end accruals per client request (.20)	0.20
21 Dec 19	Thompson, Grace	Review and revise November Monthly Fee Statement (1.00)	1.00
22 Dec 19	Siena, Marie	Continue preparing tables for monthly fee application (1.00); attention to emails regarding same (.30)	1.30
22 Dec 19	Thompson, Grace	Further revise November Monthly Fee Statement (.60)	0.60
22 Dec 19	Rochester, Shaya J.	Final review of November Monthly Fee Statement (.60)	0.60
23 Dec 19	Thompson, Grace	Further revise November Monthly Fee Statement per comments from S. Reisman (.60); coordinate filing of the same (.20); draft email to client with as-filed	1.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601006
 Invoice Date: January 23, 2020

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		monthly fee statement (.20)	
23 Dec 19	Rochester, Shaya J.	Attend to issues regarding filing of November Monthly Fee Statement and follow-up (.20)	0.20
24 Dec 19	Thompson, Grace	Review weekly budget and prepare budget report for A&M (.20)	0.20
30 Dec 19	Thompson, Grace	Draft and revise supplemental Reisman declaration regarding 2020 rate changes (1.20); draft allocation spreadsheet for November Monthly Fee Statement (.50)	1.70
30 Dec 19	Rochester, Shaya J.	Review and revise rate disclosure notice (.30); further review and revise Supplemental Declaration disclosing billing rate increases (.40)	0.70
31 Dec 19	Siena, Marie	File Notice of Rate Increase on the court's docket (.30); attention to emails regarding the same (.10)	0.40
31 Dec 19	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); further revise rate disclosure declaration (.40); calls with conflicts department regarding supplemental declaration and new search (.40)	1.10
31 Dec 19	Reisman, Steven	Review budget and disclosure to be made in connection with increased rates and filings to be made in Windstream case (.40)	0.40
31 Dec 19	Rochester, Shaya J.	Incorporate changes to supplemental declaration with rate disclosure (.50)	0.50
TOTALS:			55.10

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	4.80	1,220.00	\$5,856.00
44845	Rochester, Shaya J.	8.40	965.00	\$8,106.00
41782	Siena, Marie	17.20	200.00	\$3,440.00
44616	Thompson, Grace	24.70	450.00	\$11,115.00
TOTAL:		55.10		\$28,517.00

Katten

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

575 Madison Avenue
New York, NY 10022-2585

January 23, 2020

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

Invoice No. 1301601007
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through December 31, 2019..... \$10,319.50

CURRENT INVOICE TOTAL: \$10,319.50

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601007
Invoice Date: January 23, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
03 Dec 19	Reisman, Steven	Review matters related to Frontier and various follow-up calls and emails as well as discussions with S. Rochester regarding same (.40); review underlying Frontier settlement agreement and follow-up (.80)	1.20
03 Dec 19	Rochester, Shaya J.	Discussions with S. Reisman regarding Frontier settlement (.20); call with A&M regarding Frontier (.40)	0.60
06 Dec 19	Reisman, Steven	Follow-up regarding matters related to Frontier settlement and efforts to finalize same (.80)	0.80
06 Dec 19	Rochester, Shaya J.	Attend to issues regarding finalizing Settlement Agreement and Commercial Agreement (.50)	0.50
09 Dec 19	Reisman, Steven	Update regarding matters related to Frontier settlement (.10); discussions with S. Rochester regarding same (.40)	0.50
09 Dec 19	Rochester, Shaya J.	Attend to issues regarding settlement agreement with Frontier and discussions with S. Reisman (.40)	0.40
10 Dec 19	Reisman, Steven	Follow-up regarding matters related to Frontier settlement agreement and matters related to same (.30)	0.30
10 Dec 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement (.40)	0.40
11 Dec 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement agreement (.30)	0.30
12 Dec 19	Thompson, Grace	Prepare fully executed Frontier settlement document (.20)	0.20
12 Dec 19	Reisman, Steven	Review emails related to Frontier settlement agreement and efforts to finalize same (.40)	0.40
12 Dec 19	Rochester, Shaya J.	Attend to issues regarding finalizing Frontier Settlement Agreement (.30)	0.30
13 Dec 19	Rochester, Shaya J.	Finalize execution copy of Frontier Settlement Agreement (.20); attend to client question regarding same (.30)	0.50
15 Dec 19	Reisman, Steven	Update regarding matters related to Frontier settlement agreement (.40); various calls and follow-up with estate professionals regarding same (.40)	0.80
15 Dec 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement agreement (.30)	0.30
16 Dec 19	Rochester, Shaya J.	Attend to issues regarding Settlement Agreement with Frontier (.30)	0.30
17 Dec 19	Reisman, Steven	Follow-up related to Frontier settlement (.40); reach out to various creditor groups regarding background on same and sign-off (.90)	1.30
17 Dec 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement agreement (.30)	0.30
TOTALS:			9.40

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601007
Invoice Date: January 23, 2020

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	5.30	1,220.00	\$6,466.00
44845	Rochester, Shaya J.	3.90	965.00	\$3,763.50
44616	Thompson, Grace	0.20	450.00	\$90.00
	TOTAL:	9.40		\$10,319.50

Katten

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

575 Madison Avenue
New York, NY 10022-2585

January 24, 2020

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

Invoice No. 1301601052
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through December 31, 2019.....	\$1,021,474.50
Disbursements and other charges.....	\$169,670.89

CURRENT INVOICE TOTAL: \$1,191,145.39

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Dec 19	Holub, Matthew M.	Draft Daubert opposition (background) (2.20); Draft Daubert opposition (legal standards) (1.10); Draft Daubert opposition (assumption/facts argument) (3.00)	6.30
01 Dec 19	Mazur, Julia L.	Conduct legal research regarding Daubert issues (1.40); continue drafting motion to exclude (3.20)	4.60
01 Dec 19	Vazquez, Christopher	Correspondence regarding summary judgment response cases (.50)	0.50
01 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of M. Kardos (3.20)	3.20
01 Dec 19	Justus, Michael R.	Review expert witness issues (1.40); prepare brief in opposition to Charter's motion for summary judgment (3.70); review team research for the same (1.60); continue drafting summary judgment opposition brief (2.10)	8.80
01 Dec 19	Werlinger, Eric T.	Conduct legal research and draft response to Charter' ripeness argument (3.10); review and revise draft opposition (2.00); proofread and send opposition to team (.60)	5.70
01 Dec 19	Ross, Terence P.	Review draft engagement letter for S. Butler as expert (.40); read email from B. Churbuck and research on damages issue (.50); review draft email to Kirkland regarding Dec. 18 hearing schedule (.50); review draft email regarding expert engagement letter (.30); review email to client regarding Motion to Compel (.50); email exchange with M. Justus regarding Initial Disclosures (.30); read email from B. Churbuck regarding multiple debtor plaintiffs (.40)	2.90
01 Dec 19	Thompson, Grace	Review research from B. Churbuck and emails from S. Rochester (.40)	0.40
01 Dec 19	Rochester, Shaya J.	Attend to issues regarding team regarding research on objection to MSJ and Charter Motion to Compel (1.10); revise outline for objection to Charter Motion to Compel (1.20); email team regarding research for Objection to Charter Motion to Compel (.30)	2.60
01 Dec 19	Churbuck, Bryant	Review select case law regarding motions to compel assumption or rejection of an executory contract and contract performance by the debtor (4.00); prepare memo regarding same (2.50); revise Opposition to Charter's Motion for Summary Judgment (.50); review select case law regarding damages to goodwill under New York law (1.60)	8.60
02 Dec 19	Sieger, John P.	Reviewed opposition to MJOP (.40)	0.40
02 Dec 19	Larsen, Ryan	Research grounds for Daubert motion against Charter expert Kamin (2.50); review Kamin depo and emails with M. Justus regarding preparing response to Charter facts in motion for summary judgment regarding Kamin report (.80)	3.30
02 Dec 19	Holub, Matthew M.	Revise Daubert opposition (background) (2.80); revise Daubert opposition (legal standards) (.10); draft	11.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
02 Dec 19	Mazur, Julia L.	Daubert opposition (methodology) (3.40); draft Daubert opposition (assumptions/facts argument) (4.50); draft Daubert opposition (introduction) (.40) Attend teleconference regarding expert report (.50); conduct research regarding Daubert issues (3.30); draft motion to exclude expert (Ostberg) (3.70); discussions with G. Thompson regarding local rules (.30); continue drafting Ostberg Daubert motion (2.90)	10.70
02 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of M. Kardos (5.70)	5.70
02 Dec 19	Justus, Michael R.	Continue drafting opposition to Charter's motion for summary judgment (4.10); review and analyze additional research regarding the same (2.60); continue drafting opposition brief (3.60); revise opposition brief (3.00)	13.30
02 Dec 19	Ross, Terence P.	Draft motion for leave to allow rebuttal expert (1.50); email exchange with K. Smith regarding expert retention (.30); conference with K. Lockhart regarding Statement of Facts (.20); continue drafting motion for leave to allow rebuttal expert (2.30); draft multiple emails regarding timing of Daubert motions (.30); review information from C. Keith related to Charter Motion to Compel (.50); read draft opposition to Motion for Judgment on Pleadings (1.70); review damages research and provide M. Justus with citations to relevant Lanham Act cases (.80); work on Statement of Material Facts (2.00)	9.60
02 Dec 19	Lockhart, Kristin	Draft response to Charter statement of facts (3.90); review documents and prior pleadings to incorporate into statement of facts (2.40); continue drafting response statement of facts (4.20); review and revise statement of facts per T. Ross comments (1.70); draft additional sections of response statement of facts (3.80)	16.00
02 Dec 19	Thompson, Grace	Meet with S. Rochester and B. Churbuck regarding Opposition to Charter's Motion to Compel (.50); discussions with S. Rochester on Motion to Compel (.30); review Windstream docket for other Motions to Compel (.30); begin draft background section of Opposition to Motion to Compel (2.50); call and follow-up email with J. Mazur regarding SDNY bankruptcy rules (.30); review emails from client and A&M relevant to Motion to Compel (.50); discussions with B. Churbuck regarding Motion to Compel research (.30); continue draft background section of Opposition (1.00)	5.70
02 Dec 19	Rochester, Shaya J.	Attend to issues regarding coordination around December 18 hearing (.30); office conference with G. Thompson and B. Churbuck regarding Charter Motion to Compel (.50); attend to issues regarding counter-	7.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		statement of fact in connection with Motion for Summary Judgment (2.10); attend to issues regarding counterstatement of facts (.40); attend to issues regarding counterstatement of facts (.30); call with G. Thompson regarding Objection to Charter Motion to Compel (.30); review and provide comments on counterstatement of facts (1.10); review and provide comments on Motion for Leave to File Expert Report (.70); attend to issues regarding Counterstatement of Facts (.30); attend to issues regarding Objection to Charter Motion to Compel (1.20); review and provide comments on Objection to Charter Motion for Judgment on the Pleadings and Motion to Dismiss (.70)	
02 Dec 19	Churbuck, Bryant	Review proposed outline for Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.80); conference with S. Rochester and G. Thompson regarding the same (.50); prepare memo regarding damages to goodwill under New York law (2.30); review and analyze Charter's Statement of Undisputed of Facts (2.00); draft counter-statement of undisputed facts (4.00); review S. Rochester comments to counter-statement of facts draft (1.00); revise counter-statement of undisputed facts per S. Rochester comments (1.00); review select cases regarding general damages and breaches of contract (1.80)	13.10
03 Dec 19	Sieger, John P.	Reviewed defendant motions regarding automatic stay violations (.30); emails with S. Rochester as to same (.10)	0.40
03 Dec 19	Larsen, Ryan	Research issues relevant to Kamin Daubert motion (2.00); draft Kamin Daubert motion (3.50)	5.50
03 Dec 19	Stagman, David J.	Complete reviewing R. Borders deposition exhibits (.80); draft Daubert pleadings from S. Rochester (1.00)	1.80
03 Dec 19	Sodikoff, Brian	Revise opposition to motion to exclude Windstream's damages expert Mr. Jarosz (3.20)	3.20
03 Dec 19	Holub, Matthew M.	Draft Daubert opposition to motion to exclude Jarosz (methodology argument) (1.10); revise Daubert opposition (background facts) (1.50); revise Daubert opposition (data/assumptions) (1.40); revise Daubert opposition (increased costs) (1.40); revise Daubert opposition (causation) (1.50); review M. Kardos deposition for use in Daubert opposition (.30)	7.20
03 Dec 19	Mazur, Julia L.	Draft motion to exclude Charter's expert, Ostberg (3.20); perform additional research for motion (2.10); continue drafting Ostberg Daubert motion (2.70); draft expert declaration (.60)	8.60
03 Dec 19	Vazquez, Christopher	Review expert materials (1.00)	1.00
03 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to exclude expert testimony of M. Kardos (3.20); conduct legal research regarding same	8.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Dec 19	Justus, Michael R.	(3.00); further revise Kardos Daubert motion (2.00) Continue drafting brief in opposition to Charter's motion for summary judgment (3.20); continue reviewing research related to summary judgment opposition (2.00); continue drafting opposition brief (2.10); discussion with K. Lockhart regarding damages claim (.30); call with G. Thompson regarding motion to exclude Ostberg (.20)	7.80
03 Dec 19	Werlinger, Eric T.	Discuss opposition to Charter's Motion for Judgment on the Pleadings with T. Ross (.20); review cases regarding seeking damages for violation of the automatic stay (1.80); revise opposition consistent with edits and comments from T. Ross (1.10)	3.10
03 Dec 19	Ross, Terence P.	Draft detailed email to client regarding pleadings to be filed over next week and deadlines for comments/edits on drafts (.50); edit and revise counter statement for opposition to Charter Summary Judgment (2.30); telephone conference with S. Rochester regarding upcoming pleadings (.50); conference with K. Lockhart regarding counter statement of facts for Charter Summary Judgment Opposition (1.60); telephone conference with K. Smith regarding case status (.30); edit and revise counter statement for opposition to Charter Summary Judgment (1.00); prepare for telephone conference with E. Werlinger regarding Opposition to Motion for Judgment on Pleadings (.30); call with E. Werlinger regarding same (.20); edit and revise counter statement for opposition to Charter Summary Judgment (1.50); edit and revise opposition to Charter Motion for Summary Judgment (2.00)	10.20
03 Dec 19	Yager, Allison E.	Conduct research for and draft motion for leave to file expert report (1.90); calls with S. Rochester regarding motion for leave to file expert report (.30)	2.20
03 Dec 19	Lockhart, Kristin	Draft email to J. Mazur regarding Ostberg report and rebuttal (.30); attend meeting with T. Ross to discuss statement of facts (1.60); response to statement of facts (2.10); discuss with M. Justus regarding damages claim (.30); further revise statement of facts regarding T. Ross comments (2.20); discussions with G. Thompson regarding summary judgment pleadings (.30)	6.80
03 Dec 19	Thompson, Grace	Review rules for filing motions and objections in SDNY bankruptcy Court and CMO (.40); call with C. Keith, W. Hays and S. Rochester regarding Opposition to Motion to Compel (.50); review and analyze additional emails from client (.80); incorporate additional facts into Opposition brief (1.20); discussions with B. Churbuck regarding outstanding research question for Opposition (.50); discussions with S. Rochester regarding the same (.40); continue	14.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		draft background section of Opposition (2.40); draft legal framework to Opposition brief (3.20); review research from B. Churbuck regarding payments and incorporate into Opposition brief (.50); discussions with K. Lockhart regarding exhibits to upcoming summary judgment related pleadings (.30); call with M. Justus regarding motion to exclude Ostberg (.20); coordinate sealing motion procedures for upcoming pleadings (.20); review emails with A&M and KCC relevant to Opposition brief (.50); continue drafting legal section for Opposition brief (2.10); research additional relevant sources (.30); review and revise Opposition brief (1.10)	
03 Dec 19	Rochester, Shaya J.	Call with T. Ross regarding upcoming motions and pleadings to be filed (.50); correspondence with team regarding same (.50); prepare for call with client regarding Charter Motion to Compel (.30); call with client regarding Charter Motion to Compel (.50); attend to follow-up from call (.30); attend to issues regarding insert to objection to Charter MSJ (.50); attend to issues regarding objection to Charter Motion to Compel (1.10); calls with G. Thompson regarding the same (.40); prepare inserts for objection to Charter Motion to Compel (.70); attend to issues regarding Motion for Leave to File Expert Report (.30); call with A&M regarding Charter (.40); call with A. Yager regarding Motion for Leave to file Expert Report (.30); review and provide comments on Motion for Leave to file Expert Report (1.10); further revise Motion for Leave to file Expert Report (.60); revise objection to Motion to Compel (1.20); review and provide comments on Opposition to Charter Motion for Summary Judgment (1.10); attend to issues regarding Daubert Motions (.30)	10.10
03 Dec 19	Churbuck, Bryant	Review select case law regarding general damages and breaches of contract (1.00); prepare memo regarding general damages and breaches of contract (2.00); prepare Notice of Motion for Leave to File Rebuttal Expert Report (.50); prepare Motion for Leave to File Rebuttal Expert Report (1.50); prepare Proposed Order Granting Motion for Leave to File Rebuttal Expert Report (1.00); prepare email to G. Thompson regarding payment default date calculations in motions to compel assumption and assignment (.40); review interim and final DIP orders (.20); review select case law regarding motions to compel assumption or rejection of executory contracts (2.80); review select case law regarding timing issues to assume or reject contracts (1.00); review local rules and chambers rules governing motions for leave to file expert reports (.50);	12.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review select case law regarding motions to assume executory contracts and equitable subordination claims (.80); draft Objection to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.50); conferences with G. Thompson regarding Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.50)	
04 Dec 19	Sieger, John P.	Reviewed revised brief in opposition to summary judgment (.20); related emails with S. Rochester (.20)	0.40
04 Dec 19	Larsen, Ryan	Perform research for Daubert motion against Charter expert Kamin (1.10); draft motion (2.10)	3.20
04 Dec 19	Stagman, David J.	Outline arguments challenging R. Borders expert report and comparison to initial report (3.60)	3.60
04 Dec 19	Sodikoff, Brian	Review and revise opposition to Charter's motion to exclude Windstream's damages expert Mr. Jarosz (3.10); further revise the same (1.50); discussions with M. Holub regarding arguments for Jarosz opposition (.70)	5.30
04 Dec 19	Holub, Matthew M.	Begin outline of Jarosz declaration (.40); discuss damages arguments with B. Sodikoff (.30); discuss Daubert opposition tasks with J. Schurr (.20); review preliminary injunction order (.40); review temporary restraining order (.20); correspond with expert regarding Daubert (.20); draft summary of underlying evidentiary issues at request of B. Sodikoff (1.40); discuss statistics opinions with B. Sodikoff (.40); review Jarosz Tabs for information on increased costs (.60); review and analyze Kardos deposition (2.10); review correspondence to expert regarding subscribers (.30); review TRO transcript (.30)	6.80
04 Dec 19	Mazur, Julia L.	Conduct legal research for motion to exclude Ostberg (.70); draft and revise motion to exclude Ostberg (2.10)	2.80
04 Dec 19	Vazquez, Christopher	Review Borders expert materials and testimony background (1.00); analyze arguments to exclude Borders' rebuttal (1.00); review Borders deposition transcript (1.50)	3.50
04 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of M. Kardos (3.00)	3.00
04 Dec 19	Justus, Michael R.	Prepare brief in opposition to Charter's motion for summary judgment and supporting documents (3.30); revise motion for leave to file expert declaration and supporting brief (1.60); revise motion to exclude expert Ostberg (2.70); discussion with K. Lockhart and client regarding damages information (.60)	8.20
04 Dec 19	Werlinger, Eric T.	Research and draft request for sanctions (1.30); review, revise, and proof draft brief (1.20); call with S. Rochester regarding opposition to motion to dismiss (.30)	2.80
04 Dec 19	Ross, Terence P.	Edit and revise Opposition to Motion for Judgment on the Pleadings (2.00); review S. Butler Declaration	14.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(1.00); conference with K. Lockhart regarding Counterstatement of Facts (.70); telephone conference wit K. Smith regarding case strategy (.30); edit and revise Opposition to Charter Motion for Summary Judgment (3.80); review Motion to Exclude Ostberg Survey (1.50); draft multiple emails to client regarding review of draft pleadings (.50); edit and revise Counterstatement of Facts including review of supporting citation (4.50)	
04 Dec 19	Yager, Allison E.	Conduct research for response to motion to compel (.80); begin preparing seal motion (.30)	1.10
04 Dec 19	Lockhart, Kristin	Response to Charter's revised statement of facts (2.00); draft email to MoFo regarding summary judgment (.30); draft email to client regarding summary judgment (.30); discuss with client and M. Justus regarding information for damages (.60); attend to issues regarding initial disclosures (2.90); discuss motion with G. Thompson (.30); review Opposition to Summary Judgment and provide comments (2.60); discuss with T. Ross counterstatement of facts (.70); incorporate edits into response to Charter statement of facts (.60)	10.30
04 Dec 19	Thompson, Grace	Review draft Opposition to Motion to Compel (2.20); review and revise and Notice and Motion to File Expert Rebuttal Report (.50); call with S. Rochester regarding Windstream-Charter contract provisions (.20); review previous hearing transcripts regarding proffers (.40); draft email to Charter regarding Committee's access to unredacted pleadings (.50); calls with S. Rochester regarding factual section of Opposition to Motion to Compel (.30); revise Opposition accordingly (.60); outline outstanding factual information needed for Opposition (.30); discussions with B. Churbuck regarding outstanding research for oppositions to motion to compel (.50); discuss summary judgment opposition with K. Lockhart (.30)	5.80
04 Dec 19	Schurr, Jillian	Confer in person with M. Holub regarding response to Daubert Motion and necessary research (.20); Review case law in preparation for draft of response to Daubert Motions (2.40); Review dockets for cases involving expert in preparation for draft response to Daubert Motions (2.50)	5.10
04 Dec 19	Rochester, Shaya J.	Revise objection to motion to compel (3.40); reply to UCC questions regarding Charter Motion to Compel (.30); call with E. Werlinger regarding Objection to Charter Motion to Dismiss (.30); call with Kirkland regarding December 18 hearing (.20); communications with Chambers and team regarding December 18 Hearing and January 10 Hearing (.20); review and	10.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		revise Motion for Leave to File Expert Report (.30); review and revise objection to Charter Motion to Compel (1.50); further review and make extensive changes to Objection to Motion to Compel (2.70); attend to issues regarding Objection to Motion for Summary Judgment (.50); attend to issues regarding Objection to Charter Motion to Dismiss (.30); call with G. Thompson regarding Windstream-Charter contracts (.20); calls with G. Thompson regarding factual background for opposition to motion to compel (.30)	
04 Dec 19	Lewis, Anne	Research case law regarding motions to exclude expert testimony in the Second Circuit (3.60); conduct further research on the same (1.50)	5.10
04 Dec 19	Churbuck, Bryant	Review bar date order (.20); prepare email to E. Werlinger regarding bar date order (.20); prepare email to S. Rochester regarding motions to assume and equitable subordination (.50); prepare memo regarding dates upon which First Day motions were granted on interim and final bases (.70); conferences with G. Thompson regarding Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.50)	2.10
05 Dec 19	Larsen, Ryan	Research caselaw relevant to Daubert motion against Charter expert Kamin (3.50); draft Daubert motion against Kamin (2.00); revisions to same (2.00)	7.50
05 Dec 19	Stagman, David J.	Discuss deposition questions with M. Ciani (.20); begin drafting Daubert motion against R. Borders report (3.50); discussions and correspondence with C. Vazquez regarding Daubert authority (.50)	4.20
05 Dec 19	Sodikoff, Brian	Conduct legal research to rebut case law cited by Charter in its motion to exclude Windstream's damages expert Mr. Jarosz (1.60); revise opposition to Charter's motion to exclude Windstream's damages expert Mr. Jarosz (2.10); discussions with M. Holub regarding same (.50)	4.20
05 Dec 19	Holub, Matthew M.	Discuss subscriber information with B. Sodikoff (.10); review correspondence from client regarding damages (.30); discuss causation issues with B. Sodikoff (.40); review and analyze Kardos deposition (2.40); research case law regarding causation/damages (2.50); revise opposition based on comments from B. Sodikoff (3.20)	8.90
05 Dec 19	Mazur, Julia L.	Conduct legal research for motion to exclude Ostberg (2.00); draft and revise motion, notice of motion, proposed order in support of motion to exclude (2.60); revise motion in support thereof (3.10)	7.70
05 Dec 19	Vazquez, Christopher	Correspond with team regarding Borders Daubert motion (.50)	0.50
05 Dec 19	Wakolbinger, Jeffrey A.	Analyze strategy regarding motion to preclude expert testimony of M. Kardos (.70); call with T. Ross regarding same (.30)	1.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Dec 19	Justus, Michael R.	Confer with T. Ross and K. Lockhart regarding summary judgment and motion practice strategy (1.40); revise amended initial disclosures (.90); revise brief in opposition to Charter's motion for summary judgment (3.10); revise various supporting documents to opposition brief (3.90)	9.30
05 Dec 19	Ross, Terence P.	Edit counterstatement of facts in opposition to Charter Summary Judgment (2.90); continue to edit counterstatement of facts in opposition to Charter Motion for Summary Judgment (2.90); conference with M. Justus and K. Lockhart regarding summary judgment filings and deadlines (1.40); edit opposition to Charter Motion for Summary Judgment (3.50); telephone conference with J. Wakolbinger regarding Kardos motion (.30); work on declarations to support motions (1.50); edit and revise Motion to Exclude Ostberg Report (2.40)	14.90
05 Dec 19	Yager, Allison E.	Conduct research for and revise motion to compel (.90); draft two motions to seal (.70)	1.60
05 Dec 19	Lockhart, Kristin	Review audio recordings for camera review (.70); discuss same with G. Thompson (.20); revise counter statement of facts (1.30); attend meeting with T. Ross and M. Justus regarding Opposition to Charter Motion for Summary Judgment (1.40); revise counter statement of facts (1.90); revise counter statement of facts (2.60); revise brief (1.30); revise citations in counter statement of facts (1.30); revise and draft declaration for filing tomorrow (2.70); draft email regarding motions to seal (1.60)	14.80
05 Dec 19	Thompson, Grace	Call with K. Lockhart regarding customer call audio files (.20); review files for the same (.50); emails with outside vendors regarding audio files (.20); review outstanding facts needed from client for Opposition to Motion to Compel (.30); call with S. Rochester regarding outstanding items for opposition to motion to compel (.20); analyze recent Exclusivity Motion for topics relevant to Opposition to Motion to Compel (.40); call with S. Rochester regarding comments on Opposition brief (.20); coordinate outstanding supporting pleadings for Motion to Exclude Ostberg and Motion to File Rebuttal Expert Report (.60); draft emails to team regarding the amended schedule for Daubert motions (.20); incorporate edits from S. Rochester into Opposition brief (1.20); draft Auman Declaration in support of Summary Judgment Opposition (1.60); further revise Opposition to Motion to Compel and Hays Declaration per S. Rochester comments (.70); discussions with B. Churbuck regarding outstanding items for Opposition brief (.50); draft email to S. Rochester and A. Yager regarding	8.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		plans for sealing motions on upcoming pleadings (.40); review and revise Thompson Declaration (.40); review counter-statement of facts and provide comments on outstanding issues (.60); call with S. Rochester regarding Daubert motions (.30)	
05 Dec 19	Schurr, Jillian	Review cases in PACER and Westlaw in preparation for draft of response to Daubert motions (.40); Draft and incorporate cases into summary for M. Holub (.30)	0.70
05 Dec 19	Rochester, Shaya J.	Communications with team, Mofo and client regarding matters on for Dec 18 hearing (1.00); calls with G. Thompson regarding Objection to Charter Motion to Compel (.40); finish revisions to Objection to Charter Motion to Compel (3.20); attend to issues regarding Daubert Motions (.50); call with G. Thompson regarding sealing motions (.30); call with G. Thompson regarding Daubert motions (.30); review and provide comments on Counterstatement of Facts (.80); attend to issues regarding Auman Declaration and other filings for tomorrow (.40); review and make further changes to Objection to Motion to Compel and Hays Declaration (.80); attend to issues regarding Friday filing (.40)	8.10
05 Dec 19	Lewis, Anne	Cite check opposition brief for substance and style (8.70); research second circuit case law to support motion to exclude expert testimony in the Second Circuit (.50)	9.20
05 Dec 19	Churbuck, Bryant	Draft Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.30); prepare email to S. Rochester regarding counter-statement of undisputed facts (.30); review select case law regarding motions to exclude expert testimony in the United States Bankruptcy Court for the Southern District of New York (1.00); conferences with G. Thompson regarding opposition brief items (.50)	2.10
06 Dec 19	Sieger, John P.	Review counterstatement of facts (.30); review relevant portion of Charter's motion to compel (.20)	0.50
06 Dec 19	Larsen, Ryan	Continue researching caselaw relevant to Daubert motion against Charter expert Kamin (2.70); continue drafting Daubert motion against Kamin (2.80); revisions to same (1.00)	6.50
06 Dec 19	Stagman, David J.	Continue drafting Daubert motion against R.Borders report (3.00); review authority insert from C.Vazquez (1.00)	4.00
06 Dec 19	Siena, Marie	Prepare pleadings to be filed on the court's docket (1.80); File summary judgment opposition pleadings on the court's docket (2.50); prepare binders for chambers, the clerk of the court and the UST (3.30)	7.60
06 Dec 19	Sodikoff, Brian	Revise opposition to Charter's motion to exclude Windstream's damages expert Mr. Jarosz (2.30)	2.30
06 Dec 19	Holub, Matthew M.	Revise opposition to motion to exclude Jarosz based on	9.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		comments from B. Sodikoff (3.10); revise opposition based on comments from B. Sodikoff (introduction) (1.80); revise opposition based on comments from B. Sodikoff (facts/assumptions) (2.00); discussion with J. Schurr regarding same (.20); research on Rule 403 (.40); review opposition to motion for summary judgment (.90); review case law cited in MSJ opposition (1.10); correspond with K. Lockhart regarding Jarosz declaration (.20)	
06 Dec 19	Mazur, Julia L.	Assemble exhibits for motion to exclude (.80); draft and revise proposed order, memo of law, and motion to exclude (3.80); call with S. Rochester regarding same (.20)	4.80
06 Dec 19	Vazquez, Christopher	Research NY caselaw regarding Daubert legal standards (3.60); draft and circulate analysis to team (3.40)	7.00
06 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of M. Kardos (1.10)	1.10
06 Dec 19	Justus, Michael R.	Review and finalize brief in opposition to Charter's motion for summary judgment (3.30); review and revise supporting documents (2.90); discussions with K. Lockhart and T. Ross regarding Auman declaration (.30); further discussions with K. Lockhart and G. Thompson regarding the same (.40); manage filing and service of briefs and supporting documents (2.50)	9.40
06 Dec 19	Werlinger, Eric T.	Review and analyze opposition to motion to assume or reject executory contracts (.80)	0.80
06 Dec 19	Ross, Terence P.	Review and edit declarations of J. Jarosz, J. Auman and G. Thompson (1.50); edit and revise Motion to Exclude Dr. Ostberg (2.00); revise and edit Opposition to Charter Motion for Summary Judgment (1.00); finalize Motion to Exclude Dr. Ostberg (2.00); finalize pleadings to be filed, including declarations and supporting exhibits (2.70); multiple emails and telephone conferences with K. Lockhart and M. Justus regarding Auman Declaration (.50); telephone conference with K. Smith regarding J. Auman Declaration (.30); call with S. Rochester regarding December 18 hearing (.30)	10.30
06 Dec 19	Yager, Allison E.	Draft and revise motions to seal (.70); review and revise motion for leave to file expert report (.40); discussions with S. Rochester and G. Thompson regarding sealing motions (.40); revise sealing motions per comments from K. Lockhart (.50)	2.00
06 Dec 19	Lockhart, Kristin	Revise declarations for Motion for Summary Judgment opposition (1.60); correspond with H. Holub regarding Jarosz declaration (.20); revise Auman declaration (1.90); discuss the same with client, T. Ross and M. Justus (.30); further discussions with G. Thompson and M. Justus regarding Auman declaration (.40); review	14.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
06 Dec 19	Thompson, Grace	and provide comments on sealing motions (.20); discussions with G. Thompson regarding finalizing exhibits to declarations (.60); prepare and revise supporting documents in connection with opposition brief (3.30); revise and finalize the same (3.40); coordinate filing and service of opposition briefs and supporting documents (2.50) Review account information associated with customer call audio files (1.20); discussions with K. Lockhart regarding exhibit preparation (.60); discussion with S. Rochester regarding filing procedures (.40); compile exhibits for Opposition to Summary Judgment and Declarations, Ostberg, and Butler filings (1.80); finalize Motion to Exclude Ostberg and associated documents (.60); calls with S. Rochester regarding filing action items (.40); review and provide comments on sealing motions (.60); discussions with M. Justus and K. Lockhart regarding the same (.40); review and confirm citations for memorandum of law in support of summary judgment and counter-statement of facts (1.20); review and revise Motion to Exclude Rebuttal Expert Report of Ostberg (.70); discussions with A. Yager and S. Rochester regarding sealing motions (.40); draft email to Chambers regarding filings (.60); supervise filing of opposition briefs (2.50); compile, review and circulate Charter and Committee filings (2.10); prepare and organize materials for Chambers, U.S. Trustee and Court Clerk (2.40)	15.50
06 Dec 19	Schurr, Jillian	Confer with M. Holub regarding response to Daubert motion (.20); draft and revise citations for draft of response to Daubert motions (2.10); email to M. Holub regarding updates on research for Daubert motion (.10)	2.40
06 Dec 19	Rochester, Shaya J.	Further revise Objection to Charter Motion to Compel and accompanying Hays Declaration (2.30); attend to issues regarding Declarations (.40); attend to issues regarding UCC Joinder (.50); review and revise Sealing Motions and Proposed Orders (1.00); call with A. Yager regarding same (.20); review and provide comments on Motion to Exclude Expert Rebuttal Report (.50); call with J. Mazur regarding same (.20); review and provide comments on Motion for Leave to File Expert Rebuttal Report (.50); calls with Chambers regarding December 18 hearing (.40); call with T. Ross regarding same (.30); attend to client questions regarding Statement of Facts (.50); follow-up call with Chambers regarding December 18 hearing and report same to client and team (.50); call with G. Thompson regarding noticing the upcoming Motions (.40); call with G. Thompson regarding logistics for filing (.40)	8.10
06 Dec 19	Lewis, Anne	Cite check expert motion to exclude brief (1.00);	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		analyze documents related to disconnect sales figures (.80)	
06 Dec 19	Lersner, Lindsay	Discuss Auman Declaration and disputed facts with G. Thompson (.30); discuss multiple citations in Thompson and Auman Declarations with G. Thompson (.30); discuss same and plan for next steps with G. Thompson and C. Giglio (.30); review and confirm citations for memorandum of law in support of summary judgment (2.20); review and revise Motion to Exclude Rebuttal Expert Report of Ostberg (1.00)	4.10
06 Dec 19	Churbuck, Bryant	Review and revise motion for leave to file expert rebuttal report (1.20); review and revise memorandum of law in opposition to Charter's motion for summary (.90); prepare responsive pleadings to be filed on the docket (3.00); prepare and organize materials for notice parties based on responsive pleadings filed on 12/6 (3.10)	8.20
07 Dec 19	Stagman, David J.	Continue drafting Daubert motion against R. Borders report (3.30)	3.30
07 Dec 19	Holub, Matthew M.	Draft Jarosz declaration (2.10); revise causation/methodology argument in opposition to Jarosz Daubert based on comments from B. Sodikoff (1.40)	3.50
07 Dec 19	Justus, Michael R.	Review Charter's brief in opposition to motion for summary judgment (2.40); prepare reply brief in support of motion for summary judgment (3.60); further draft and revise the same (2.60)	8.60
07 Dec 19	Werlinger, Eric T.	Review and provide comments on opposition to motion to assume or reject executory contracts (2.50); draft email analysis of the same for S. Rochester (1.20)	3.70
07 Dec 19	Ross, Terence P.	Multiple email exchanges with M. Justus and S. Rochester planning Reply to Motion for Summary Judgment (.50); read and analyze Charter Opposition to Motion for Summary Judgment (3.50)	4.00
07 Dec 19	Rochester, Shaya J.	Review correspondence from Friday's filings (.90); review Charter objection brief to Windstream summary judgment brief (.90); reply to M. Justus comments regarding same (.90); review Charter Statement of Additional Facts and correspond with team regarding same (.40); attend to issues regarding Objection to Charter Motion to Compel (.50)	3.60
07 Dec 19	Lewis, Anne	Review and analyze authorities in Charter's summary judgment opposition pleadings (3.40); draft summaries and analyses of the same (2.80)	6.20
07 Dec 19	Churbuck, Bryant	Review Charter's Objection to Debtors' Motion for Summary Judgment (1.10); prepare email to S. Rochester regarding meeting to discuss Charter's Objection to Debtors' Motion for Summary Judgment (.10)	1.20
08 Dec 19	Holub, Matthew M.	Revise Jarosz declaration (1.20); revise citations to	6.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		opposition to Jarosz Daubert (2.80); revise all sections of the opposition to the Jarosz Daubert (1.80); correspond with team regarding Jarosz declaration and opposition (.10); review case law for inclusion into Jarosz Daubert opposition (.80)	
08 Dec 19	Justus, Michael R.	Continue drafting reply brief in support of summary judgment (4.20); review case analyses provided by A. Lewis (1.20); call with team regarding reply brief research questions (.80); continue drafting summary judgment reply brief (3.10)	9.30
08 Dec 19	Ross, Terence P.	Review Charter Fact Statement in Opposition to Motion for Summary Judgment (1.00); read and provide comments on draft Opposition to Motion to Compel Assumption of VAR (2.50); call with S. Rochester regarding same (.50)	4.00
08 Dec 19	Yager, Allison E.	Correspond with S. Rochester regarding motion to compel research (.10); review Charter opposition to summary judgment portions regarding jurisdiction and equitable subordination (.20); call with S. Rochester, B. Churbuck and M. Justus regarding opposition research (.80); conduct research regarding automatic stay matters and equitable subordination (2.90); review docket regarding assumption of leases for motion to compel (.20); review assumption orders and send same to S. Rochester (.20);	4.40
08 Dec 19	Rochester, Shaya J.	Review and revise Objection to Charter Motion to Compel Assumption/Rejection (3.10); call with team regarding reply brief in support of Windstream MSJ (.80); call with T. Ross regarding Objection to Charter Motion to Compel Assumption/Rejection and accompanying Hays Declaration (.50); revise Objection to Charter Motion to Compel Assumption/Rejection and accompanying Hays Declaration based on T. Ross comments (2.30); attend to issues regarding upcoming pleadings (.30); communications with A. Yager Objection to Charter Motion to Compel Assumption/Rejection and accompanying Hays Declaration (.40)	7.40
08 Dec 19	Lewis, Anne	Continue reviewing and analyzing authorities in Charter's summary judgment opposition pleadings (3.70); draft summaries and analyses of the same (4.70)	8.40
08 Dec 19	Churbuck, Bryant	Call with team regarding research for reply brief (.80); review select case law regarding summary judgment in Lanham Act cases before bankruptcy courts (4.00); review select case law regarding aggregation of debtor claims for motions for summary judgment in bankruptcy adversary proceedings (3.20)	8.00
09 Dec 19	Larsen, Ryan	Review and analyze Charter responsive documents to motion for partial summary judgment (2.50)	2.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Dec 19	Sodikoff, Brian	Continue revising opposition to Daubert motion to exclude Jarosz (.70); discussion with M. Holub regarding causation (.40); discussion with M. Holub and T. Ross regarding Daubert opposition (.30); discussions with J. Mazar regarding the same (.30); calls with T. Ross regarding Jarosz Declaration (.30)	2.00
09 Dec 19	Holub, Matthew M.	Revise Jarosz declaration (.20); revise citations to opposition to Jarosz Daubert (1.60); revise all sections of the opposition to the Jarosz Daubert (.80); review case law for inclusion into Jarosz Daubert opposition (2.90); correspond with T. Ross regarding opposition to Jarosz Daubert (.10); correspond with K. Lockhart regarding sources of data (.30); teleconference with T. Ross regarding opposition to Daubert motion (.30); discuss causation argument with B. Sodikoff (.40); research case law on difference in differences (1.80); teleconference with B. Sodikoff and T. Ross regarding Daubert opposition (.30); revise opposition based on conversation with B. Sodikoff (.30)	8.80
09 Dec 19	Mazur, Julia L.	Conferences with B. Sodikoff regarding response to motion to exclude (.30)	0.30
09 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of M. Kardos (.60)	0.60
09 Dec 19	Justus, Michael R.	Continue drafting reply brief in support of summary judgment (4.20); further incorporate team's research into reply brief (1.10); call with T. Ross and S. Rochester regarding Charter's opposition brief arguments (1.00); call with S. Rochester regarding outstanding summary judgment research (.30); continue drafting summary judgment reply brief (3.10)	9.70
09 Dec 19	Tomey, Gregory	Deliver binder of documents to the United States Trustee (1.50)	1.50
09 Dec 19	O'Brien, Catherine E.	Research Second Circuit and SDNY caselaw regarding future harm and false advertising (1.70); fact and cite check all citations in Windstream's objection to Charter's motion to compel (3.40)	5.10
09 Dec 19	Ross, Terence P.	Edit and revise Opposition to Charter Motion to Exclude J. Jarosz (2.60); telephone conference with M. Holub regarding same (.30); edit and revise Declaration of J. Jarosz (2.00); telephone conference with J. Jarosz (.40); multiple telephone conferences with B. Sodikoff and J. Jarosz regarding same (.40); continued work on Opposition to Charter Motion to Exclude J. Jarosz (1.00); conference with S. Rochester and M. Justus regarding 205 debtors argument (1.00); email to K. Smith regarding reply brief in support of Summary Judgment (.30); revise Declaration of J. Jarosz to discuss economic model for causation (1.80); discussions with G. Thompson regarding summary judgment opposition briefs (.40)	10.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Dec 19	Yager, Allison E.	Continue research regarding equitable subordination (.70); coordinate with G. Thompson regarding upcoming sealing motions (.30); draft portions of reply in support of motion for summary judgment regarding same (1.10)	2.10
09 Dec 19	Lockhart, Kristin	Correspond with client regarding pleading by Charter and information for additional pleadings (.60); discuss with M. Holub regarding data for Opposition to Exclude Jarosz (.30); review Response to Statement of Facts (2.30)	3.20
09 Dec 19	Thompson, Grace	Meeting with S. Rochester regarding week's filings (.50); revise cover letters and courtesy copy materials to Chambers, U.S. Trustee and Court Clerk (.80); correspond with T. Ross regarding oppositions to summary judgments filed by Charter and the Committee (.40); review research circulated by A. Yager and B. Churbuck regarding Charter's opposition brief (.40); coordinate cite-checking and proofreading assignments for Wednesday filings (.40); review and provide comments on draft oppositions (.50); follow-up emails regarding the same (.30); prepare and organize internal materials from opposition filings (1.50); discussions with M. Siena regarding summary judgment hearing planning (.20); discussions with A. Yager regarding sealing motions for opposition and reply filings (.30)	5.30
09 Dec 19	Schurr, Jillian	Review and revise draft for opposition to Daubert motion to exclude expert witness (2.90); Westlaw research regarding motion to exclude and probative value of statistical model used (.30)	3.20
09 Dec 19	Rochester, Shaya J.	Office conference with G. Thompson to discuss transmission of pleadings to Chambers and UST and upcoming filings (.50); call with E. Haitz to discuss research related to MSJ (.40); call with M. Justus regarding research related to MSJ (.30); respond to communications regarding Objection to Motion to Compel (.20); prepare for December 18 hearing (.50); attend to research issues MSJ (.40); attend to research regarding Objection to Charter Motion to Compel (.80); review client comments to Objection to Motion to Compel and incorporate (1.10)	4.20
09 Dec 19	Lewis, Anne	Research case law regarding the presumption of consumer deception in misleading advertisements (.80); review all sources cited in Kardos expert testimony (4.30); draft analysis of the same (2.50)	7.70
09 Dec 19	Haitz, Eric	Conference with S. Rochester regarding legal research in connection with reply brief on motion for summary judgment (.40); conduct docket and case law research in connection with the same (.50); contemplate appropriate cases for legal issues (.40); pull dockets	5.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		and related adversary proceedings in connection with legal research needed for charter litigation (1.80); correspond with S. Rochester regarding initial results (.20); continue research regarding charter litigation (1.80)	
09 Dec 19	Churbuck, Bryant	Review select case law regarding post-trial Lanham Act decisions and computation of damages (4.00); review additional case law regarding post-trial Lanham Act decisions and computation of damages (2.50)	6.50
10 Dec 19	Sodikoff, Brian	Research to respond to arguments raised by Charter in motion to exclude Mr. Jarosz (1.30)	1.30
10 Dec 19	Holub, Matthew M.	Research case law on Daubert standards and damages standards (1.10); revise legal standards section of brief (1.30); review revisions to Jarosz declaration (1.10), further revise Jarosz declaration (.60); teleconference with T. Ross regarding declaration (.10); discuss Daubert motion with J. Wakolbinger (.20); review Daubert to exclude expert at request of J. Wakolbinger (.70); correspond with G. Thompson and K. Lockhart regarding declaration (.30); research case law regarding corporate representative testimony (1.80); teleconferences with T. Ross regarding opposition (.30); analyze case law regarding corporate representative testimony (1.80); draft memorandum regarding corporate representative testimony (.90)	10.20
10 Dec 19	Wakolbinger, Jeffrey A.	Conduct legal research in support of motion to preclude expert testimony of M. Kardos (1.50); prepare final revisions to motion to preclude expert testimony of M. Kardos (3.00); prepare documents in support of motion (.90); discussion with M. Holub regarding same (.30)	5.70
10 Dec 19	Justus, Michael R.	Continue drafting reply brief in support of summary judgment (3.90); review research memo from C. O'Brien regarding standing (.50); incorporate research into reply brief (3.10); continue drafting and revising summary judgment reply brief (3.60); review and analyze additional research materials from team (2.30)	13.40
10 Dec 19	Werlinger, Eric T.	Correspond with G. Thompson regarding cite check and finalization of opposition to motion for judgment on the pleadings (.30); review draft joinder from committee of unsecured creditors (.80)	1.10
10 Dec 19	O'Brien, Catherine E.	Review state statutes and case law from Georgia, North Carolina, and Nebraska and determine the requirements for "standing" under such state laws (3.40); draft email memo describing findings to M. Justus (.40); fact and cite check all citations in Windstream's brief in opposition to Charter's motion for judgment on the pleadings and motion to dismiss (2.10)	5.90
10 Dec 19	Ross, Terence P.	Review and revise J. Jarosz Declaration (3.10); email	14.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		to J. Jarosz regarding the same (.50); edit and revise Opposition to Motion to Exclude J. Jarosz Expert Report (2.30); prepare for and telephone conference with K. Smith regarding multiple debtors status (.50); further edit and revise Opposition to Motion to Exclude Jarosz (2.90); discussions with K. Lockhart regarding Charter response to Statement of Facts and Windstream response thereto (1.20) continue revising Opposition to Motion to Exclude Jarosz (3.50)	
10 Dec 19	Yager, Allison E.	Draft seal motion with respect to response to motion to exclude Jarosz documents (.30); draft seal motion with respect to objection to motion to compel (.30); revise each seal motion (.40); review K. Lockhart correspondence regarding same (.20)	1.20
10 Dec 19	Lockhart, Kristin	Outline and draft additional statement of facts (3.60); discussion with T. Ross regarding Charter's response to its statement of facts (.60); discussion with T. Ross regarding Windstream's response to Charter's statement of facts (.60); correspond with M. Holub and G. Thompson regarding Opposition to Motion to Exclude Jarosz (.30); correspond with team regarding upcoming declarations and redactions (.90); continue drafting additional statement of facts (1.00)	7.00
10 Dec 19	Thompson, Grace	Call with C. Keith, W. Hays and S. Rochester regarding Hays Declaration to Opposition to Motion to Compel (.50); review previously cited expert deposition excerpts for use in declarations for Wednesday's filing (1.60); draft Declaration for Opposition to Motion to Exclude Jarosz (1.50); draft Declaration for Opposition for Motion for Judgment on the Pleadings (1.00); review docket and fill in outstanding facts and citations in Opposition to Motion to Compel (.60); correspond with E. Werlinger regarding citations for opposition to motion for judgment on the pleadings (.30)	5.70
10 Dec 19	Schurr, Jillian	Review and revise draft for opposition to Daubert motion to exclude expert witness (.30); Review cases related to brief in opposition of Daubert motion to exclude (2.40)	2.70
10 Dec 19	Rochester, Shaya J.	Revise Objection to Motion to Compel to incorporate comments from client (1.30); call with client regarding MSJ (.50); communications with G. Thompson regarding filings on Wednesday and Friday (.20); attend to issues regarding MSJ Reply (1.80); call with client regarding Objection to Charter Motion to Compel (.80); attend to issues regarding Objection to Motion to Compel and accompanying Declaration (2.60); call with Alvarez regarding same (.30); correspondence with J. Drew regarding MSJ (.40); communications with UCC regarding joinders to	8.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Dec 19	Lewis, Anne	Debtors' pleadings (.30) Research case law involving consumer deception element of a misleading advertisement (3.90); draft summary of the same (1.20)	5.10
10 Dec 19	Drew, James	Research and review materials regarding Rule 17 and real party in interest standing (1.80); discussions with S. Rochester regarding the same (.40); discussions with team regarding claims for legal fees (.30); review Cash Management Motion and Order with regard to the same (.70); prepare and circulate analysis regarding payment of legal fees (2.10); follow-up correspondence regarding the same (.20); review monthly operating report regarding reporting of legal fees (.30); correspondence with team regarding the same (.20)	6.00
10 Dec 19	Churbuck, Bryant	Review select case law regarding post-trial Lanham Act decisions and computation of damages (2.00); prepare memo regarding Lanham Act decisions and computation of damages (1.30); prepare emails to S. Rochester, M. Justus, and J. Drew regarding cases cited in memo on Lanham Act decisions and computation of damages (.40); review select case law on motions to compel assumption or rejection of executory contracts (1.50)	5.20
11 Dec 19	Siena, Marie	File debtors' opposition pleadings on the court's docket (1.60); prepare binders of chamber's copies of all pleadings (2.80); attention to emails regarding same (.40)	4.80
11 Dec 19	Holub, Matthew M.	Revise first half of Jarosz opposition based on comments from T. Ross (1.80); calls with T. Ross regarding same (.40); revise second half of opposition based on comments from T. Ross (.90); cite check all sections of opposition (.50); correspond with T. Ross regarding opposition (.30); correspond with Jarosz and team regarding declaration (.30); correspond with G. Thompson regarding filings (.20); revise declaration based on comments from Jarosz and team (.50); finalize Jarosz declaration for service (.30); correspond with K. Lockhart regarding Jarosz opposition (.30)	5.50
11 Dec 19	Vazquez, Christopher	Review MSJ response brief (.60); correspondence regarding MSJ finalization (.50); correspondence regarding reply ISO statement of facts (.50); draft reply ISO statement of facts (3.50)	5.10
11 Dec 19	Wakolbinger, Jeffrey A.	Prepare declaration in support of motion to preclude expert testimony of M. Kardos (.40)	0.40
11 Dec 19	Justus, Michael R.	Continue drafting reply brief in support of summary judgment (4.20); discussions with K. Lockhart regarding reply statement of facts (1.00); further revise reply brief (3.90); incorporate team edits into reply brief (1.50)	10.60
11 Dec 19	Werlinger, Eric T.	Analyze and provide comments to draft joinder from	1.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Dec 19	Ross, Terence P.	unsecured creditor's committee (.40); review and finalize draft opposition to motion for judgment on the pleadings and accompanying attorney declaration (.90) Edit and revise Opposition to Motion to Exclude J. Jarosz (4.30); multiple discussions with M. Holub regarding Jarosz opposition brief (.40); discussions with K. Lockhard regarding the same (.70); finalize objection for filing (3.10); telephone conferences with K. Moody and K. Smith regarding the same (.50); discussions with S. Rochester regarding filing (.30); read and provide comments on draft Reply Brief in Support of Summary Judgment (3.00); read and analyze cases cited therein (1.70)	14.00
11 Dec 19	Yager, Allison E.	Review comments by S. Rochester to equitable subordination section of reply in support of summary judgment (.10); call with S. Rochester regarding same (.20); revise equitable subordination section (1.10)	1.40
11 Dec 19	Lockhart, Kristin	Review and revise Opposition to Motion to Exclude Jarosz (1.50); provide instruction to A. Lewis and C. Vazquez regarding Response to Statement of Facts (.90); revise Opposition and prepare for filing (1.00); discuss with M. Justus regarding Reply Statement of Facts (1.00); correspond with M. Holub regarding Jarosz opposition (.30); discussions with T. Ross regarding the same (.70)	5.40
11 Dec 19	Thompson, Grace	Prepare exhibits for Hays Declaration to Opposition to Motion to Compel (.60); discussions with S. Rochester and B. Churbuck regarding opposition brief (.50); prepare exhibits and documents for Jarosz Declaration (1.10); prepare exhibits for Thompson Declaration (1.30); coordinate and supervise filing of oppositions to Charter's motions (2.10); revise sealing motions (1.50); draft cover letters to UST, Chambers and Court Clerk (.50); prepare and organize filed materials for Chambers and internal use (1.20); review and circulate as-filed pleadings to team (.40)	9.20
11 Dec 19	Schurr, Jillian	Revise and review case law for opposition to Daubert motion brief (.80)	0.80
11 Dec 19	Rochester, Shaya J.	Attend to issues regarding objection to Charter Motion to Dismiss (.30); communications with T. Ross regarding today's filings (.30); finalize Objection to Charter Motion to Compel (1.60) communications with client (.40) communications with G. Thompson and B. Churbuck regarding same (.50); attend to issues regarding MSJ reply (1.50); attend to issues regarding filing and communications with team and client regarding same (1.30); attend to issues regarding sealing motions and orders (.30); call with A. Yager regarding same (.20); call with counsel for creditor group regarding Charter litigation (.50); attend to	7.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Dec 19	Lewis, Anne	issues regarding MSJ reply (.80) Reconcile undisputed statements and draft reply to response to statement of facts (1.10); analyze and compare responses to statement of facts and the facts themselves, on the record. Summarize inconsistencies or issues (5.10)	6.20
11 Dec 19	Churbuck, Bryant	Review select case law regarding Judge Drain decisions on motions to compel assumption or rejection of executory contracts (.90); prepare memo to S. Rochester regarding Judge Drain decisions on motions to compel assumption or rejection of executory contracts (1.40); review select case law regarding timing for motions to compel assumption and rejection (.70); revise Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts regarding timing section (.50); prepare table regarding timing for motions to compel assumption or rejection of executory contracts for S. Rochester (.50); conference and telephone conferences with S. Rochester, G. Thompson regarding Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.50); review documents regarding Debtors' corporate structure (.80)	5.30
12 Dec 19	Holub, Matthew M.	Correspond with K. Lockhart regarding response to opposition to statement of undisputed facts (requirements of affidavits) (.50)	0.50
12 Dec 19	Vazquez, Christopher	Review summary judgment briefs and filings (1.00); review reply ISO summary judgment and related case law (2.00); draft response to Charter's statement of additional facts (3.20); further draft and revise the same (.20)	8.70
12 Dec 19	Justus, Michael R.	Review statements of fact filed by Charter (1.10); confer with K. Lockhart regarding responsive statement of fact (.20); confer with T. Ross regarding reply brief (.50); review and revise reply brief (.80)	2.60
12 Dec 19	Tomey, Gregory	Delivered Courtesy Copy Binder of Documents with Cover Letter to Honorable Judge Drain and to Clerk of the Court Vito Genna at USBC-SDNY White Plains (3.00)	3.00
12 Dec 19	Ross, Terence P.	Continue to read draft Reply Brief in Support of Summary Judgment (2.00); edit and revise draft Reply Brief in Support of Summary Judgment (2.60); telephone conference with S. Rochester regarding status of Dec. 18 hearings (.30); edit and revise draft Reply Brief in Support of Summary Judgment (1.30); edit and revise draft Reply Brief in Support of Summary Judgment (1.80); edit and revise draft Reply Brief in Support of Summary Judgment (.80); telephone conference with S. Rochester and M. Justus regarding reply brief (.50); review new Statement of	12.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Facts for Reply Brief (3.40)	
12 Dec 19	Yager, Allison E.	Conduct additional research regarding equitable subordination (.30); update reply iso summary judgment regarding same (.20)	0.50
12 Dec 19	Lockhart, Kristin	Draft statement of facts (4.20); discussion with M. Holub regarding requirements for responses to opposition statement of facts (.50); discussions with G. Thompson regarding record citations and open items in statement of facts (.90); discussion with M. Justus regarding statement of facts (.20); continue drafting statement of facts (3.90); review and revise statement of facts incorporating comments from T. Ross and M. Justus (3.40); further revise statement of facts and identify outstanding items (1.80)	14.90
12 Dec 19	Thompson, Grace	Draft hearing agenda (2.10); calls with K. Lockhart regarding Statements of Facts (.30); research record citations for Statement of Facts (1.90); additional calls with K. Lockhart regarding record citations to Statement of Facts and Reply Brief (.60); call with S. Rochester regarding outstanding action items (.30); answer bankruptcy-related factual questions from K. Lockhart (.60); draft outstanding bankruptcy-related statements in Statement of Facts (1.70); coordinate with M. Siena regarding hearing prep (.20)	7.70
12 Dec 19	Rochester, Shaya J.	Attend to issues regarding MSJ reply (.30); attend to issues regarding hearing prep with client (.30); call with Chambers regarding December 18 hearing (.30);communications with team regarding same (.30); call with G. Thompson regarding Dec 18 hearing (.30); revise MSJ reply (.40); call with T. Ross and M. Justus regarding same (.50); attend to issues regarding reply to Charter Additional Facts (.50); call with Charter's counsel regarding December 18 hearing (.30); call with T. Ross regarding same (.30); communications with Charter counsel regarding December 18 hearing and January 16 hearing (.40)	3.90
12 Dec 19	Lewis, Anne	Review Charter undisputed statement of facts (1.00); draft reply to response to statement of facts (4.20)	5.20
12 Dec 19	Pettersen, Anisa	Prepare materials for December 18 hearing including Westlaw case and statute searches and pulls (2.20)	2.20
12 Dec 19	Churbuck, Bryant	Review customer transcripts in Strickland Declaration regarding customer confusion (2.90); review Charter survival rate exhibit (.50)	3.40
13 Dec 19	Holub, Matthew M.	Cite check all cases cited in reply in support of Windstream's summary judgment (3.60); correspond with K. Lockhart regarding case law (.30)	3.90
13 Dec 19	Vazquez, Christopher	Review filings to defer consideration of summary judgment motion (.50); review responses to Charter's statement of facts and additional facts (1.00); revise responses to additional statement of facts (1.00);	3.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		correspondence regarding summary judgment filings (.50)	
13 Dec 19	Justus, Michael R.	Revise declaration in support of reply brief for summary judgment (.70); confer with T. Ross and K. Lockhart regarding reply brief and supporting documents (.70); review and revise reply brief (1.30); review reply brief filed by Charter (1.20)	3.90
13 Dec 19	O'Brien, Catherine E.	Begin cite checking reply brief (.50)	0.50
13 Dec 19	Ross, Terence P.	Edit and revise Reply Brief in Support of Summary Judgment (2.50); conference with K. Lockhart and M. Justus regarding new Statement of Facts and other reply documents (.70); edit and revise Reply Brief in Support of Summary Judgment (.60); multiple email exchanges with client regarding Reply Brief and Declaration (.50); telephone conference with G. Thompson regarding hearing preparations (.30); review new Declaration and emails to client regarding same (.50); continued work on Reply Brief in Support of Summary Judgment (1.50); finalize pleadings to be filed (.50); read Reply Brief filed by Charter (1.50)	8.60
13 Dec 19	Yager, Allison E.	Draft motion to seal portions of reply in support of summary judgment and related pleadings (.40)	0.40
13 Dec 19	Lockhart, Kristin	Review and revise statement of facts (2.30); discussion with T. Ross and M. Justus regarding reply filing (.70); review T. Ross' edits to statement of facts and reply to Charter's additional facts and incorporate edits regarding same (2.70); incorporate edits to reply brief in support of Windstream's motion for summary judgment (2.00); revise declarations in support of reply for summary judgment (1.60); calls with B. Churbuck regarding same (40); redact documents (1.90); assist with filing reply brief in support of summary judgment and exhibits (1.30); draft emails to serve documents on opposing counsel and UCC (.60); draft email to client regarding filings (.40); draft email to client regarding pleadings by Charter (.60); discussions with G. Thompson regarding reply brief and supporting documents (.60)	14.70
13 Dec 19	Thompson, Grace	Call with K. Lockhart regarding assignments for Reply brief finalizing (.60); record check Reply brief (2.10); record check Statement of Facts (1.00); coordinate and supervise paralegal and associate revisions and cite-checking assignments (.40); review and provide comments on redactions to Reply and Statement of Facts (.50); file documents related to Debtors' Reply in Support of Summary Judgment (1.50); prepare and organize materials for Chambers, UST and Court Clerk (1.70); call with T. Ross regarding Dec. 18 hearing (.30)	8.10
13 Dec 19	Rochester, Shaya J.	Attend to issues regarding scheduling for Dec 18 and	4.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Jan 16 hearing and communications with client regarding same (.70); attend to issues Reply to Charter's Additional Facts (.50); attend to issues regarding Declaration in Support of MSJ Reply (.30); communications with Chambers and client and team regarding December 18 and January 16 Hearings (.70); attend to issues regarding today's filing, preparation for hearing (.70); attend to issues regarding UCC joinder to Debtors MSJ Reply Brief (.50); review and provide comments on MSJ Reply Brief (1.50)	
13 Dec 19	Lewis, Anne	Finalize reply to response to statement of facts (1.50)	1.50
13 Dec 19	Lersner, Lindsay	Coordinate and assist with filing of various documents, including counter-statement of facts, replay memorandum of law in support of summary judgment and supporting declaration (.90)	0.90
13 Dec 19	Pettersen, Anisa	Pull, review and analyze all cases and statutes in Charter and Windstream summary judgment briefs from Westlaw, PACER and other sources (3.20); prepare authorities materials for December 18 hearing including drafting indices (4.10); de-duplicate files and prepare excel spreadsheet on the same (1.00); research additional outstanding caselaw and authorities (3.60)	11.90
13 Dec 19	Churbuck, Bryant	Prepare Declaration of Jeffrey H. Auman in Further Support of Debtors' Motion for Summary Judgment (1.40); telephone conferences with K. Lockhart regarding Debtors' June monthly operating report and Declaration of Jeffrey H. Auman in Further Support of Debtors' Motion for Summary Judgment (.40)	1.80
14 Dec 19	Ross, Terence P.	Multiple email exchanges with K. Lockhart regarding Charter Reply Brief on Motion for Summary Judgment (.50); review cases cited in Charter Reply Brief on Motion for Summary Judgment and read new factual statements asserted by Charter (2.00)	2.50
14 Dec 19	Lockhart, Kristin	Draft email to A. Lewis regarding case pull (.60); discuss with T. Ross regarding additional tasks to be completed upon review of Charter's reply (.30)	0.90
14 Dec 19	Thompson, Grace	Revise hearing agenda (.40); draft email to S. Rochester regarding Chambers hearing binder (.10)	0.50
14 Dec 19	Rochester, Shaya J.	Review Charter reply brief (.70); correspondence with team regarding same (.70); prepare for Dec 18 hearing (.40)	1.80
14 Dec 19	Lewis, Anne	Analyze and summarize cases cited by Charter in its Reply brief (1.60)	1.60
14 Dec 19	Pettersen, Anisa	Continue preparing authorities materials for December 18 hearing (2.40)	2.40
14 Dec 19	Churbuck, Bryant	Review email from S. Rochester to A. Yager regarding treatment of debtors outside substantive consolidation (.20); prepare email to S. Rochester regarding debtors outside substantive consolidation (.10)	0.30
15 Dec 19	Siena, Marie	Prepare documents and binders for hearing on 12/18/19	4.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Dec 19	Vazquez, Christopher	(1.70); meeting with team regarding same (2.50) Research defendant's case law cited in summary judgment reply brief (1.50); evaluate Charter reply arguments and analyze counterarguments (4.00)	5.50
15 Dec 19	Justus, Michael R.	Review summary judgment reply brief filed by Charter (2.70); prepare for summary judgment hearing (1.20)	3.90
15 Dec 19	Ross, Terence P.	Travel to NYC to prepare for Summary Judgment hearing (4.00 billed at half time); meet with team regarding Summary Judgment hearing and prep (2.50); further preparation for hearings on cross motions for Summary Judgment (3.00)	7.50
15 Dec 19	Yager, Allison E.	Research prior Charter adversary proceedings (.40)	0.40
15 Dec 19	Thompson, Grace	Meeting with T. Ross, S. Rochester and M. Siena regarding December 18 hearing (2.50); revise hearing agenda per S. Rochester comments (.30); prepare documents for Katten hearing prep (2.20)	5.00
15 Dec 19	Rochester, Shaya J.	Attend to issues regarding Daubert motions (.30); correspondence with Charter counsel regarding Notices of Adjournment (.20); review and provide comments on Hearing Agenda in advance of sending to Chambers (.50); correspondence with B. Churbuck regarding MSJ research (.40); prepare with team for December 18 hearing on Charter Motion to Dismiss and Charter Motion for Summary Judgment and Windstream Motion for Summary Judgment (2.90); meeting with team to prepare for December 18 hearing on Charter Motion to Dismiss and Charter Motion for Summary Judgment and Windstream Motion for Summary Judgment (1.80)	6.10
15 Dec 19	Lewis, Anne	Analyze and summarize cases cited by Charter in its Reply brief (6.10)	6.10
15 Dec 19	Pettersen, Anisa	Pull, review and analyze cases and statutes in cited Charter's and Windstream's summary judgment reply briefs from Westlaw, PACER and other sources (4.20); prepare authorities materials for December 18 hearing including updating indices (3.80); prepare update for G. Thompson regarding outstanding citations and sources (.60)	8.60
15 Dec 19	Churbuck, Bryant	Review select case law regarding Charter's summary judgment motion (3.20); discussions with S. Rochester regarding research (.40)	3.60
16 Dec 19	Stagman, David J.	Perform additional analysis of initial R. Borders report (1.00); complete drafting Daubert motion against R.Borders supplemental report (4.80)	5.80
16 Dec 19	Siena, Marie	Prepare materials for Chambers for hearing on 12/18/19 (3.20); office conferences with G. Thompson, B. Churbuck and S. Rochester regarding documents and logistics for hearing (1.20); prepare materials for internal use for 12/18/19 hearing (3.90); update hearing materials for Chambers (1.60)	9.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Dec 19	Vazquez, Christopher	Analyze Defendant's statements of facts and related responses (1.10)	1.10
16 Dec 19	Justus, Michael R.	Review Charter's reply brief and cases cited therein (1.60); prepare for summary judgment hearing (1.10)	2.70
16 Dec 19	Tomey, Gregory	Deliver Courtesy Copies of Motion Papers to United States Trustees (1.50)	1.50
16 Dec 19	Ross, Terence P.	Review team's analysis of Charter's Reply Brief on Summary Judgment (2.50); prepare arguments in opposition to Charter's Motion for Judgment on the Pleadings (3.50); reread and analyze all authorities used in Charter's and Windstream's corresponding briefs (3.10); prepare arguments for hearing on the same (1.40); consider arguments regarding damages (1.70); strategy discussions with S. Rochester and G. Thompson regarding arguments for hearing (3.20); discussion with K. Lockhart regarding outstanding factual points for summary judgment (.30)	15.70
16 Dec 19	Lockhart, Kristin	Discuss with T. Ross regarding outstanding factual matters for summary judgment hearing (.30); draft email to client regarding additional facts needed for hearing (.30); review and draft email to T. Ross regarding case pull (.60); review and analyze reply brief in support of Charter's MSJ (1.30); draft summary of reply brief to T. Ross incorporating C. Vazquez's feedback (1.60); review written discovery and draft email to T. Ross regarding written discovery relating to identification of switched customers (1.60)	5.70
16 Dec 19	Thompson, Grace	Discussions with S. Rochester and T. Ross regarding preparation and arguments for summary judgment hearing (2.50); prepare and organize materials for Chambers for hearing (2.40); review and organize Charter exhibits in preparation for summary hearing (3.70); coordinate with B. Churbuck regarding authorities cited by Charter and Windstream in various summary judgment briefs (.40); revise hearing agenda per discussions with S. Rochester (.40); further prepare materials for Chambers for hearing (3.90); respond to emails from Chambers (.20); revise case calendar and associated documents (.90); prepare unredacted materials for Chambers (1.70)	16.10
16 Dec 19	Rochester, Shaya J.	Correspond with client regarding December 18 hearing (.20); correspond with Kirkland regarding December 18 hearing (.20); correspond with Chambers regarding December 18 hearing (.20); office conference with J. Drew regarding December 18 hearing (.30); office conference with G. Thompson regarding December 18 hearing (.30); review exclusivity objections with respect to conflict matters (.30); prepare email to Charter regarding exchange of information (.30); prepare hearing script for December 18 hearing (.50);	8.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review and provide comments on updated case calendar to reflect most recent filings (.30); prepare for December 18 hearing (2.30); attend to issues regarding exchange of information with Charter (.20); prepare for December 18 hearing, reviewing briefs, applicable caselaw and discussing strategy considerations with team (3.80)	
16 Dec 19	Lewis, Anne	Analyze and summarize cases cited by Charter in its reply brief (1.90)	1.90
16 Dec 19	Drew, James	Review briefs from Charter Communication bankruptcy case (.80); prepare and circulate summary with excerpts of same (1.00); follow up correspondence regarding same (.20)	2.00
16 Dec 19	Churbuck, Bryant	Review select pleadings in Charter v. DirectTV (.70); prepare email to S. Rochester regarding Charter v. DirectTV pleadings (.10); review select case law regarding cases cited in Charters' Motion for Summary Judgment and reply (2.00); review select case law regarding Debtors' Motion for Summary Judgment and reply (2.0); review select case law regarding Charters' Opposition to Debtors' Motion for Summary Judgment (1.00); review select case law regarding Debtors' Opposition to Charters' Motion for Summary Judgment (1.00); prepare and organize materials for December 18 hearing (1.90); discussions with G. Thompson regarding authorities in summary judgment briefs (.40)	9.10
17 Dec 19	Siena, Marie	Prepare documents for hearing binders (3.60); office conferences with G. Thompson and K. Lockhart regarding preparation of documents for hearing (.50); review and revise documents and materials for hearing (4.40); continue preparing and revising documents incorporating comments from team (2.00)	10.50
17 Dec 19	Justus, Michael R.	Analyze Charter briefs and formulate arguments for summary judgment hearing (2.90); strategy discussions with team for hearing (2.80); review Windstream's and Charter's statements of facts and identify key excerpts (2.10); review the same with K. Lockhart and T. Ross (3.10); internal team call with E. Werlinger regarding Charter redressability argument (1.00)	11.90
17 Dec 19	Werlinger, Eric T.	Review and analyze Charter's reply in support of its motion to dismiss (2.20); conduct legal research and draft bullet points in response to reply for oral argument (3.30); discuss the same in team phone call with T. Ross and team (1.00)	6.50
17 Dec 19	Tomey, Gregory	Deliver Courtesy Copies of Documents to Honorable Judge Drain and Clerk of the Court at United States Bankruptcy Court White Plains (3.50)	3.50
17 Dec 19	Ross, Terence P.	Re-read cases cited in Windstream Motion for Summary Judgment (1.80); discussions with S. Rochester, M. Justus, G. Thompson and K. Lockhart	15.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
17 Dec 19	Lockhart, Kristin	regarding arguments for Summary Judgment hearing (3.00); prepare and outline arguments in support of Summary Judgment and against Charter Summary Judgment (3.60); read and analyze Charter Reply Brief on Motion to Dismiss (1.10); read and analyze new cases from the same (1.00); call with E. Werlinger and team regarding redressability argument in Charter's Reply Brief (1.00); continue revising arguments in Support of Summary Judgment, including re-reading and analyzing all briefs in support and against (3.90) Travel to NY to attend summary judgment hearing (4.00 billed at half time); review relevant statements of fact with T. Ross and team for summary judgment arguments (3.00); prepare docket and exhibit analysis in support of statements of facts (3.80); correspond with client regarding corrective advertising (.60); discussions with G. Thompson and M. Siena regarding hearing preparations (.50); further discussions with G. Thompson regarding authorities in Charter's reply in support of its Motion for Judgment on the Pleadings (.20)	9.60
17 Dec 19	Thompson, Grace	Prepare and organize materials related to undisputed facts and supporting documents for K. Lockhart (3.40); discussions with S. Rochester regarding copies of hearing materials for Chambers (.40); meet with S. Rochester regarding outstanding action items for hearing (.30); review and organize exhibits from Windstream's and Charter's respective declarations (3.20); review and organize authorities cited by Charter and Windstream in Motion for Judgment on the Pleadings and Opposition (1.40); discussions with K. Lockhart and B. Churbuck regarding the same (.20); prepare additional documents for use by litigation team during summary judgment hearing (3.00); review and circulate new research by E. Werlinger and B. Churbuck (.30)	12.20
17 Dec 19	Rochester, Shaya J.	Preparation and strategy discussions with T. Ross, M. Justus and team for summary judgment hearing (3.00); discussions with G. Thompson regarding preparation for hearing (.30); participate in additional strategy sessions regarding arguments for summary judgment hearing (1.50); review and analyze Charter Reply in Support of Motion to Dismiss and Judgment on the Pleadings (1.20); review and analyze applicable cases (1.80); call with E. Werlinger, T. Ross and team regarding Charter's reply (1.00); attend to research assignments and outstanding issue regarding Charter's Reply (.50)	9.30
17 Dec 19	Churbuck, Bryant	Review select case law regarding Declaratory Judgment Act (1.50); prepare memo regarding	10.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Declaratory Judgment Act (.90); review exhibits submitted in support of temporary restraining order and preliminary injunction (2.00); review select case law regarding cases cited in Charters' Motion for Judgment on the Pleadings and Motion to Dismiss (1.00); review declarations submitted in support and opposition to Debtors' Motion for Summary Judgment and Charters' Motion for Summary Judgment (2.00); prepare and organize materials for December 18 hearing (2.80)	
18 Dec 19	Siena, Marie	Travel to/from White Plains for summary judgment hearing (3.70 billed at half time); attend summary judgment hearing and additional strategy discussions during court recesses (8.30)	10.20
18 Dec 19	Justus, Michael R.	Prepare for summary judgment hearing (1.50); attend summary judgment hearing (6.50); strategy discussion with team during break (1.00)	9.00
18 Dec 19	Ross, Terence P.	Prepare for hearing on Summary Judgment motions and Motion to Dismiss, including strategy discussions with team prior to hearing (4.40); attend hearing on Summary Judgment Motions and Motion to Dismiss (6.50); strategy discussion with team regarding arguments raised at summary judgment hearing (1.00); travel time returning from Courthouse to NY Office (1.20 billed at half time); follow up on hearing, including telephone conference with K. Smith and emails regarding trial dates (1.30); multiple email exchanges regarding hearing decision and follow-up (1.80)	14.40
18 Dec 19	Lockhart, Kristin	Prepare for hearing on cross motions for summary judgment (3.00); attend hearing on motion for summary judgment (4.00); strategy discussions with T. Ross and team regarding Charter's discovery and prepare statement on the same (1.00); attend remainder of summary judgment hearing (2.50); travel from hearing to office (1.20 billed at half time); draft follow-up correspondence to team and other parties regarding hearing and next steps (1.50)	12.60
18 Dec 19	Thompson, Grace	Attend Summary Judgment hearing (6.50); travel to and from hearing (3.00 billed at half time); revise and circulate proposed order for sealing motions (.30)	8.30
18 Dec 19	Rochester, Shaya J.	Prepare for summary judgment hearing (4.00); attend and actively participate at hearing on Charter's Motion to Dismiss, Windstream's Motion for Summary Judgment and Charter's Motion for Summary Judgment (6.50); communications with team regarding follow-up from hearing (2.30)	12.80
19 Dec 19	Sieger, John P.	Reviewed summary of R56 ruling (.20); emails with S. Rochester as to same and next steps (.20)	0.40
19 Dec 19	Larsen, Ryan	Review and analyze Charter reply in support of motion to exclude J. Jarosz testimony (1.50)	1.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Dec 19	Stagman, David J.	Revise and circulate Daubert motion against R. Borders report (.50); discussion and correspondence with S.Rochester (.20); further revise Daubert motion against R. Borders report (1.00)	1.70
19 Dec 19	Holub, Matthew M.	Review reply in support of motion to exclude J. Jarosz (.60)	0.60
19 Dec 19	Justus, Michael R.	Prepare action items from summary judgment hearing (.80); confer with team regarding briefing schedule for expert motions (.30)	1.10
19 Dec 19	Ross, Terence P.	Travel from New York City back to Washington, DC office (3.40 billed at half time); telephone conference with S. Rochester regarding Analysis Group work (.20); consider possible trial dates (.50); telephone conference with S. Rochester regarding trial dates (.30); multiple emails with S. Rochester regarding Motion to Compel Assumption (.50); review draft email regarding trial dates (.50); review draft Order on Motion to Dismiss (.50); edit and revise draft Daubert motion against Mr. Kardos (2.00)	6.10
19 Dec 19	Lockhart, Kristin	Travel to office from hearing on Motion for Summary Judgment (3.00 billed at half time); draft budget for expert Jarosz (1.30); discuss with expert regarding estimate for budget for work (.60)	3.40
19 Dec 19	Thompson, Grace	Draft Motion to Exclude Kardos and corresponding sealing motion (1.20); discussions with team regarding pre-trial/trial schedule and revise case calendar (1.00); discussions with S. Rochester regarding filing on December 23 (.30)	2.50
19 Dec 19	Rochester, Shaya J.	Attend to follow-up issues from hearing (1.80); attend to issues regarding Daubert motions, accompanying seal motions and notices of motion and proposed orders (2.70); update case calendar and circulate to team (.50); call with T. Ross regarding expert and outstanding work (.20); discussion with T. Ross regarding trial dates (.30); discussion with G. Thompson regarding Daubert filings (.30)	5.80
20 Dec 19	Vazquez, Christopher	Analyze Jarosz expert damages reports (1.50); review Borders motion to exclude (1.00)	2.50
20 Dec 19	Werlinger, Eric T.	Discuss follow-up research from hearing with S. Rochester (.40)	0.40
20 Dec 19	Ross, Terence P.	Edit and revise Daubert Motion for Kardos (1.70); telephone conference with G. Thompson regarding same (.30); edit and revise Daubert Motion against Mr. Borders (1.50); further edit and revise Daubert Motion against Mr. Borders (2.30); finalize Daubert Motion against Mr. Kardos (1.50)	7.30
20 Dec 19	Yager, Allison E.	Draft motion to seal for motion to exclude Borders (.30); discussions with S. Rochester regarding the same (.30)	0.60
20 Dec 19	Lockhart, Kristin	Draft email to S. Rochester regarding budget for	4.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		expert/analysis group (1.30); exchange emails with T. Ross regarding same (.60); revise email to S. Rochester regarding budget (.60); draft email to expert regarding budget, invoices and damages hearing (.90); discussions with G. Thompson regarding filings on Monday (.60); email T. Ross regarding Borders report (.30)	
20 Dec 19	Thompson, Grace	Discussions with T. Ross regarding Thompson Declaration and exhibits for Kardos Daubert Motion (.30); revise the same per T. Ross comments (.40); draft Motion to Exclude Borders (.90); draft Motion to Exclude Kamin (1.00); prepare and organize materials related to hearing on Charter's Motion to Compel (.40); calls and emails with K. Lockhart regarding outstanding tasks for filing on December 23 (.60); calls with S. Rochester regarding hearing follow-up tasks (.20)	3.70
20 Dec 19	Rochester, Shaya J.	Attend to issues regarding dates and deadlines in connection with Pre-Trial Conference (.40); review and provide comments on sealing motion to accompany Daubert motion (.20); call with E. Werlinger regarding appeal issues (.40); attend to research issues following hearing (1.60); calls with G. Thompson (.20); and A. Yager regarding same (.30)	3.10
21 Dec 19	Ross, Terence P.	Review and analyze Daubert Motion against Mr. Borders (2.30); edit and revise Daubert motion against Mr. Borders (4.00); continue to edit and revise Daubert motion against Mr. Borders (2.80)	9.10
21 Dec 19	Thompson, Grace	Review and correspond with S. Rochester regarding notices, motions and proposed orders for Daubert filings (.30); correspond with team regarding Daubert motions (.30)	0.60
21 Dec 19	Rochester, Shaya J.	Review emails related to Daubert Motions and December 23 filings (.70)	0.70
22 Dec 19	Ross, Terence P.	Draft Daubert Motion against Kamin Report (4.00); further revise Daubert Motion against Kamin Report (3.60); continue revising Daubert Motion against Kamin Report (2.40)	10.00
22 Dec 19	Yager, Allison E.	Draft motion to seal memo iso motion to exclude Kardos (.20); draft motion to seal memo iso motion to exclude Kamin (.20)	0.40
22 Dec 19	Rochester, Shaya J.	Review Notices, Motion and Proposed Order for upcoming Daubert motions (.30)	0.30
23 Dec 19	Vazquez, Christopher	Correspondence regarding Daubert motion filings (.50); review summary judgment hearing transcript (1.00)	1.50
23 Dec 19	Ross, Terence P.	Finalize Daubert Motion against Kardos testimony (1.00); edit and revise Daubert Motion against Mr. Kamin testimony (1.30); edit and revise Daubert Motion against Mr. Border's testimony (3.30); review	9.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
23 Dec 19	Yager, Allison E.	Declarations in support of Daubert Motions (.50); finalize Borders and Kamin Daubert Motions (3.80) Revise seal motion regarding motion to exclude Borders (.20); revise motions regarding exclusions (.40); draft declarations in support of same (.30); calls and correspondence with K. Lockhart regarding same (.20); prepare exhibits for motions to exclude (.40); conduct research regarding equitable subordination (1.30); further revise and finalize motions to seal for filing (.80); calls with K. Lockhart and M. Siena regarding filing of seal motions (.20); pull proposed orders for G. Thompson (.20)	4.00
23 Dec 19	Lockhart, Kristin	Review and revise motion to exclude Kardos and accompanying exhibits (2.00); revise draft of motion to exclude Kamin and compile exhibits for same (4.00); revise draft of motions to exclude Borders and draft declaration/compile exhibits for same (3.70); redact memorandums of law in support of motions to exclude (2.50); discussions with M. Siena and A. Yager regarding filing (.20); discussions with G. Thompson regarding same (.20); supervise filing of motions to exclude (1.30); draft emails to client and Charter regarding filings of motion to exclude (.60)	14.50
23 Dec 19	Thompson, Grace	Discussions with K. Lockhart and team regarding outstanding items for Daubert filing (.40); review and sign-off on Thompson declarations in support of Daubert motions (.30); review as-filed and unredacted filings and circulate to team and chambers (1.60)	2.30
24 Dec 19	Yager, Allison E.	Continue research regarding equitable subordination (.70); summarize research and email S. Rochester regarding same (.20)	0.90
24 Dec 19	Lockhart, Kristin	Review case law cited by court opinion regarding survey evidence (.60); draft email to Charter and client with copies of sealing motions (.30)	0.90
26 Dec 19	Holub, Matthew M.	Review Charter's motion to strike supplemental reports of J. Jarosz (.70)	0.70
26 Dec 19	Ross, Terence P.	Review new motion filed by Charter seeking to strike J. Jarosz Declaration (1.00)	1.00
26 Dec 19	Rochester, Shaya J.	Review Motion to Strike Jarosz Testimony (.30)	0.30
27 Dec 19	Holub, Matthew M.	Draft correspondence regarding motion to strike Jarosz declarations (.30)	0.30
27 Dec 19	Ross, Terence P.	Email from S. Rochester regarding Motion to Assume (.30); read email from M. Holub regarding new Charter motion against J. Jarosz and cases cited (.50); outline Opposition to new Charter Motion against J. Jarosz (1.80)	2.60
27 Dec 19	Rochester, Shaya J.	Review Charter Motion to Strike Jarosz Stipulation and communications with team regarding same (1.60); communications with team regarding next steps (.30); attend to issues regarding research on remaining issues	2.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		for trial (.20)	
29 Dec 19	Rochester, Shaya J.	Communications with G. Thompson regarding work-streams (.30)	0.30
30 Dec 19	Holub, Matthew M.	Review Jarosz declaration in support of opposition to summary judgment (.30); review and draft responses to arguments in motion to strike Jarosz declarations (1.10); review case law cited in motion to strike Jarosz declarations (.50); distinguish case law cited in motion to strike Jarosz declarations (.30); research case law on expert supplementation of opinions (.80); analyze case law on expert supplementation of opinions (1.80); draft correspondence to T. Ross regarding research findings (.20); review reply in support of opposition to exclude Jarosz (.30)	5.30
30 Dec 19	Vazquez, Christopher	Correspondence regarding upcoming motion responses and assignments (.60)	0.60
30 Dec 19	Ross, Terence P.	Telephone conference with S. Rochester regarding motions pending and other matters (.40); review draft email regarding Motion to Compel Assumption (.30); consider response to new Charter Motion against J. Jarosz (1.00); email exchange with K. Lockhart regarding Jarosz Motion (.20); follow up on January 16 hearing (.20)	2.10
30 Dec 19	Lockhart, Kristin	Draft email to client regarding pleadings filed by Charter (.30); draft email regarding docketing of deadlines in bankruptcy case (.30)	0.60
30 Dec 19	Thompson, Grace	Meeting with S. Rochester regarding action-items for January 16 hearing and damages trial (.80); revise case calendar and associated documents (.50); review and prepare materials for Chambers, Court Clerk and UST from recent filing (2.30); draft cover letters for the same (.40)	4.00
30 Dec 19	Rochester, Shaya J.	Office conference with G. Thompson to discuss open work-streams, including automatic stay research (.80); call with T. Ross regarding next steps, including Charter motion to exclude Jarosz (.40); call with C. Convissair regarding SDNY rules (.10); communications with E. Werlinger regarding outstanding research (.20); review hearing transcripts (1.30); attend to issues regarding Motion to Compel (.60)	3.40
31 Dec 19	Holub, Matthew M.	Revise outline to opposition to motion to strike Jarosz declarations (.60); research and analyze case law regarding expert disclosures (.60); prepare for teleconference with T. Ross regarding opposition to motion to strike Jarosz declarations (.30); teleconference with T. Ross regarding opposition (.40); review reply ISO Jarosz Daubert for reference to declaration (.30); review reply ISO Charter's MSJ for reference to Jarosz declaration (.40); correspond with	3.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		K. Lockhart regarding research for Jarosz opposition (.10)	
31 Dec 19	Vazquez, Christopher	Analyze motion to strike Jarosz expert declaration (1.50); correspondence regarding response to motion to strike Jarosz declarations (.50)	2.00
31 Dec 19	Werlinger, Eric T.	Research issues related to potential appeal (4.80)	4.80
31 Dec 19	Ross, Terence P.	Read cases relating to expert declarations sent by M. Holub (.50); review new calendar from G. Thompson and draft emails regarding the same (.80); prepare for telephone conference with M. Holub regarding Opposition to new Charter Motion against J. Jarosz (.40); call with M. Holub regarding the same (.40); continue drafting and revising Opposition to new Charter Motion against J. Jarosz (1.00); read and respond to email from K. Lockhart regarding Analysis Group (.40); continue drafting and revising Opposition brief (2.10)	5.60
31 Dec 19	Lockhart, Kristin	Review correspondence from S. Rochester regarding invoice from Analysis Group and draft response to same (.30); review correspondence from M. Holub, research inquiry, and respond to same (.60); draft email to expert regarding fees (.30)	1.20
31 Dec 19	Thompson, Grace	Call with S. Rochester regarding proffer for Hays Declaration (.20); review and annotate previous Windstream case proffers (.20); revise and circulate case calendar per comments from S. Rochester (.20)	0.60
31 Dec 19	Rochester, Shaya J.	Review and provide comments on case calendar (.20); review and comment on proffer (.40); call with G. Thompson regarding proffer (.20); communications with team regarding SDNY rules (.30)	1.10
TOTALS:			1,460.90

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	101.40	515.00	\$52,221.00
45511	Drew, James	8.00	890.00	\$7,120.00
45447	Haitz, Eric	5.10	605.00	\$3,085.50
42747	Holub, Matthew M.	99.30	720.00	\$71,496.00
43426	Justus, Michael R.	143.50	800.00	\$114,800.00
34231	Larsen, Ryan	30.00	870.00	\$26,100.00
44932	Lersner, Lindsay	5.00	605.00	\$3,025.00
44862	Lewis, Anne	66.00	390.00	\$25,740.00
44572	Lockhart, Kristin	161.40	605.00	\$97,647.00
42748	Mazur, Julia L.	39.50	790.00	\$31,205.00
44306	O'Brien, Catherine E.	11.50	440.00	\$5,060.00
45244	Pettersen, Anisa	25.10	240.00	\$6,024.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	142.90	965.00	\$137,898.50
44455	Ross, Terence P.	238.90	985.00	\$235,316.50
44630	Schurr, Jillian	14.90	440.00	\$6,556.00
32703	Sieger, John P.	2.10	975.00	\$2,047.50
41782	Siena, Marie	47.00	200.00	\$9,400.00
42092	Sodikoff, Brian	18.30	850.00	\$15,555.00
34349	Stagman, David J.	24.40	880.00	\$21,472.00
44616	Thompson, Grace	142.30	450.00	\$64,035.00
44273	Tomey, Gregory	9.50	185.00	\$1,757.50
43190	Vazquez, Christopher	42.50	515.00	\$21,887.50
43349	Wakolbinger, Jeffrey A.	28.90	835.00	\$24,131.50
44199	Werlinger, Eric T.	30.20	790.00	\$23,858.00
44491	Yager, Allison E.	23.20	605.00	\$14,036.00
	TOTAL:	1,460.90		\$1,021,474.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3199957 DATE: 10/13/2019 Food service ordered on 10/07/2019 by Thompson, Grace A., OrderID: 2020406122	20.00
04 Dec 19	VENDOR: U.S. Legal Support, Inc; INVOICE#: 130129511; DATE: 11/18/2019 - Original and 1 certified copy of transcript of: Matthew Kardos	2,497.10
05 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5742611 DATE: 11/22/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 2810 1 ST PL BA on 11/16/2019; Voucher# 357806	123.53
05 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5742611 DATE: 11/22/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/11/2019; Voucher# 340132	71.69
05 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5742611 DATE: 11/22/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/13/2019; Voucher# 363579	41.74
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/18/2019 by Thompson, Grace A., OrderID: 2023864667	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/21/2019 by Thompson, Grace A., OrderID: 2024212187	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/18/2019 by Rochester, Shaya, OrderID: 2023826739	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/19/2019 by Rochester, Shaya, OrderID: 2023949406	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/20/2019 by Rochester, Shaya, OrderID: 2024069314	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/21/2019 by Churbuck, Bryant P., OrderID: 2024211966	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/23/2019 by Churbuck, Bryant P., OrderID: 2024288238	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3217490 DATE: 11/24/2019 Food service ordered on 11/21/2019 by Siena, Marie A., OrderID: 2024212842	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/15/2019 by Siena, Marie A., OrderID: 2023714240	17.90
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/11/2019 by Thompson, Grace A., OrderID: 2023276524	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/12/2019 by Thompson, Grace A., OrderID: 2023406750	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
05 Dec 19	3214414 DATE: 11/17/2019 Food service ordered on 11/13/2019 by Thompson, Grace A., OrderID: 2023527651 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3214414 DATE: 11/17/2019 Food service ordered on 11/15/2019 by Thompson, Grace A., OrderID: 2023714240 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3214414 DATE: 11/17/2019 Food service ordered on 11/11/2019 by Rochester, Shaya, OrderID: 2023251637 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3214414 DATE: 11/17/2019 Food service ordered on 11/12/2019 by Rochester, Shaya, OrderID: 2023367946 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3214414 DATE: 11/17/2019 Food service ordered on 11/13/2019 by Rochester, Shaya, OrderID: 2023490973 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3214414 DATE: 11/17/2019 Food service ordered on 11/14/2019 by Rochester, Shaya, OrderID: 2023607663 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3212840 DATE: 11/10/2019 Food service ordered on 11/04/2019 by Thompson, Grace A., OrderID: 2022708848 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3212840 DATE: 11/10/2019 Food service ordered on 11/04/2019 by Rochester, Shaya, OrderID: 2022669289 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3212840 DATE: 11/10/2019 Food service ordered on 11/07/2019 by Rochester, Shaya, OrderID: 2023036436 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3222033 DATE: 12/1/2019 Food service ordered on 11/25/2019 by Rochester, Shaya, OrderID: 2024389205 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3222033 DATE: 12/1/2019 Food service ordered on 11/26/2019 by Rochester, Shaya, OrderID: 2024499253 VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00
05 Dec 19	3222033 DATE: 12/1/2019 Food service ordered on 12/01/2019 by Churbuck, Bryant P., OrderID: 2024641388 VENDOR: Petty Cash; INVOICE#: 120619; DATE: 12/6/2019 Local	12.50
06 Dec 19	travel to Westchester Bankruptcy Court and back to Katten...n sumrah VENDOR: Petty Cash; INVOICE#: 120619; DATE: 12/6/2019 Local	5.50
06 Dec 19	travel to US Trustee and back to Katten...g to mey VENDOR: Petty Cash; INVOICE#: 120619; DATE: 12/6/2019 Local	25.00
06 Dec 19	travel to Grand Central Station and back to Katten, travel to White Plains USBC and back to Katten...g to mey Analysis Group, Inc.; Inv.#: 900023; Date: 11/27/2019; Professional	144,520.50
07 Dec 19	services rendered for the period ending October 31, 2019. Photocopies for 12/07/2019	112.80
08 Dec 19	JUSTUS/MICHAEL RYAN 12/17/2019 Washington/Westchester County/Washington Inv#9109 ticket#7475423966	766.92
09 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5747003 DATE: 11/29/2019 Local Travel: Pickup Address: 575 MADISON AVE	71.69

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
09 Dec 19	Destination: 352 CROWN ST B on 11/18/2019; Voucher# 352753 VENDOR: Vital Transportation, Inc. INVOICE#: 5747003 DATE: 11/29/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/19/2019; Voucher# 352001	71.69
09 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5747003 DATE: 11/29/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 11/21/2019; Voucher# 340130	123.53
09 Dec 19	VENDOR: Federal Express Corp. INVOICE#: 685489092 DATE: 12/2/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 11/25/2019; Tracking ID: 778286258009	9.67
09 Dec 19	VENDOR: Federal Express Corp. INVOICE#: 685489092 DATE: 12/2/2019 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 11/25/2019; Tracking ID: 778286360115	9.67
09 Dec 19	Reference 2916281 Refund re: Duplicate payment	(937.15)
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/04/19	16.06
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/05/19	17.55
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/11/19	16.13
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/12/19	14.46
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/13/19	15.57
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/15/19	15.56
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/16/19	14.65
11 Dec 19	Photocopies for 12/11/2019	1.00
11 Dec 19	Color Copies for 12/11/2019	1.00
12 Dec 19	VENDOR: Petty Cash; INVOICE#: 121219A; DATE: 12/12/2019 Local travel to Grand Central Terminal and back to Katten, travel to US Bankruptcy Court for the Southern District of New York in White Plains...p mazzeo	25.00
12 Dec 19	VENDOR: Petty Cash; INVOICE#: 121219A; DATE: 12/12/2019 Local travel to Grand Central Terminal and back to Katten, travel to US Bankruptcy Court for Southern District of New York...p mazzeo	25.00
12 Dec 19	VENDOR: Petty Cash; INVOICE#: 121219A; DATE: 12/12/2019 Local travel to US Trustee and back to Katten...g tomy	5.50
12 Dec 19	U.S. Legal Support, Inc; Inv.#: 130131207; Date: 11/27/2019; Videographer fee and video fo M. Kardos deposition.	1,365.00
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-NOV19-LAX; DATE: 12/12/2019 - Acct #KM3280: Pacer court cost incurred in November 2019, Century City.	1.10
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC;	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
 Invoice Date: January 24, 2020

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
	DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	10.40
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	9.50
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	127.10
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	265.10
13 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-NOV19-WAS; DATE: 12/12/2019 - Acct #KM3278: Pacer court cost incurred in November 2019, Washington.	2.70
13 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-NOV19-WAS; DATE: 12/12/2019 - Acct #KM3278: Pacer court cost incurred in November 2019, Washington.	13.00
13 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-NOV19-WAS; DATE: 12/12/2019 - Acct #KM3278: Pacer court cost incurred in November 2019, Washington.	5.40
15 Dec 19	Exchange ticket#7482282015 over ticket#7475423966 JUSTUS/MICHAEL RYAN 12/17/2019 Washington/New York/Washington Inv#9181	29.00
15 Dec 19	LOCKHART/KRISTIN DANIELLE 12/17/2019 DC/New York Penn STN/DC Inv#9170 ticket#0010607964	491.00
16 Dec 19	Photocopies for 12/16/2019	1.00
16 Dec 19	Photocopies for 12/16/2019	312.80
16 Dec 19	Color Copies for 12/16/2019	1.50
16 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3279-NOV19-CHI; DATE: 12/12/2019 - Acct #KM3279: Pacer court cost incurred in November 2019, Chicago.	11.60
16 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3279-NOV19-CHI; DATE: 12/12/2019 - Acct #KM3279: Pacer court cost incurred in November 2019, Chicago.	4.90
17 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3862109712171721 DATE: 12/17/2019 Meal after working late Meal after working late Date Incurred: 12/10/19	64.90
17 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3862109712171721 DATE: 12/17/2019 Uber home after working late Uber home after working late Date Incurred: 12/10/19	11.12
17 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3862109712171721 DATE: 12/17/2019 Uber home after working late Uber home after working late Date Incurred: 12/12/19	16.38
17 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5753745 DATE: 12/6/2019 Local Travel: Pickup Address: 575 MADISON AVE	71.69

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	Destination: 352 CROWN ST B on 11/25/2019; Voucher# 365656	
17 Dec 19	Photocopies for 12/17/2019	0.80
17 Dec 19	Photocopies for 12/17/2019	434.80
17 Dec 19	Color Copies for 12/17/2019	122.75
18 Dec 19	Photocopies for 12/18/2019	1.00
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 2810 1 ST PLACE on 12/07/2019; Voucher# 362728	133.34
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/02/2019; Voucher# 354296	71.69
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/03/2019; Voucher# 250475	71.69
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/04/2019; Voucher# 250475	61.11
19 Dec 19	VENDOR: Executive Charge, Inc. INVOICE#: 5742309 DATE: 11/22/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 300 QUARROPAS S on 11/18/2019; Voucher# 476005	110.79
19 Dec 19	Photocopies for 12/19/2019	61.60
19 Dec 19	Color Copies for 12/19/2019	62.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	53.66
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Breakfast at La Guardia Airport Date Incurred: 12/19/19	7.08
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	8.24
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	11.55
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	14.63
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/15/19	18.43
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/16/19	10.76
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	10.76
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Miscellaneous Gratuities Date Incurred: 12/18/19	16.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE:	831.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
	12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Hotel to Office Date Incurred: 12/16/19	12.36
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Airport to Hotel Date Incurred: 12/15/19	45.42
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Hotel to Airport Date Incurred: 12/19/19	51.47
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Hotel to Office Date Incurred: 12/17/19	13.30
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Parking at Washington, D.C. Airport Date Incurred: 12/19/19	106.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/15/19	775.49
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/16/19	831.70
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	2.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	831.70
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	2.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Airfare for Court Hearing Date Incurred: 12/09/19	796.60
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Bottle Water Date Incurred: 12/18/19	8.71
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Lunch while away attending Court Hearing Date Incurred: 12/18/19	10.94
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Breakfast while away attending Court Hearing Date Incurred: 12/19/19	3.60
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Meal expense associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	14.31
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Meal expense associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	50.41

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Dinner meeting 170.79 plus 15.00 tip = 185.79 Date Incurred: 12/15/19	185.79
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Hotel Accommodations for Court Hearing in New York Date Incurred: 12/17/19	335.12
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Date Incurred: 12/18/19	237.57
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Hotel expense associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	381.03
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Taxi from Train to Hotel Date Incurred: 12/17/19	22.88
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Uber from home to train station Date Incurred: 12/17/19	6.52
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Uber home hotel to train station Date Incurred: 12/19/19	12.08
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Taxicab fare associated with travel to New York, NY to attend depositions. Date Incurred: 12/17/19	70.56
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Airport parking fees associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	50.00
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/19/19	70.21
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/19/19	57.51
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/16/19	55.60
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Cab to office on Sunday Date Incurred: 12/15/19	64.65
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/11/19	88.89
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/06/19	56.12
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/18/19	58.13
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 11/26/19	61.54
23 Dec 19	PAYEE: Arkadin Inc.; REQUEST#: 836711; DATE: 12/13/2019. - To record Arkadin Teleconferencing charges, Inv. INUS191100616 dated 11/30/2019; Conference call for Shaya Rochester on 11/08/19. Conf No. 12950255	6.57
23 Dec 19	PAYEE: Arkadin Inc.; REQUEST#: 836711; DATE: 12/13/2019. - To record Arkadin Teleconferencing charges, Inv. INUS191100616 dated 11/30/2019; Conference call for Shaya Rochester on 11/08/19. Conf No. 12948825	13.52

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Telephonic appearance at court hearing Date Incurred: 12/18/19	177.00
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Telephonic appearance at court hearing Date Incurred: 11/25/19	30.00
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel to the Office of the United States Trustee for the Southern District of New York and back to Katten...p mazzeo	5.50
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel to US Trustee and back to Katten...g toomey	5.50
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel from Grand Central back to Katten, travel to White Plains and back to Grand Central...g toomey	12.50
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel from Grand Central back to Katten, travel to White Plains and back to Grand Central...g toomey	25.00
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing Prep/ hot lunch for 4 on 12/18/19	105.61
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing Prep/bevs, sn for 10 on 12/17/19	141.54
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing Prep/breakfast for 10 on 12/17/19	644.54
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing - breakfast, lunch for 6 on 12/16/19	267.83
27 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5764777 DATE: 12/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 12/11/2019; Voucher# 363554	123.53
27 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5764777 DATE: 12/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 12/15/2019; Voucher# 357648	123.53
27 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5764777 DATE: 12/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/11/2019; Voucher# 360079	71.69
30 Dec 19	PAYEE: Arkadin Inc.; REQUEST#: 838277; DATE: 12/30/2019. - To record Arkadin Teleconferencing charges, Inv. INUS191100616 dated 11/30/2019; Conference call for Shaya Rochester on 11/01/19. Conf ID 12909779	6.32
30 Dec 19	Binding: 12/16/19	3.00
30 Dec 19	Photocopies for 12/30/2019	28.40
30 Dec 19	Photocopies for 12/30/2019	0.20
30 Dec 19	Color Copies for 12/30/2019	0.75
30 Dec 19	Color Copies for 12/30/2019	13.00
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/02/2019	33.87
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/05/2019	101.60
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/09/2019	162.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/10/2019	298.17
31 Dec 19	Westlaw Legal Research: MAZUR,JULIA L on 12/01/2019	33.87
31 Dec 19	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 12/04/2019	153.07
31 Dec 19	Westlaw Legal Research: WAKOLBINGER,JEFFREY A on 12/02/2019	47.48
31 Dec 19	Westlaw Legal Research: WAKOLBINGER,JEFFREY A on 12/10/2019	47.48
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/03/2019	47.48
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/04/2019	237.40
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/05/2019	142.44
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/08/2019	379.85
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/11/2019	43.56
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/15/2019	47.48
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/23/2019	81.35
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/04/2019	641.82
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/05/2019	47.48
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/06/2019	249.69
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/10/2019	236.08
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/04/2019	189.92
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/05/2019	142.44
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/06/2019	35.86
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/07/2019	94.96
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/08/2019	94.96
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/09/2019	59.43
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/10/2019	142.44
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/15/2019	47.48
31 Dec 19	Westlaw Legal Research: PETTERSEN,ANISA on 12/13/2019	2,181.61
31 Dec 19	Westlaw Legal Research: PETTERSEN,ANISA on 12/15/2019	94.85
31 Dec 19	Westlaw Legal Research: CONVISSAR,CRAIG on 12/31/2019	47.43
31 Dec 19	Westlaw Legal Research: THOMPSON,GRACE on 12/10/2019	176.11
31 Dec 19	Westlaw Legal Research: THOMPSON,GRACE on 12/17/2019	94.85
31 Dec 19	Westlaw Legal Research: ARTAKI,THOMAS on 12/06/2019	142.28
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/01/2019	47.43
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/02/2019	142.28
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/03/2019	223.53
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/08/2019	269.64
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/09/2019	142.28
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/10/2019	94.85
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/15/2019	127.36
31 Dec 19	Westlaw Legal Research: WERLINGER,ERIC T on 12/01/2019	79.11
31 Dec 19	Westlaw Legal Research: WERLINGER,ERIC T on 12/04/2019	11.62
31 Dec 19	Westlaw Legal Research: WERLINGER,ERIC T on 12/17/2019	138.52
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/04/2019	377.46
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/05/2019	277.04
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/06/2019	46.17
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/10/2019	46.17
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/12/2019	138.52
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/01/2019	73.30
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/10/2019	32.94
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/12/2019	138.52

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/18/2019	92.35
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/23/2019	79.11
31 Dec 19	Westlaw Legal Research: SRINIVASAN,RAJESH on 12/17/2019	237.33
TOTAL:		\$169,670.89

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$1,567.16
Out of Town Travel	\$4,728.53
After Hours Meals Expense	\$477.90
Telephone Conference Charges, Postage and Courier	\$45.75
Copying, Printing and Binding	\$1,158.40
Court Costs, Court Reporter, Videographer	\$3,583.55
Legal Research	\$9,393.02
Airfare	\$2,083.52
Expert Fees	\$144,520.50
Local Transportation	\$2,112.56
TOTAL:	\$169,670.89

MATTER TOTAL: \$1,191,145.39

Katten

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

575 Madison Avenue
New York, NY 10022-2585

January 23, 2020

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

Invoice No. 1301601010
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges..... \$292.13

CURRENT INVOICE TOTAL: \$292.13

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601010
Invoice Date: January 23, 2020

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
17 Dec 19	VENDOR: Reisman, Steven J. INVOICE#: 3743128412171721 DATE: 12/17/2019 Taxi / Uber Service Charge - Client matter Uber Service Charge Date Incurred: 10/25/19	12.13
18 Dec 19	VENDOR: Reisman, Steven J. INVOICE#: 3762217412181727 DATE: 12/18/2019 Taxi / Uber Service Charges - client related Car Service Charge on Invoice No.11242 Date Incurred: 11/18/19	120.00
18 Dec 19	VENDOR: Reisman, Steven J. INVOICE#: 3762217412181727 DATE: 12/18/2019 Taxi / Uber Service Charges - client related Car Service Charge on Invoice No.11245 Date Incurred: 11/27/19	160.00
TOTAL:		\$292.13

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Local Transportation	\$292.13
TOTAL:	\$292.13

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**ELEVENTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	January 1, 2020	January 31, 2020

Summary of Total Fees and Expenses Requested:	
Total fees requested in this statement:	\$748,902.80 (80% of \$936,128.50)
Total expenses requested in this statement:	\$28,265.16
Total fees and expenses requested in this statement:	\$777,167.96
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

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

² This statement consists of fees and expenses from January 1, 2020, through January 31, 2020.

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From January 1, 2020 Through January 31, 2020* (this “Fee Statement”).³ Specifically, Katten seeks (i) interim allowance of \$936,128.50 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$748,902.80, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$936,128.50); (iii) allowance and payment of \$28,265.16 in expenses for the actual, necessary expenses that Katten incurred in connection with rendering such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

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

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

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

Summary of Fees and Expenses by Project Category
for the Time Period of January 1, 2020 – January 31, 2020

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	37.70	\$20,740.00		\$ 20,740.00
7	Adversary Proceedings, Contested Matters	1.50	1,567.50		1,567.50
8	Charter Litigation ¹	1,111.50	907,434.00	\$27,993.50	935,427.50
10	Business Operations	3.00	3,291.00		3,291.00
11	Case Administration	4.80	3,096.00		3,096.00
32	Expenses			271.66	271.66
Totals		1,158.50	\$936,128.50	\$28,265.16	\$ 964,393.66

¹ Pursuant to this Court’s Order on *Defendants’ Motion to Recognize that the Bankruptcy Court is Divested of Jurisdiction* [Adv. Dkt. No. 258], Charter Communications, Inc. and Charter Communications Operating, LLC (collectively, “Charter”), defendants in Adversary Proceeding Case No. 19-08246, were ordered to pay \$3,720 in attorneys’ fees to the Debtors. Charter paid this amount directly to Katten. Accordingly, Katten does not seek payment of that amount from the Debtors.

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of January 1, 2020 – January 31, 2020

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

Attorneys' and Paraprofessionals' Information
for the Time Period of January 1, 2020 – January 31, 2020

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$1325	2.40	\$ 3,180.00
Terence P. Ross	Partner	1983	Intellectual Property	1045	240.50	251,322.50
Shaya Rochester	Partner	2003	Restructuring	1045	136.30	142,433.50
James V. Drew	Partner	2002	Restructuring	965	1.90	1,833.50
David J. Stagman	Partner	1993	Litigation	940	13.00	12,220.00
Ryan J. Larsen	Partner	2000	Litigation	925	16.70	15,447.50
Robert T. Smith	Partner	2006	Litigation	900	9.60	8,640.00
Jeffrey A. Wakolbinger	Partner	2008	Intellectual Property	890	17.70	15,753.00
Michael R. Justus	Partner	2008	Intellectual Property	855	97.50	83,362.50
Eric T. Werlinger	Associate	2012	Litigation	855	38.30	32,746.50
Julia L. Mazur	Associate	2012	Intellectual Property	855	91.80	78,489.00
Matthew Holub	Associate	2012	Intellectual Property	835	30.90	25,801.50
Thomas Peabody	Associate	2014	Litigation	760	60.20	45,752.00
Kristin Lockhart	Associate	2016	Intellectual Property	680	47.40	32,232.00
Allison E. Yager	Associate	2014	Restructuring	680	19.10	12,988.00
Bryant Churbuck	Associate	2018	Restructuring	660	40.60	26,796.00
Christopher Vazquez	Associate	2017	Litigation	640	52.70	33,728.00
Melissa Velez	Associate	2017	Litigation	640	4.10	2,624.00
Grace Thompson	Associate	2019	Restructuring	565	149.70	84,580.50
Anne Lewis	Staff Attorney	2017	Intellectual Property	410	19.70	8,077.00
Totals for Attorneys					1,090.10	\$ 918,007.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Daria DeLizio	Paralegal	1	Intellectual Property	\$400	13.90	\$ 5,560.00
John Greer	Docket Manager	30	Docket	\$305	6.70	2,043.50
Anthony Wong	Paralegal	5	Litigation	260	9.60	2,496.00
Marie Siena	Paralegal	12	Restructuring	210	38.20	8,022.00
Totals for Paraprofessionals					68.40	\$ 18,121.50

Total Fees Requested for Attorneys and Paraprofessionals:¹

\$936,128.50

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will in the future write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of January 1, 2020 – January 31, 2020**

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

**Summary of Actual and Necessary Expenses
for the Time Period of January 1, 2020 – January 31, 2020**

Expenses by Categories	Amount ¹
Airfare	\$ 796.80
After Hours Meals Expenses	878.05
Business Meals	944.91
Copying, Printing, Binding	939.85
Court Costs, Court Reporter, Videographer	436.90
Legal Research	14,038.18
Local Transportation	5,746.94
Out of Town Travel	4,317.31
Telephone Conference Charges, Postage and Courier	166.22
Total	\$ 28,265.16

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

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of January 1, 2020 – January 31, 2020¹**

¹ The following time records have been redacted to remove privileged and confidential information. To the extent there are any inadvertent disclosures of information protected by attorney-client privilege, Katten requests that such inadvertent disclosure not be deemed a waiver of privilege.

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605502
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through January 31, 2020	\$20,740.00
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CURRENT INVOICE TOTAL: \$20,740.00

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 Jan 20	Thompson, Grace	Review and revise Monthly Fee Invoice (.40); discussions with accounting department regarding the same (.10)	0.50
07 Jan 20	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
13 Jan 20	Thompson, Grace	Discussions with M. Siena regarding collection of outstanding expense invoices (.20)	0.20
14 Jan 20	Siena, Marie	Review and revise prebills for privilege and confidential information (2.70)	2.70
14 Jan 20	Thompson, Grace	Review December prebills for privilege and confidential information (2.20); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); review December expenses for compliance with local and UST guidelines (.50); review matter 8 December prebills for privilege and confidential information (2.90)	5.90
15 Jan 20	Thompson, Grace	Continue reviewing and revising matter 8 prebills for privilege and confidential information (3.10); perform follow-up review of revised invoices and expenses receipts (1.20)	4.30
17 Jan 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (2.40)	2.40
17 Jan 20	Thompson, Grace	Draft spreadsheet for allocation of second interim fee application payment (.80); draft emails to I. Cheban and S. Reisman regarding the same (.20); review latest revisions to December invoices from accounting (.10); discussion with M. Siena regarding the same (.10)	1.20
17 Jan 20	Reisman, Steven	Follow-up regarding matters related to fee application and December invoices and note comments regarding same (.70)	0.70
20 Jan 20	Thompson, Grace	Draft Supplemental Reisman Declaration and schedules, reflecting new conflict search (3.60)	3.60
20 Jan 20	Rochester, Shaya J.	Attend to issues regarding Second Interim Fee App (.30); review January invoices for privileged and confidential information (.30)	0.60
21 Jan 20	Siena, Marie	Review and revise prebills for privilege and confidential information (.60)	0.60
21 Jan 20	Thompson, Grace	Review and revise December invoices per S. Rochester comments (.60); calls with S. Rochester regarding supplemental declaration (.30); discussions with S. Rochester regarding December invoices (.20); email correspondence with Conflicts department regarding supplemental declaration (.20); follow-up discussions with M. Siena regarding December monthly fee statement (.30); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget	2.20

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605503
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through January 31, 2020	\$1,567.50
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CURRENT INVOICE TOTAL: \$1,567.50

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605503
Invoice Date: February 19, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
03 Jan 20	Rochester, Shaya J.	Attend to issues regarding Frontier and communications with client regarding same (.60)	0.60
07 Jan 20	Rochester, Shaya J.	Attend to issues regarding Frontier settlement agreement (.30)	0.30
21 Jan 20	Rochester, Shaya J.	Attend to issues regarding Frontier potential chapter 11 filing (.30)	0.30
30 Jan 20	Rochester, Shaya J.	Attend to issues regarding Frontier chapter 11 filing (.20)	0.20
31 Jan 20	Rochester, Shaya J.	Follow up on Frontier potential chapter 11 filing (.10)	0.10
TOTALS:			1.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Attorney or Assistant	Hours	Rate	Amount
44845 Rochester, Shaya J.	1.50	1,045.00	\$1,567.50
TOTAL:	1.50		\$1,567.50

**575 Madison Avenue
New York, NY 10022-2585**

February 20, 2020

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

Invoice No. 1301605504
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through January 31, 2020	\$907,434.00
Disbursements and other charges.....	\$27,993.50

CURRENT INVOICE TOTAL: \$935,427.50

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		regarding same (.30)	
03 Jan 20	Thompson, Grace	Read and circulate Charter's appeals-related motions (.70); internal Katten call regarding Charter appeals-related motions and next steps (1.00); follow-up call with S. Rochester regarding the same (.30); analyze rules and draft email to team regarding appellate and objections (.90); discussions with K. Lockhart regarding the same (.30); review legal framework for 28 U.S.C. 158 and prepare materials for E. Werlinger (.70); review Colliers and secondary sources regarding Bankruptcy Rule 9033 (1.60)	5.50
03 Jan 20	Rochester, Shaya J.	Review Charter's motion for leave for interlocutory appeal (.80); Charter's objection to Bankruptcy Court's report and recommendation (1.20); Charter's notice of appeal as a matter of right (.50); Charter's notice of interlocutory appeal (.50); call with team regarding same (1.00); follow-up with G. Thompson regarding same (.30); follow-up regarding same (.70); attend to issues regarding letter to Judge (.30)	5.30
04 Jan 20	Yager, Allison E.	Correspondence with S. Rochester and G. Thompson regarding drafting motion to strike (.10)	0.10
04 Jan 20	Thompson, Grace	Analyze Charter's opposition to "report and recommendation" (.40); review rules and additional secondary sources regarding proposed findings of fact and conclusions of law (1.60) review court transcripts for discussions relevant to the same (.60); draft email to S. Rochester and A. Yager on the same (.40); research case law cited in summary judgment hearing transcript and subsequent caselaw (1.90); research cases cited in Charter motion and subsequent caselaw (1.50); review email from S. Rochester and draft response (1.50)	7.90
04 Jan 20	Rochester, Shaya J.	Review Charter's objection to Bankruptcy Court's report and recommendation (1.10)	1.10
05 Jan 20	Thompson, Grace	Research background information on Rule 7016 and applicable caselaw (1.40); call with S. Rochester to discuss research (.50); review and draft responses to S. Rochester email on Windstream response (.70); continue researching legal framework for objections under Rule 9033 (2.90); draft email to S. Rochester outlining Windstream response points (1.20)	6.70
05 Jan 20	Rochester, Shaya J.	Call with G. Thompson regarding research on Charter objection to Bankruptcy Court's Report and Recommendations (.50); attend to issues regarding Motion to Compel Assumption/Rejection (.30); attend to issues regarding Charter objection to Bankruptcy Court's Report and Recommendations (.40)	1.30
06 Jan 20	Holub, Matthew M.	Draft opposition to motion to strike Jarosz declarations, argument one (2.90); revise opposition, argument one (2.80); analyze research for opposition	9.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(1.30); draft opposition to motion to strike Jarosz declarations, argument two (2.00)	
06 Jan 20	Mazur, Julia L.	Review and analyze documents for Ostberg Daubert reply brief (1.40)	1.40
06 Jan 20	Vazquez, Christopher	Analyze motion to exclude expert Borders (.50); analyze motion for interlocutory appeal (.60); correspondence regarding motion to strike Charter objection (.30)	1.40
06 Jan 20	Justus, Michael R.	Review transcript from summary judgment hearing to prepare for Daubert motions hearing (1.40)	1.40
06 Jan 20	Werlinger, Eric T.	Correspond with appellate team leaders regarding staffing of various appellate projects (.50); phone call with S. Rochester and G. Thompson to discuss response to Charter's opposition to the purported report and recommendation (.70)	1.20
06 Jan 20	Ross, Terence P.	Draft lengthy email to K. Smith setting out deadlines and work flow for January per his request (.80) email exchange with S. Rochester regarding January work flow (.30); prepare for oral argument on January 16 (3.00); read Charter Withdrawal of Motion to Assume VAR (.30); email to K. Smith regarding Withdrawal of Motion to Assume VAR (.30); email exchange with S. Rochester regarding Motion to Assume VAR (.30)	5.00
06 Jan 20	Yager, Allison E.	Review G. Thompson research for potential motion to strike objections to report and recommendation (.20); call with S. Rochester and G. Thompson regarding drafting motion to strike (.50)	0.70
06 Jan 20	Lockhart, Kristin	Follow up with Daubert motions team regarding reply briefs (.60); review correspondence from Charter regarding Charter's Motion to Seal (.30); review correspondence regarding motions to exclude from D. Stagman (.30); reply to UCC regarding pretrial conference (.30); draft email to J. Mazur regarding hearing transcript (.30)	1.80
06 Jan 20	Thompson, Grace	Call with S. Rochester regarding outstanding research for Windstream response to Charter's objection to court's "report and recommendation" (.60); call with S. Rochester regarding response precedents and brief outline (.50); research objection, response and report and recommendation precedents (.70); call with S. Rochester and A. Yager regarding response brief action items (.50); calls with S. Rochester and E. Werlinger regarding motion to strike rules and strategy (.70); research motions to strike Rule 9033 objections (1.60); review rules and caselaw regarding section 157(c) as application to response brief (1.00); coordinate with library services regarding outstanding cases (.20); draft electronic device order (.20); review and circulate notice of withdrawal of Charter's motion to compel (.10); draft mini outline of response brief	8.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.40); draft substantive outline of the same (1.20); revise case calendar and associated documents (.20); draft notice/motion/proposed order to strike Charter's objection (.50)	
06 Jan 20	Rochester, Shaya J.	Respond to T. Ross email regarding upcoming dates and deadlines to send to client (.30); call with G. Thompson regarding Charter's objection to Bankruptcy Court's report and recommendation (.60); call with T. Ross regarding same (.30); attend to issues regarding Charter's objection to Bankruptcy Court's report and recommendation (.60); attend to issues regarding Motion to Compel (.30); call with G. Thompson regarding Windstream's response to Charter's objection to Bankruptcy Court's report and recommendation (.50); call with A. Yager regarding Charter's objection to Bankruptcy Court's report and recommendation (.50); attend to follow-up regarding same (.30); call with G. Thompson and E. Werlinger regarding Charter's objection to Bankruptcy Court's report and recommendation (.70); attend to issues regarding withdrawal of motion to compel (.30); revise outline to response to Charter's objection to Bankruptcy Court's report and recommendation (1.00); revise response to Charter's objection to Bankruptcy Court's report and recommendation (.80)	6.20
07 Jan 20	Greer, John	Advise regarding (2) new cases filed in the usdc-sdny regarding appeal from the USBC and interlocutory Appeal from the USBC (.20); advise as to the need to file Notices of Appearance, correct format, caption and assigned Judge (.10)	0.30
07 Jan 20	Holub, Matthew M.	Draft opposition to motion to strike Jarosz declarations, argument two (.90); revise opposition, argument two (2.80); analyze/distinguish case law cited in motion (1.20); research case law for use in opposition (1.10); teleconference with T. Ross and K. Lockhart regarding opposition (.20); research waiver argument (1.30)	7.50
07 Jan 20	Mazur, Julia L.	Review and analyze documents for Ostberg reply brief (1.00)	1.00
07 Jan 20	Vazquez, Christopher	Research application of Rule 12(f) (2.50); draft legal standard for motion to strike (1.50); research inherent authority to strike filings (2.70); correspond with team regarding motion to strike (.50); call with S. Rochester regarding Charter's report and recommendation Objection (.30)	7.50
07 Jan 20	Justus, Michael R.	Prepare oral argument for Daubert motions (1.40)	1.40
07 Jan 20	Werlinger, Eric T.	Draft analysis regarding potential options for responding to Charter's opposition to the purported report and recommendation (1.80); speak with S. Rochester regarding staffing for appellate projects	6.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
 Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Court's Report and Recommendation (.30); review correspondence regarding opening of second appeal (.40); call with G. Thompson regarding draft hearing agenda (.30); call with E. Werlinger regarding staffing (.30); attend to issues regarding appeal (.50); attend to issues regarding Charter objection to Bankruptcy Court's Report and Recommendation (.50); review cases related to Charter objection to Bankruptcy Court's Report and Recommendation (1.80)	
08 Jan 20	Smith, Robert T.	Analyze various appellate jurisdictional issues implicated by Charter's notices of appeal on call with E. Werlinger and T. Peabody (.80)	0.80
08 Jan 20	Holub, Matthew M.	Research and analyze case law regarding waiver (2.40); revise argument on waiver (.80); revise opposition based on comments from T. Ross (1.20); revise opposition based on comments from C. Vazquez (.90)	5.30
08 Jan 20	Mazur, Julia L.	Conduct legal research regarding expert exclusion issues (1.10)	1.10
08 Jan 20	Vazquez, Christopher	Revise legal standard for motion to strike (2.80); correspondence regarding motion research (.50); research case law regarding waiver of objections (2.50); revise response to motion to strike (1.50); calls with S. Rochester regarding same (.40)	7.70
08 Jan 20	Peabody, Thomas P.	Call with R. Smith, E. Werlinger regarding background, projects (.80); review complaint (.20); research and review case law, secondary sources regarding whether an untimely or defective notice of appeal divests lower court of jurisdiction (2.80); summarize research (1.10)	4.90
08 Jan 20	Justus, Michael R.	Prepare oral argument for Daubert motions (3.60)	3.60
08 Jan 20	Werlinger, Eric T.	Lead conference with R. Smith and T. Peabody to discuss forthcoming appellate filings (.80); conduct research and prepare summary of forthcoming deadlines in Charter's various appeals (1.60); phone call with T. Ross and S. Rochester to discuss plan for staffing forthcoming appellate projects (.40)	2.80
08 Jan 20	Ross, Terence P.	Multiple email exchanges regarding Charter's request to stay pending appeal (.50); edit and revise Opposition to Charter's Motion to Strike Jarosz Declarations (1.30); continue to edit and revise Opposition to Charter's Motion to Strike Jarosz Declarations (3.00); email to K. Smith regarding Opposition to Charter's Motion to Strike (.30); telephone conference with S. Rochester and E. Werlinger regarding Charter's appeals (.40); email exchange with K. Smith regarding Charter's proposal to stay case (.20); incorporate comments on Opposition to Motion to Strike from M. Holub and S. Rochester (1.50); review research on Charter's appeals (1.80)	9.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
08 Jan 20	Yager, Allison E.	Calls with S. Rochester regarding motion to strike (.40); continue drafting motion to strike Charter objection to findings and conclusions (2.40)	2.80
08 Jan 20	Lockhart, Kristin	Review correspondence from C. Convissar regarding research about magistrate judge election and respond to same (.60); draft email with summary of research regarding magistrate judge election (1.00); instruct paralegal to draft Rule 7.1 disclosure statement (.30); review correspondence from M. Justus regarding research on the billing and draft email to M. Velez regarding same (.90)	2.80
08 Jan 20	Thompson, Grace	Review Rule 12(f) research from C. Vazquez (.20); discussions with S. Rochester regarding outstanding items (.30)	0.50
08 Jan 20	Rochester, Shaya J.	Attend to issues regarding work-streams, including appeal issues, 7.1 statement and magistrate question (.70); review legal authorities related to Charter objection to Bankruptcy Court's Report and Recommendation (.50); draft preliminary statement to Charter objection to Bankruptcy Court's Report and Recommendation (1.40); communications with C. Vasquez and A. Yager regarding same (.80); office conference with G. Thompson regarding work-streams (.30); attend to issues regarding appeals (.70); call with T. Ross and E. Werlinger regarding appeals (.40); attend to follow-up (.30); review and provide comments on objection to Charter Motion to Strike Jarosz Declarations (.70); review cases related to Charter objection to Bankruptcy Court's Report and Recommendation (.70); attend to research on payment of expert fees (.50); correspondence with team regarding appellate matters and deliverables (.50)	7.50
08 Jan 20	DeLizio, Daria	Draft two Rule 7.1 disclosure statements (1.00)	1.00
09 Jan 20	Larsen, Ryan	Review and analyze Charter opposition to motion to exclude Jules Kamin (2.90); research and analyze caselaw cited therein (2.00); begin drafting reply brief (2.00); continue drafting reply brief (1.60)	8.50
09 Jan 20	Stagman, David J.	Initial review of Charter's Opposition to Daubert motion regarding expert Robert Borders (1.30)	1.30
09 Jan 20	Holub, Matthew M.	Review comments to opposition (.20); teleconference with T. Ross regarding opposition (.30); legal cite check opposition at request of T. Ross (1.00); review final opposition in preparation for filing (.80); discuss opposition to Kardos Daubert with J. Wakolbinger (.20)	2.50
09 Jan 20	Mazur, Julia L.	Conduct legal research regarding excluding expert (3.60); review and analyze documents for reply supporting motion to exclude Ostberg (2.10)	5.70
09 Jan 20	Vazquez, Christopher	Revise response to Charter's objections to Report and Recommendation (1.00); analyze Daubert response	3.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Jan 20	Wakolbinger, Jeffrey A.	arguments and cases (2.30) Review briefing on motion to preclude expert testimony of M. Kardos, including Charter's opposition to Windstream's motion (1.80); analyze strategy for responding to same (.60); discussion with M. Holub regarding same (.20)	2.60
09 Jan 20	Peabody, Thomas P.	Continue to research case law and issues regarding Rule 4(a)(2), Rule 8002(a)(2), finality of bankruptcy orders, and divestment of lower-court jurisdiction (2.50); begin to review notice of appeal and order (1.00)	3.50
09 Jan 20	Justus, Michael R.	Confer with S. Rochester regarding Charter's appeals (.30); prepare oral argument on Daubert motions (3.10); analyze Daubert opposition briefs filed by Charter (2.80)	6.20
09 Jan 20	Wong, Anthony	Analyze case filings and gather/review legal authorities for hearing preparation (1.10)	1.10
09 Jan 20	Velez, Melissa	Research regarding manifest injustice standard under FRCP 26 for compensation of expert deponent (4.10)	4.10
09 Jan 20	Werlinger, Eric T.	Review research from T. Peabody regarding divestiture rule (.70); conduct additional research and draft analysis for S. Rochester regarding the same (1.10); conduct research regarding divestiture and comment on draft letter to Charter from S. Rochester (.40); draft and circulate project-initiation email for T. Peabody regarding forthcoming appellate filing (1.00); call with S. Rochester regarding matters for January hearing (.30)	3.50
09 Jan 20	Ross, Terence P.	Review cite check and incorporate some edits (1.00); email to M. Holub regarding Opposition to Motion to Strike (.20); review and incorporate edits from client into Opposition to Charter's Motion to Strike (.50); telephone conference with M. Holub regarding cite check to brief (.30); review new proposed edits to Opposition to Motion to Strike (.50); telephone conference with S. Rochester regarding appeals (.30); finalize Opposition to Charter's Motion to Strike J. Jarosz Declaration (3.50); read newly filed Charter Opposition to Motion to Exclude Mr. Kardos (2.80)	9.10
09 Jan 20	Yager, Allison E.	Continue drafting response to Charter's objection to R & R (1.50); revise same per comments from C. Vazquez (.10); pull case law for same for S. Rochester (.20)	1.80
09 Jan 20	Lockhart, Kristin	Revise 7.1 Disclosure Statements (.60); review, edit, and prepare Opposition to Strike Jarosz Declarations for filing (2.00); email team regarding Daubert motion oppositions (1.00); review and respond to correspondence regarding Daubert pleadings (1.70); calls with G. Thompson regarding 7.1 Disclosure Statements (.30)	5.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Jan 20	Thompson, Grace	Review meeting notes and draft email to S. Rochester regarding automatic stay research (.30); meet with M. Siena regarding logistics for hearing prep (.40); coordinate and supervise paralegal authorities review project (.50); coordinate, file and circulate Windstream opposition briefs (1.70); revise hearing agenda (.50); revise indices and supporting documents for hearing (.50); discussions with K. Lockhart regarding Rule 7.1 disclosure (.20)	4.60
09 Jan 20	Rochester, Shaya J.	Attend to issues regarding response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (.30); revise response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (3.10); attend to issues regarding appeals and call with E. Werlinger regarding same (.70); call with T. Ross regarding response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (.30); call with M. Justus regarding appeals (.30); review and provide comments on Corporate Disclosure Statement (.30); prepare response to Charter request to adjourn January 16 hearings (1.30); call with E. Werlinger regarding same (.30); further review and revise Response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (2.70)	9.30
09 Jan 20	Lewis, Anne	Review Ostberg motion to exclude testimony and Charter's opposition brief (1.20)	1.20
09 Jan 20	Churbuck, Bryant	Prepare email to S. Rochester regarding Section 365 of the Bankruptcy Code (.10); review select case law regarding same (3.30)	3.40
09 Jan 20	DeLizio, Daria	Conduct legal research for opposition to motion to strike Jarosz (.50)	0.50
10 Jan 20	Larsen, Ryan	Continue drafting reply brief for Motion to Exclude Jules Kamin (3.10); review additional research regarding the same (1.20); further review and revise reply brief for Motion to Exclude Kamin (3.50)	7.80
10 Jan 20	Stagman, David J.	Additional analysis of Charter's Opposition to Daubert motion regarding expert Robert Borders (1.00); outline reply in support of Daubert motion (1.40); discussions with T.Ross, K.Lockhart and C.Vazquez regarding reply brief (.60)	3.00
10 Jan 20	Holub, Matthew M.	Discuss Jarosz opposition with J. Wakolbinger (.30)	0.30
10 Jan 20	Mazur, Julia L.	Further review and analyze Charter objection to Motion to Exclude Ostberg (1.20); research and analyze caselaw cited (2.00); draft outline for reply brief in support of Motion to Exclude Ostberg (1.60); draft reply brief (3.30); discussions with M. Justus regarding the same (1.30); conduct additional research for reply brief (2.10); continue drafting reply brief (1.60)	13.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Jan 20	Vazquez, Christopher	Analyze Daubert reply brief arguments (1.00)	1.00
10 Jan 20	Wakolbinger, Jeffrey A.	Conduct legal research for reply in support of motion to preclude expert testimony of M. Kardos (2.60); draft reply brief in support of motion to preclude M. Kardos (3.40); discussion with M. Holub regarding opposition to Charter's Motion to Strike Jarosz (.30); continue drafting reply brief (3.40); call with T. Ross regarding the same (.50)	10.20
10 Jan 20	Peabody, Thomas P.	Research and review law regarding jurisdictional divestiture and the effectiveness of interlocutory notices (2.00); confer with E. Werlinger regarding same (.20)	2.20
10 Jan 20	Justus, Michael R.	Review Daubert opposition briefs filed by Charter (3.80); prepare reply brief (2.50); confer with J. Mazur regarding Daubert reply briefs (1.30); discussion with T. Ross regarding Ostberg and Butler replies (.50)	8.10
10 Jan 20	Wong, Anthony	Analyze case filings, gather authorities cited and manage same into binder for attorney review (4.10)	4.10
10 Jan 20	Werlinger, Eric T.	Review research and correspond with T. Peabody and R. Smith regarding response from Charter regarding divestiture (.60); draft analysis regarding the same for S. Rochester and T. Ross (.30); review and analyze Charter's motion for leave to file interlocutory appeal (2.10); conduct legal research regarding applicable standard for obtaining interlocutory appeal (2.10); discussion with T. Peabody regarding same (.20)	5.30
10 Jan 20	Ross, Terence P.	Conference with M. Justus regarding Reply Briefs on Ostberg Daubert motion and Butler motion (.50); read Charter Opposition to Windstream Daubert motions (2.30); telephone conference with J. Wakolbinger regarding reply brief on Motion to Exclude Mr. Kardos (.50); email exchanges with S. Rochester regarding Rule 7.1 Statement on appeals (.30); continue to read Charter Oppositions to Daubert motions (2.00); review and revise Ostberg reply brief (2.20); review and revise Kardos reply (1.90); review and revise Karmin reply (2.30)	12.00
10 Jan 20	Yager, Allison E.	Review, analyze and summarize additional research regarding court's equitable powers (.60); revise response to Charter objection to report and recommendation (.60); call with G. Thompson regarding response to Charter's objection to court's report and recommendation (.20)	1.40
10 Jan 20	Lockhart, Kristin	Draft email to client regarding as filed pleadings (.30); conduct research on issues with expert and draft email to M. Justus (1.30)	1.60
10 Jan 20	Thompson, Grace	Discussions with S. Rochester and paralegals regarding materials for hearing (.40); prepare and organize materials for January 16 hearing preparation (4.40); discussions with M. Siena regarding the same (.30);	10.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Jan 20	Rochester, Shaya J.	review additional response to Rule 9033 objections and discuss with A. Yager (.40); prepare and organize materials for Chambers for January 16 hearing (4.90) Attend to issues regarding Rule 7.1 Statement (.40); attend to issues regarding appeals (.60); review Charter objections to Daubert Motions and Windstream Motion for Leave to file Expert Report (2.30); further review and revise response to Charter's objection to Bankruptcy Court's Report and Recommendation (2.60); discussions with G. Thompson regarding hearing preparation (.20)	6.10
10 Jan 20	Lewis, Anne	Research case law to support arguments in reply to Charter's opposition brief regarding Kardos (2.10); research the same for Ostberg reply (1.90); pull and analyze case law from Charter's opposition to Motion to Exclude Ostberg (3.90); draft summary and analysis of the same (3.80)	11.70
10 Jan 20	Churbuck, Bryant	Review select case law regarding Section 365 of the Bankruptcy Code (1.50); review select case law regarding same (3.20)	4.70
10 Jan 20	DeLizio, Daria	Conduct legal research for Butler reply brief (.30)	0.30
11 Jan 20	Larsen, Ryan	Review and analyze revisions to reply in support of motion to exclude Kamin testimony (.40)	0.40
11 Jan 20	Stagman, David J.	Review legal standards from prior briefing (1.00); begin drafting reply brief in support of Daubert motion regarding Charter's expert Robert Borders (2.00)	3.00
11 Jan 20	Mazur, Julia L.	Continue drafting reply brief in support of Motion to Exclude Ostberg (2.90); perform additional research to incorporate into brief (1.20); further review and revise Ostberg reply brief (3.30)	7.40
11 Jan 20	Wakolbinger, Jeffrey A.	Continue drafting reply brief in support of motion to preclude expert testimony of M. Kardos (4.90)	4.90
11 Jan 20	Justus, Michael R.	Continue drafting Ostberg reply brief (3.30); further revise Ostberg reply brief (2.50)	5.80
11 Jan 20	Wong, Anthony	Analyze case filings, review authorities cited, gather cases from Westlaw for team pre-hearing preparations (4.40)	4.40
11 Jan 20	Werlinger, Eric T.	Analyze cases regarding applicable standard for obtaining leave for interlocutory appeal (1.90); draft outline of introduction and standard of review (3.70); review and analyze record regarding outline opposition brief (1.00)	6.60
11 Jan 20	Ross, Terence P.	Review and revise Kardos reply brief (3.90); review and revise Ostberg reply brief (3.50); review and revise Kamin reply brief (3.20); discussions with M. Justus on reply briefs and status (.90)	11.50
11 Jan 20	Rochester, Shaya J.	Review correspondence regarding Charter replies to Charter objections to Windstream Daubert motions (.50)	0.50
12 Jan 20	Stagman, David J.	Draft reply brief in support of Daubert motion	4.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.40)	
13 Jan 20	Vazquez, Christopher	Analyze reply in support of motion to strike Jarosz declarations (1.70)	1.70
13 Jan 20	Peabody, Thomas P.	Begin to research, review law regarding final judgments for appeal purposes (.30); continue to examine notice of appeal and related decisions (.20); begin drafting and outlining draft motion (.40)	0.90
13 Jan 20	Justus, Michael R.	Revise Daubert reply briefs (Ostberg and Butler) (1.20); prepare for Daubert hearings (1.30)	2.50
13 Jan 20	Werlinger, Eric T.	Outline opposition to Charter's motion for leave to appeal (2.00); correspond with S. Rochester regarding arguments raised by Charter during summary judgment briefing (.40); analyze Charter's summary judgment filings (1.20); research and analyze cases regarding circumstances warranting interlocutory appeal of a bankruptcy court order (2.90); draft opposition to Charter's motion (3.70)	10.20
13 Jan 20	Ross, Terence P.	Finalize Ostberg reply brief (1.00); finalize Kardos reply brief (.80); edit and revise Borders reply brief (.70); continue to edit and revise Borders reply brief (2.30); email exchange with N. Cox regarding reply briefs (.20); finalize Borders reply brief (.80); travel to New York to prepare for motions hearing (billed at half time) (3.50); prepare for hearing on Daubert motions (4.00)	11.90
13 Jan 20	Lockhart, Kristin	Review, proof, and edit Motion for Leave to file Butler report (.60); discussions with G. Thompson regarding filing Daubert replies (.30); review and apply redaction to Kamin brief (.60); draft email to expert regarding reply brief by Charter to strike declarations (.30); draft emails to client with copies of pleadings (.60); review and revise Kardos brief (1.30); review and revise Borders brief (.50); finalize Kardos brief (.60); call with G. Thompson regarding Chambers' request for expert reports (.20)	5.00
13 Jan 20	Thompson, Grace	Correspondence with team regarding filing (.50); draft sealing motion and proposed order for Kardos Daubert Motion (.50); discussions with K. Lockhart regarding outstanding items for Daubert reply filings (.30); coordinate and supervise filing of Butler and Ostberg replies (1.00); coordinate and supervise filing of Borders, Kardos and Kamin replies and corresponding sealing motions (1.50); revise materials for team preparation for hearing following filings (3.50); review and revise hearing materials for Chambers following filing (2.90); prepare additional materials regarding expert reports and declarations per Chambers request (1.20); discussions with K. Lockhart regarding the same (.20); draft cover letter to Chambers regarding hearing materials (.30); revise hearing agenda	12.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Jan 20	Rochester, Shaya J.	following reply filings (.50) Attend to issues regarding filing of Reply Brief in Support of Motion for Leave to file Butler Expert Report and Reply Brief in Support of Motion to Exclude Ostberg (1.50); attend to issues regarding Final Pre-Trial Conference (.30); further review and revise response to Charter objection to Bankruptcy Court R&R (.70); attend to issues regarding setoff research (.50); review draft reply brief in support of Windstream motion to exclude Borders testimony (.70); review sealing motion regarding reply brief in support of motion to exclude Kardos testimony (.30); attend to issues regarding objection to Charter motion for leave for interlocutory appeal (1.30); attend to issues regarding appeals (.70); attend to issues regarding Rule 7.1 Corporate Disclosure Statement (.40); prepare for hearing (1.10); review and provide comments on updated hearing agenda and cover letter to Chambers (.70)	8.20
13 Jan 20	Lewis, Anne	Cite check, proofread and finalize Ostberg reply brief (4.90)	4.90
13 Jan 20	Churbuck, Bryant	Review select case law regarding offset of claims under the Bankruptcy Code (.50); review select case law regarding Stern v. Marshall and state law claims in bankruptcy courts (1.50); review select case law regarding restitution and reversed judgments (1.00); review select case law regarding Section 365 of the Bankruptcy Code (2.00); prepare memo regarding same (3.90)	8.90
14 Jan 20	Greer, John	Arrange for Delivery of box of documents with cover letter to Drain, J in the usbc-sdny in White Plains, NY (.30)	0.30
14 Jan 20	Siena, Marie	Prepare materials for hearing (2.30)	2.30
14 Jan 20	Holub, Matthew M.	Draft responses to arguments in Charter's reply in support of motion to exclude Jarosz declarations (3.00)	3.00
14 Jan 20	Mazur, Julia L.	Conduct legal research in preparation for oral argument on motion to exclude expert (2.00); draft analysis of research (1.60)	3.60
14 Jan 20	Vazquez, Christopher	Review adversary proceeding docket and upcoming deadlines (.60)	0.60
14 Jan 20	Justus, Michael R.	Prepare for Ostberg oral arguments at Daubert hearing (3.90); prepare for Butler oral argument at Daubert hearing (2.90); further prepare for oral arguments (1.10); discussions with T. Ross and S. Rochester regarding appeals issues (1.90)	9.80
14 Jan 20	Werlinger, Eric T.	Draft opposition to Charter's motion for interlocutory appeal (3.90); review bankruptcy rules regarding procedures applicable to the same (1.00); review, revise, and proof opposition brief (2.10); correspond with T. Ross regarding opposition brief (.30); conduct	9.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		legal research regarding appealability of orders granting, denying, or modifying injunctions in bankruptcy court (1.70); correspond with R. Smith regarding the same (.50)	
14 Jan 20	Ross, Terence P.	Edit and revise response to Charter's objection to report and recommendations of Bankruptcy Court (1.10); office conferences with S. Rochester regarding the same (1.00); edit and revise Opposition to Charter's Motion for Interlocutory Appeal (4.10); office conferences and calls with S. Rochester and M. Justus regarding the same (1.90); discuss and review "pocket brief" on Bankruptcy Court's jurisdiction (2.00); review materials and outline oral arguments for Jarosz motions (2.90); further prepare arguments on the same (1.10)	14.10
14 Jan 20	Yager, Allison E.	Update response to Charter objection to report and recommendation (.30)	0.30
14 Jan 20	Lockhart, Kristin	Discuss with paralegal regarding tasks for docket (.30); cheat sheet and timeline for hearing (.30); proofreading/cite checking brief (.30)	0.90
14 Jan 20	Thompson, Grace	Review and revise materials for team hearing prep (.60); review rules regarding pretrial hearings (.30); revise Rule 7.1 disclosures (1.00); revise hearing agenda (.20); coordinate with team regarding district court and bankruptcy template documents (.30); research precedents for the same (.20)	2.60
14 Jan 20	Rochester, Shaya J.	Attend to issues regarding hearing binders for Chambers and updated agenda (.20); revise Windstream objection to Charter objection to Bankruptcy Court R&R to incorporate T. Ross comments (1.90); office conference with T. Ross regarding the same (1.00); discussions with T. Ross and M. Justus regarding appellate issues (1.90); further revise Windstream objection to Charter objection to Bankruptcy Court R&R to incorporate additional comments (3.10); review and provide comments on Windstream Objection to Charter Motion for Leave to File Interlocutory Appeal (1.30); office conference with B. Churbuck regarding executory contracts (.10)	9.50
14 Jan 20	Churbuck, Bryant	Review select case law regarding Rule 8007 of the Federal Rules of Bankruptcy Procedure (1.50); Review select case law regarding Rule 7062 of the Federal Rules of Bankruptcy Procedure (2.50); prepare memo regarding Rules 7062 and 8007 of the Federal Rules of Bankruptcy Procedure (2.50); review select case law regarding "timeliness" of stays pending appeal under the Bankruptcy Code (1.20); conference with S. Rochester regarding executory contracts (.10); prepare email to S. Rochester regarding same (.20)	8.00
14 Jan 20	DeLizio, Daria	Conduct legal research on Debtors' Reply	6.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Memorandum in Support of Their Motion to Exclude the Rebuttal Report of Henry D. Ostberg and Debtors' Reply Memorandum in support of Motion for Leave to File Rebuttal Expert Report briefs (2.00)	
15 Jan 20	Greer, John	File FRCP 7.1 Corporate Disclosure Statement in the USDC - SDNY Case No. 20-cv-121 (3.00)	3.00
15 Jan 20	Siena, Marie	File Windstream's response to Charter's objection to Bankruptcy Court's report and recommendation on the court's docket (.40); updated hearing binders (1.70); prepare and organize transcripts for hearing (2.90); assemble materials related to hearing (3.90); attend to logistics for hearing (1.80)	10.70
15 Jan 20	Smith, Robert T.	Analyze appellate issues associated with bankruptcy proceeding (.40); correspond with E. Werlinger regarding same (.50)	0.90
15 Jan 20	Holub, Matthew M.	Review reply in support of Daubert motion and opposition to Daubert motion for statements related to potential variables in methodology (1.30)	1.30
15 Jan 20	Peabody, Thomas P.	Review recent law regarding finality in bankruptcy cases (1.00); perform legal research, review law in support of motion to dismiss (2.20); continue to outline motion (.20); review procedural rules regarding motion practice, disclosures (.30); research, review law regarding Stern doctrine and related issues (1.20)	4.90
15 Jan 20	Justus, Michael R.	Continue preparing for Ostberg oral argument at Daubert hearing (3.40); continue preparing for Butler oral argument at Daubert hearing (2.70); discussion with T. Ross regarding Ostberg argument (1.50); further prepare for oral arguments (4.10); review briefs and expert reports in preparation for hearing arguments (2.40)	14.10
15 Jan 20	Ross, Terence P.	Prepare for argument at hearing on excluding J. Kamin (2.00); edit and revise "pocket brief" on Bankruptcy Court jurisdiction (1.50); prepare for argument at hearing on excluding Kardos expert testimony (1.90); discussion with K. Lockhart regarding appeals (.30); prepare for argument at hearing on excluding R. Borders as expert (1.80); finalize briefs for filing including reviewing comments from client on brief (.50); discuss with M. Justus arguments in support of Ostberg motion to exclude (1.50); prepare for argument at hearing on Motion to Exclude J. Kamin (1.80); regarding-read all cases and briefs relating to J. Jarosz motions to prepare for hearing (3.60)	14.90
15 Jan 20	Lockhart, Kristin	Discuss with T. Ross regarding schedule for filing appeal pleadings (.30); provide information to T. Ross regarding competitive states (.30); revise interlocutory appeal brief (1.30); discussions with G. Thompson regarding hearing exhibits (90)	2.80
15 Jan 20	Thompson, Grace	Email correspondence with Chambers regarding	7.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		materials for hearing (.20); organize and prepare additional materials for use at hearing (1.50); call with K. Lockhart regarding exhibits and additional materials for hearing (.40); additional discussions with K. Lockhart regarding hearing preparation (.50); discussions with team regarding rules for filing of Rule 7.1 disclosure (.50); review and coordinate filing of the same (1.00); review and coordinate filing of response to R&R objection (.50); review and coordinate filing of interlocutory appeal brief (1.00); prepare additional materials for hearing (1.70)	
15 Jan 20	Rochester, Shaya J.	Review and provide comments on Windstream objection to Charter Motion for Leave for Interlocutory Appeal (1.50); review and provide comments on Windstream response to Charter objection to Bankruptcy Court Report and Recommendations (.70); attend to issues regarding client comments on pleadings (.50); attend to issues regarding revised transcript (.50); prepare pleadings for filing (1.0); prepare for hearing (1.0); prepare final round of comments on Windstream objection to Charter Motion for Leave for Interlocutory Appeal (1.30); attend to issues regarding appeals (.70); attend to issues regarding audit letter (.30); attend to issues regarding jurisdiction and prepare pocket brief in support of Bankruptcy Court jurisdiction (2.30)	9.80
15 Jan 20	Churbuck, Bryant	Review expert report of Jules Kamin and analyze competition and consumer markets arguments (2.00); review deposition transcript of Matthew Kardos in preparation for January 16 hearing (1.00); review select case law regarding divestiture of jurisdiction upon the filing of a notice of appeal (1.50); prepare memo regarding divestiture of jurisdiction upon the filing of a notice of appeal (2.00); revise memo after comments by T. Ross regarding divestiture of jurisdiction upon the filing of a notice of appeal (1.50); review select case law regarding waiver of divestiture of jurisdiction (1.80)	9.80
15 Jan 20	DeLizio, Daria	Conduct legal research regarding applicable standards for Debtors' Memorandum of Law in Opposition to Defendants' Motion for Leave for Interlocutory Appeal brief (3.40); draft summary of analysis for team (2.60)	6.00
16 Jan 20	Greer, John	File FRCP 7.1 Corporate Disclosure Statement in 4 parts to identify Corporate Affiliates in the USDC-SDNY for case no. 20-cv-132 (2.50); obtain copies of documents from the USBC & USDC - SDNY for various Windstream Cases and coordinate delivery (.40)	2.90
16 Jan 20	Siena, Marie	Travel to and from hearing in White Plains (2.50 billed at half time); file Windstream's statement in support of	10.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(.30); attend to issues regarding appeals (1.10); attend to issues motion to dismiss (1.70)	
17 Jan 20	Churbuck, Bryant	Revise memo on on executory contracts incorporating S. Rochester comments (.50)	0.50
19 Jan 20	Ross, Terence P.	Read and analyze transcript of 1/16/20 hearing and annotate useful passages (3.10); consider trial strategy and schedule (1.30); review and analyze research on jury trial rights and requirements (2.30); review and review draft Motion to Dismiss (2.00); review and analyze new cases for Motion to Dismiss Charter's Appeal (2.10)	10.80
20 Jan 20	Smith, Robert T.	Analyze response to motion to dismiss (.30); conference call with team regarding appeal plan (1.00)	1.30
20 Jan 20	Peabody, Thomas P.	Conference call regarding appeals motions and bankruptcy proceedings (1.10); review bankruptcy pleadings, motions, transcripts for background, status of appeals (1.60); continue to research law, rules regarding finality rules and appellate procedure (.90); draft, revise, and edit premotion letter (3.10); perform related research (2.00)	8.80
20 Jan 20	Justus, Michael R.	Confer with T. Ross, S. Rochester, T. Peabody and R. Smith regarding appeal strategy and next steps (1.00); consider trial and appeal strategy (.30); prepare proposed Orders regarding expert motions (.40); review hearing transcript (.40)	2.10
20 Jan 20	Ross, Terence P.	Read T. Peabody outline of Motion to Dismiss Notice of Appeal in preparation for conference call on same (.80); conference and telephone conference with team to discuss Motion to Dismiss Notice of Appeal (1.00); review and approve email to Court on transcript (.20); continued drafting Motion to Dismiss (2.30)	4.30
20 Jan 20	Rochester, Shaya J.	Prepare for call regarding Motion to Dismiss (.30); call with team regarding same (1.00); attend follow up from appeals (.30); attend to issues regarding setoff (.60); attend to issues regarding divestiture order (.40)	2.60
21 Jan 20	Smith, Robert T.	Make revisions to letter requesting pre-motion conference to dismiss appeal as of right (1.80)	1.80
21 Jan 20	Holub, Matthew M.	Review hearing transcript regarding Daubert and other decisions (1.10)	1.10
21 Jan 20	Vazquez, Christopher	Review and analyze Daubert related arguments and rulings in January 16 hearing transcript (3.50); draft proposed orders relating to Kardos, Ostberg and Borders Daubert motions (3.00); draft proposed order relating to Jarosz Daubert motions (1.00)	7.50
21 Jan 20	Peabody, Thomas P.	Continue to edit, revise, cite-check premotion letter, including per internal revisions, feedback (2.00); research, review law regarding Stern, waiver (.60)	2.60
21 Jan 20	Justus, Michael R.	Confer with T. Ross, S. Rochester and G. Thompson regarding appeal and trial strategy (.80); revise letter-motion regarding appeal (.70)	1.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Jan 20	Ross, Terence P.	Read analysis from S. Rochester of recent U.S. Supreme Court case regarding appeals (.50); continue to strategize witness list for trial (1.70); multiple email exchanges with damages expert regarding trial (.60); conference and telephone conference with S. Rochester, M. Justus and G. Thompson regarding trial and appeals work (.80); read draft letter to Judge Karas seeking permission to file Motion to Dismiss Charter's Notice of Appeal (.50); read and analyze underlying caselaw (1.00); review comments from M. Justus and S. Rochester on draft letter (.50); outline trial topics to further strategize witness list (1.90)	7.50
21 Jan 20	Thompson, Grace	Meeting with S. Rochester regarding open action items from January 16 trial (.50); review recently revised Windstream schedules for information relevant to Charter litigation (.50); review all Charter proofs of claim for information relevant to Charter litigation (.40); call with T. Ross, M. Justus and S. Rochester regarding hearing follow-up action items (.80); revise case calendar and associated documents (.20)	4.20
21 Jan 20	Rochester, Shaya J.	Office conference with G. Thompson regarding divestiture order and response to designation of items (.50); call with team regarding work-streams (.80); attend to follow up (.30); review and provide comments on letter brief to District Court requesting leave to file Motion to Dismiss (.50); review updated case calendar (.20); attend to issues regarding appeals (.60)	2.90
22 Jan 20	Smith, Robert T.	Review and revise letter requesting pre-motion conference on motion to dismiss appeal as of right (.90)	0.90
22 Jan 20	Vazquez, Christopher	Revise proposed orders (1.00); review adversary proceeding filings regarding defendants' appeal (1.10)	2.10
22 Jan 20	Peabody, Thomas P.	Research J. Karas caselaw on bankruptcy appeals (.50); attention to premotion letter revisions, status (.30); revise, edit premotion letter further regarding internal edits, revisions, comments (2.10); review interlocutory appeal reply (.20)	3.10
22 Jan 20	Justus, Michael R.	Correspond with Charter regarding appellate record and discuss same with team (.60); review and revise draft Orders regarding expert motions (3.20); review and revise pre-motion letter in appeal (.30); review Charter reply brief in interlocutory appeal (.40)	4.50
22 Jan 20	Werlinger, Eric T.	Calls with Windstream team regarding Charter's reply in support of interlocutory appeal (.40)	0.40
22 Jan 20	Ross, Terence P.	Edit and revise letter to Judge Karas seeking Leave to File Motion to Dismiss Charter's Notice of Appeal of Counts II and IV (4.70); email exchanges regarding delivery of record to District Court (.30); review and analyze Seventh Amendment research (1.00); email to	9.10

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
23 Jan 20	Thompson, Grace	Review Charter's designations of the record pleadings, objection to bankruptcy court "R&R," Windstream response, and relevant hearing transcripts (.70); draft Windstream response to Charter's designations of the record (2.80); correspond with T. Ross regarding Judge Karas rules (.20); call with S. Rochester regarding interlocutory appeal (.30); coordinate and supervise filing of letter to Judge Karas (.50); review Charter's motion to continue March trial (.20)	4.70
23 Jan 20	Rochester, Shaya J.	Review and provide comments on letter to Judge Karas (.50); review and provide comments on Daubert proposed forms of order (.70); review and analyze Charter's Reply ISO Interlocutory Appeal (.90); call with E. Werlinger regarding the same (.60); call with G. Thompson regarding the same (.30); review and analyze Charter's Motion to Continue March 30 Trial (1.10); communication with team regarding the same (.30); review and provide comments on Response to Charter's Designations of the Record (1.40)	5.80
24 Jan 20	Vazquez, Christopher	Analyze motion for trial continuance (1.10); revise proposed Daubert orders (.50); review 1/16/20 hearing transcript for excerpts relevant to proposed orders (1.00)	2.60
24 Jan 20	Justus, Michael R.	Review Charter motion to stay trial (.50); confer with T. Ross, S. Rochester, and E. Werlinger regarding response strategy for same (.70); revise proposed Orders regarding Daubert motions (.60)	1.80
24 Jan 20	Ross, Terence P.	Read Charter Motion to Continue Trial (.50); telephone conference with S. Rochester, M. Justus, and E. Werlinger regarding Motion to Continue Trial (.70); read cases cited by Charter in its Motion to Continue Trial (2.10); review draft Orders on Jarosz and Ostberg Motions (.50); continued research on jury issue (1.00); conference and telephone conference with K. Smith, S. Rochester, and N. Cox to discuss trial preparation (.50); outline brief in Opposition to Charter Motion to Continue Trial (2.40); telephone conference with J. Kingston regarding trial days and pre-trial (.30); email to S. Rochester and M. Justus regarding agreement with J. Kingston (.20); continue to outline brief in Opposition to Charter Motion to Continue Trial by integrating into outline cases regarding jury right (3.90)	12.10
24 Jan 20	Thompson, Grace	Review and analyze hearing transcripts and Windstream statement regarding bankruptcy court's jurisdiction (.40)	0.40
24 Jan 20	Rochester, Shaya J.	Review Charter Motion to Continue March 30 Hearing and prepare outline of argument (.70); call with team regarding same (.70); call with client regarding next steps in litigation (.50)	1.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Jan 20	Thompson, Grace	Draft proposed order denying Charter's oral motion to divest bankruptcy court jurisdiction (1.90)	1.90
26 Jan 20	Ross, Terence P.	Continue reading and analyzing cases cited in Charter Motion to Continue and subsequent case law (2.60); read and analyze team research on Beacon Theatres, Dairy Queen and CBI Holding cases (and their progeny) (3.40); draft background information for opposition brief (2.70); draft court's power to try case argument for brief (3.90); draft jury trial argument for brief (4.20); revise background section following team comments (2.10)	15.00
26 Jan 20	Yager, Allison E.	Conduct research regarding equitable subordination (.80)	0.80
26 Jan 20	Thompson, Grace	Draft emails to send Chambers with proposed Daubert orders (.30); revise per team comments (.10); review revised proposed order on divestiture (.20); correspond with M. Siena regarding docket notifications (.20)	0.80
26 Jan 20	Rochester, Shaya J.	Review and provide comments on Response to Charter's Designation of Record (.40); review and provide comments on Divestiture Order (.50); attend to issues regarding ECF alerts in District Court regarding assignment of case to Judge Karas (.20); update work-stream list (.30); attend to issues regarding Divestiture Order and Response to Charter's Designation of Record (.20)	1.60
27 Jan 20	Vazquez, Christopher	Review docket filings and upcoming deadlines (.80); revise Kardos and Borders proposed orders (.60)	1.40
27 Jan 20	Peabody, Thomas P.	Attention to new appeals filings and review of local, individual rules regarding consent (.20); review draft order, response to designations (.10); research J. Seibel case law regarding withdrawals of references (.40)	0.70
27 Jan 20	Justus, Michael R.	Confer with T. Ross regarding Daubert orders (.20); revise Daubert orders (.80); confer with T. Ross regarding trial strategy (.30); review Court notices regarding reassignment of judge (.30)	1.60
27 Jan 20	Werlinger, Eric T.	Review Response to Charter's Designations of Record (.50); correspond with Windstream team regarding reassignment of district court cases and impact on pending filings (.80); analyze Charter's motion for a continuance (1.30); create preliminary outline of opposition thereto (2.10); review and analyze key cases cited by Charter (3.50)	8.20
27 Jan 20	Ross, Terence P.	Review draft Order regarding Charter's motion to divert jurisdiction (.70); telephone conference to S. Rochester regarding same (.30); review draft Statement on Designation of Record and email to S. Rochester regarding same (.80); edit and revise draft Orders on Borders, Kardos and Kamin Daubert motion (2.80); discussion with M. Justus regarding same (.20); review Orders regarding reassignment of cases to	9.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Judge Seibel (.20); telephone conference with S. Rochester regarding same (.30); email to client regarding reassignment of appeals (.20); research Judge Seibel as new judge (.30); edit email to Judge Seibel submitting request for leave to file motion to dismiss (.50); respond to question from K. Smith (.20); review Judge Seibel's Individual Practices (.50); continue drafting Opposition to Charter Motion to Continue Trial (2.00); discussion with M. Justus regarding trial planning (.30)	
27 Jan 20	Thompson, Grace	Revise and circulate draft email to Chambers per team comments (.20); revise proposed order regarding divestiture per comments from T. Ross and S. Rochester (1.00); review rules regarding change of judge and correspond with team regarding the same (.80); draft email to Judge Seibel regarding recently filed pleadings (.30); revise email to Chambers with updated proposed orders (.20); further revise proposed divestiture order (.70); meeting and calls with S. Rochester regarding revisions to divestiture order (.80)	4.00
27 Jan 20	Rochester, Shaya J.	Attend to issues regarding audit letter (.20); call with T. Ross regarding Divestiture Order and Statement in Response to Designations of Record (.30); revise Statement in Response to Designations of Record based on T. Ross comments (.30); office conference with G. Thompson regarding Divestiture Order (.30); call with T. Ross regarding re-assignment of case from Judge Karas to Judge Seibel (.30); review revised Daubert orders (.30); attend to issues regarding reassignment of case from Judge Karas to Judge Seibel (.20); review and revise Divestiture Order based on comments from T. Ross (1.00); call with G. Thompson regarding same (.30); attend to issues regarding Daubert orders and communications with Chambers regarding same (.40); attend to issues regarding equitable subordination claim (.30); review and revise Divestiture Order based on comments from T. Ross (.70); call with G. Thompson regarding same (.20)	4.80
28 Jan 20	Peabody, Thomas P.	Draft, revise proposed briefing schedule on MTD appeal as of right (.30); research supplemental law for motion to dismiss (.70)	1.00
28 Jan 20	Justus, Michael R.	Consider witnesses and evidence for trial (1.80); review objection to designation of record for appeal (.30); confer with T. Ross and S. Rochester and team regarding trial preparation (.70); review court orders regarding Daubert motions (.30)	3.10
28 Jan 20	Ross, Terence P.	Email exchanges with client regarding equitable subordination claim (.50); review email from Charter to Clerk of Court (.30); telephone conference with K.	11.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Smith regarding trial witnesses (.30); conference with K. Lockhart regarding trial witnesses (.20); email to K. Smith regarding J. Small (.30); review Court Order granting leave to file Motion to Dismiss and transmit to client (.50); internal discussions on schedule for Motion to Dismiss (.50); edit and revise draft Order on Charter Motion to Divert Court of Jurisdiction (1.30); conference and telephone conference with S. Rochester, G. Thompson, K. Lockhart, and M. Justus regarding trial preparation (.70); edit and revise draft Order on Charter Motion for Judgment on the Pleadings ad Motion to Dismiss (1.00); email exchange with K. Smith regarding Counts VI and VII (.40); email to J. Kingston regarding briefing schedule on Motion to Dismiss (.30); finalize draft Orders on Charter Motion to Divert Jurisdiction, Motion to Dismiss Count VII and Motion for Judgment on Pleadings regarding Count VI (1.50); review newly issued Orders from Judge Drain and transmit to client (1.00); read and consider draft Debtors' Response to Charter's Designation of Record (2.60)	
28 Jan 20	Yager, Allison E.	Continue research regarding equitable subordination (4.80); call with S. Rochester regarding same and additional research regarding Seibel appeals (.10)	4.90
28 Jan 20	Lockhart, Kristin	Review correspondence and initial disclosures for proposed witness list (1.30); discussion with T. Ross regarding same (.20); attend teleconference with M. Justus, T. Ross, S. Rochester, and G. Thompson regarding outstanding items for Charter litigation (.70); review Rule 26 and draft email regarding invoices for deposition of experts (.90); revise email regarding invoices for expert depositions (.70); discussion with G. Thompson regarding Court VI (.20); discussion with G. Thompson regarding list of Charter's actions (.40)	4.40
28 Jan 20	Thompson, Grace	Review and correspond with team regarding order from Judge Seibel (.40); call with team regarding action items (.70); follow-up discussions with S. Rochester on the same (.30); draft timeline of Charter's requests and motions throughout case (2.10); discussions with K. Lockhart on the same (.40); revise Windstream response to Charter's designations of the record (.70); revise proposed order on divestiture (.60); draft email to Chambers regarding the same (.20); review and circulate recently entered Daubert orders (.40); revise case calendar and associated documents (.40); review and provide comments on K. Lockhart list of action items regarding upcoming deadlines (.30); read A. Yager research regarding equitable subordination (.20); revise proposed divestiture order	7.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		and email to Chambers per comments from T. Ross (.20); discussion with K. Lockhart regarding automatic stay cause of action (.20)	
28 Jan 20	Rochester, Shaya J.	Attend to issues regarding equitable subordination (.20); attend team meeting regarding next steps and attend to follow-up (.70); meeting with G. Thompson regarding same (.30); communications with Chambers and orders (.40); review orders entered by the Bankruptcy Court and review for changes (.30); attend to issues regarding research on equitable subordination (.50); review and provide comments on Divestiture Order (.70)	3.10
29 Jan 20	Vazquez, Christopher	Review recent docket filing and orders regarding Daubert motions (.50)	0.50
29 Jan 20	Peabody, Thomas P.	Begin to draft, revise motion to dismiss appeal (1.10); perform attendant research (.90); continue to review motion to continue (.10); review pleadings, briefs for background for motion (.50)	2.60
29 Jan 20	Justus, Michael R.	Confer with team regarding witness list for trial (.40)	0.40
29 Jan 20	Werlinger, Eric T.	Analyze cases regarding standard for granting a continuance of trial (1.00); analyze cases regarding application of Seventh Amendment jury trial right to claims raised in complaint (2.70); draft outline of opposition brief (1.90)	5.60
29 Jan 20	Ross, Terence P.	Consider Debtors' Proposed Witness List (.50); read email from K. Smith regarding witnesses (.20); read email from B. Hockett regarding Proposed Order (.30); multiple email exchanges regarding Charter edits to Proposed Order on Counts VI and VII (.50); plan for trial (1.00); review and approve draft email to Court regarding Proposed Order (.30); review past Bankruptcy Court examples of witness list (.70); continue planning deposition transcript use at trial (1.00); read email from Judge Drain's Clerk regarding Feb. 13 hearing (.20); email exchange with S. Rochester regarding email from Court (.30); read email from S. Rochester regarding Count VII (.40)	5.40
29 Jan 20	Yager, Allison E.	Research and analyze Judge Seibel cases (1.20); call with S. Rochester regarding equitable subordination (.40)	1.60
29 Jan 20	Thompson, Grace	Review and provide comment on email to Charter counsel (.20); review and provide comments on Charter's proposed order regarding the Motion to Dismiss and Motion for Judgment on the Pleadings (.70); calls with S. Rochester regarding Windstream's proposed revisions to the same (.30); review, revise and send email to Chambers regarding the same (.40)	1.80
29 Jan 20	Rochester, Shaya J.	Attend to issues regarding dueling orders on Motion to Dismiss and Motion for Judgment on the Pleadings (.70); attend to follow up issues regarding equitable	1.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Jan 20	Thompson, Grace	Call with S. Rochester regarding open action items (.30); calls with T. Ross regarding witness lists (.30); discussions with K. Lockhart regarding upcoming filings (.30); finalize and coordinate filing of Windstream's response to Charter's designations of the record (.40); revise case calendar and associated documents (.20); research, review and circulate Colliers sections applicable to Charter's Motion to Continue March Trial (.80)	2.30
30 Jan 20	Rochester, Shaya J.	Attend to issues regarding equitable subordination (.40); attend to issues regarding briefing schedule for Motion to Dismiss (.20); attend to issues regarding trial prep (.70); attend to issues regarding Divestiture Order and Charter response thereto (.60); attend to issues regarding witness lists (.20)	2.10
31 Jan 20	Stagman, David J.	Review correspondence from K. Lockhart and as-filed Daubert briefs to exclude R. Borders report and testimony (.80)	0.80
31 Jan 20	Vazquez, Christopher	Review recent docket filings in preparation for damages trial (.60)	0.60
31 Jan 20	Peabody, Thomas P.	Continue to draft Motion to Dismiss Charter's Appeal (3.90); perform additional research related to Motion (3.20); further draft and revise Motion to Dismiss (2.50)	9.60
31 Jan 20	Justus, Michael R.	Confer with team regarding pretrial and trial deadlines and strategy (1.80); review legal research regarding bankruptcy appeals (.50)	2.30
31 Jan 20	Werlinger, Eric T.	Draft factual background and legal standard for response brief to Charter's motion to continue (2.80); draft response to Charter's argument regarding alleged jury-trial cases (4.00); review additional cases regarding the same (1.20)	8.00
31 Jan 20	Ross, Terence P.	Conference with M. Justus, K. Lockhart and D. DeLizio to discuss trial preparation (1.00); draft multiple emails to client to catch them up on recent Orders issued by Court and Charter Witness List (.50); consider deposition designations for trial (1.20)	3.50
31 Jan 20	Yager, Allison E.	Pull Seibel case law and email S. Rochester regarding same (.20); analyze equitable subordination analysis and email S. Rochester regarding same (.40); conduct follow up research regarding same (.40)	1.00
31 Jan 20	Lockhart, Kristin	Conduct research on fees of deposition expert and respond to email from T. Ross (.60); review deadlines and requirements for pre-trial disclosures (.70); attend meeting with team regarding trial prep (1.80)	3.10
31 Jan 20	Thompson, Grace	Discussions with K. Lockhart regarding schedule and pretrial preparations (.40); revise and circulate timeline of Charter's requests and motions throughout case (.20); research automatic stay damages in the context of trials (.60)	1.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
31 Jan 20	Rochester, Shaya J.	Follow up on automatic stay issues (.10); follow up on trial services (.10); review Seibel cases (1.50); attend to issues regarding equitable subordination research (1.20); update work-streams (.40)	3.30
TOTALS:			1,111.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	40.60	660.00	\$26,796.00
45597	DeLizio, Daria	13.90	400.00	\$5,560.00
01195	Greer, John	6.70	305.00	\$2,043.50
42747	Holub, Matthew M.	30.90	835.00	\$25,801.50
43426	Justus, Michael R.	97.50	855.00	\$83,362.50
34231	Larsen, Ryan	16.70	925.00	\$15,447.50
44862	Lewis, Anne	19.70	410.00	\$8,077.00
44572	Lockhart, Kristin	47.40	680.00	\$32,232.00
42748	Mazur, Julia L.	38.30	855.00	\$32,746.50
43388	Peabody, Thomas P.	60.20	760.00	\$45,752.00
44845	Rochester, Shaya J.	130.20	1,045.00	\$136,059.00
44455	Ross, Terence P.	240.50	1,045.00	\$251,322.50
41782	Siena, Marie	28.70	210.00	\$6,027.00
42497	Smith, Robert T.	9.60	900.00	\$8,640.00
34349	Stagman, David J.	13.00	940.00	\$12,220.00
44616	Thompson, Grace	122.60	565.00	\$69,269.00
43190	Vazquez, Christopher	52.70	640.00	\$33,728.00
43994	Velez, Melissa	4.10	640.00	\$2,624.00
43349	Wakolbinger, Jeffrey A.	17.70	890.00	\$15,753.00
44199	Werlinger, Eric T.	91.80	855.00	\$78,489.00
43659	Wong, Anthony	9.60	260.00	\$2,496.00
44491	Yager, Allison E.	19.10	680.00	\$12,988.00
TOTAL:		1,111.50		\$907,434.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/06/19	15.56
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/10/19	25.80
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/11/19	18.91
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/12/19	19.01
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/13/19	21.70
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/15/19	19.58
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/16/19	14.45
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/17/19	16.13
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/16/2019 by Rochester, Shaya, OrderID: 2025758743	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/17/2019 by Rochester, Shaya, OrderID: 2025852821	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/18/2019 by Rochester, Shaya, OrderID: 2025946931	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/19/2019 by Rochester, Shaya, OrderID: 2026012102	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/11/2019 by Siena, Marie A., OrderID: 2025514160	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/12/2019 by Thompson, Grace A., OrderID: 2025614499	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/10/2019 by Rochester, Shaya, OrderID: 2025392135	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/11/2019 by Rochester, Shaya, OrderID: 2025495780	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/15/2019 by Rochester, Shaya, OrderID: 2025684037	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/12/2019 by Churbuck, Bryant P., OrderID: 2025611114	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/15/2019 by Churbuck, Bryant P., OrderID: 2025679177	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00

WIN Ex. 79
Page 53 of 67

Matter 00008: Charter Litigation

Date	Description	Amount
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3279-DEC19-CHI; DATE: 1/15/2020 - Acct #KM3279: Pacer court cost incurred in December 2019, Chicago.	4.30
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3280-DEC19-LAX; DATE: 1/15/2020 - Acct #KM3280: Pacer court cost incurred in December 2019, Century City.	0.10
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	0.30
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	26.20
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	34.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	0.20
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	84.50
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	13.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	7.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	9.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	11.10
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 12/23/2019; Voucher# 357625	123.53
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 300 QUARRAPOS S Destination: LAG AIRPORT Q on 12/18/2019; Voucher# 357625	182.51
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/30/2019; Voucher# 365908	71.69
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/02/2020; Voucher# 344665	71.69
16 Jan 20	VENDOR: Federal Express Corp. INVOICE#: 689513674 DATE: 1/13/2020 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court 300 QUARROPAS ST, WHITE PLAINS NY, 10601 US: On: 1/9/2020; Tracking ID: 779557389947	10.11

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
16 Jan 20	VENDOR: Federal Express Corp. INVOICE#: 689513674 DATE: 1/13/2020 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York, 300 QUARROPAS ST, WHITE PLAINS NY, 10601 US: On: 1/9/2020; Tracking ID: 779557545678	10.11
19 Jan 20	JUSTUS/MICHAEL RYAN 01/16/2020 New York Penn STN/DC Inv#9674 ticket#0938587641	32.00
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/15/20	9.80
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/16/20	20.30
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Motions Hearing in NY 1/14-1/16/20 Breakfast while away attending hearings Date Incurred: 01/14/20	4.61
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/14/20	582.99
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/15/20	582.99
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions Date Incurred: 01/15/20	8.70
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - meal expense Date Incurred: 01/13/20	22.46
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - meal expense Date Incurred: 01/16/20	43.15
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Snack at airport Date Incurred: 01/17/20	9.01
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Snack at Courthouse Date Incurred: 01/16/20	7.75
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab office to hotel Date Incurred: 01/15/20	8.67
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Cab office to airport Date Incurred: 01/17/20	83.44
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Cab office to hotel Date Incurred: 01/16/20	12.21
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab office to hotel Date Incurred: 01/16/20	11.79

Matter 00008: Charter Litigation

Date	Description	Amount
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Miscellaneous cash tips and expenses Date Incurred: 01/17/20	18.00
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab from hotel to office Date Incurred: 01/15/20	10.38
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Cab from airport to hotel Date Incurred: 01/13/20	47.30
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab from hotel to office Date Incurred: 01/14/20	8.76
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Parking at the airport Date Incurred: 01/13/20	100.00
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearings on motions - 1 night hotel stay plus taxes Date Incurred: 01/15/20	529.91
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions 1 night hotel stay plus taxes Date Incurred: 01/16/20	520.73
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 1 night Hotel stay plus taxes while away at motion hearings Date Incurred: 01/13/20	628.61
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - 1 night hotel stay plus taxeds Date Incurred: 01/14/20	641.22
23 Jan 20	VENDOR: Petty Cash; INVOICE#: 012320; DATE: 1/23/2020 Local travel to US District Court for the Southern District of New York and back to Katten...p mazzeo	5.50
23 Jan 20	VENDOR: Petty Cash; INVOICE#: 012320; DATE: 1/23/2020 Local travel to Grand Central Terminal, travel to US Bankruptcy Court for the Southern District of New York in White Plains...p mazzeo	12.50
23 Jan 20	PAYEE: Arkadin Inc.; REQUEST#: 839790; DATE: 1/16/2020. - To record Arkadin Teleconferencing charges, Inv #INUS191200576, dated 12/31/19; Conference call on 12/10/19; #13099064; S. Rochester.	6.14
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Airfare DC/NY/DC Date Incurred: 01/09/20	796.80
24 Jan 20	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338454; DATE: 1/21/2020; Windstream Hearing Prep/brfast, lu on 1/15/20;	451.40
24 Jan 20	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338454; DATE: 1/21/2020; Windstream Hearing Prep/brfast, lu on 1/14/20;	332.62
24 Jan 20	VENDOR: Executive Charge, Inc.; INVOICE#: 5782314A; DATE: 1/24/2020 - Car service charge 1/24/20; Inv #5782314; Acct #0000001226. Voucher #442069; 1/14/20; P. Mazzeo; 575 Madison Ave- 4 to 300 Quarropas St. White Plains; WC- 76027.	121.36
27 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5777429 DATE: 1/17/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 01/09/2020; Voucher# 357627	123.53

WIN Ex. 79
Page 57 of 67

WIN Ex. 79
Page 59 of 67

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
 Invoice Date: February 20, 2020

DISBURSEMENTS
 Matter 00008: Charter Litigation

Date	Description	Amount
31 Jan 20	Westlaw Legal Research: CHURBUCK,BRYANT on 01/15/2020	202.26
31 Jan 20	Westlaw Legal Research: CHURBUCK,BRYANT on 01/13/2020	230.90
31 Jan 20	Westlaw Legal Research: CHURBUCK,BRYANT on 01/14/2020	584.84
31 Jan 20	Westlaw Legal Research: VELEZ,MELISSA on 01/10/2020	139.33
31 Jan 20	Westlaw Legal Research: VELEZ,MELISSA on 01/09/2020	709.45
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/11/2020	49.23
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/12/2020	49.23
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/17/2020	49.23
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/09/2020	70.23
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/02/2020	98.46
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/27/2020	98.46
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/10/2020	189.69
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/13/2020	196.92
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/08/2020	288.14
31 Jan 20	Westlaw Legal Research: WERLINGER,ERIC T on 01/07/2020	555.29
31 Jan 20	Westlaw Legal Research: ROSS,TERENCE on 01/17/2020	49.23
31 Jan 20	Westlaw Legal Research: ROSS,TERENCE on 01/08/2020	162.15
31 Jan 20	Westlaw Legal Research: ROSS,TERENCE on 01/09/2020	211.37
31 Jan 20	Westlaw Legal Research: LOCKHART,KRISTIN on 01/15/2020	12.39
31 Jan 20	Westlaw Legal Research: LOCKHART,KRISTIN on 01/12/2020	49.23
31 Jan 20	Westlaw Legal Research: LOCKHART,KRISTIN on 01/08/2020	84.34
31 Jan 20	Westlaw Legal Research: LOCKHART,KRISTIN on 01/14/2020	131.85
31 Jan 20	Westlaw Legal Research: LOCKHART,KRISTIN on 01/16/2020	137.70
31 Jan 20	Westlaw Legal Research: LOCKHART,KRISTIN on 01/10/2020	455.80
TOTAL:		\$27,993.50

SUMMARY OF DISBURSEMENTS
 Matter 00008: Charter Litigation

Business Meals	\$944.91
Out of Town Travel	\$4,317.31
After Hours Meals Expense	\$878.05
Telephone Conference Charges, Postage and Courier	\$166.22
Copying, Printing, Binding	\$939.85
Legal Research	\$14,038.18
Airfare	\$796.80
Court Costs	\$436.90
Local Transportation	\$5,475.28
TOTAL:	\$27,993.50

MATTER TOTAL: \$935,427.50

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605508
Client No. 392355
Matter No. 00010

FEIN: 36-2796532

Re: Business Operations (392355.00010)

For legal services rendered through January 31, 2020	\$3,291.00
--	------------

CURRENT INVOICE TOTAL: \$3,291.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605508
Invoice Date: February 19, 2020

PROFESSIONAL SERVICES

Matter 00010: Business Operations

Date	Attorney or Assistant	Description	Hours
14 Jan 20	Reisman, Steven	Update regarding work to be done in connection with letter of credit opinion requested by Kirkland and follow-up (.40); review documentation and materials regarding letter of credit not being property of the estate in connection with potential opinion (.60); follow-up regarding matters related to same (.10)	1.10
14 Jan 20	Drew, James	Discussions with B. Churbuck regarding draft opinion regarding letter of credit not being property of the estates (.50); various correspondence regarding same (.30)	0.80
16 Jan 20	Drew, James	Review correspondence regarding letter of credit opinion and follow up with client regarding same (.30); internal discussion and correspondence regarding sample form of opinion (.20)	0.50
17 Jan 20	Drew, James	Review correspondence regarding sample letter of credit opinions (.40)	0.40
20 Jan 20	Drew, James	Review correspondence with Kirkland and client regarding letter of credit opinion (.20)	0.20
TOTALS:			3.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00010: Business Operations

	Attorney or Assistant	Hours	Rate	Amount
45511	Drew, James	1.90	965.00	\$1,833.50
44842	Reisman, Steven	1.10	1,325.00	\$1,457.50
TOTAL:		3.00		\$3,291.00

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605509
Client No. 392355
Matter No. 00011

FEIN: 36-2796532

Re: Case Administration (392355.00011)

For legal services rendered through January 31, 2020	\$3,096.00
--	------------

CURRENT INVOICE TOTAL: \$3,096.00

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

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

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605510
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges.....	\$271.66
--------------------------------------	----------

CURRENT INVOICE TOTAL: \$271.66

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

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

Matter 00032: Expenses

Matter 00032: Expenses

WIN Ex. 79
Page 67 of 67

Objection Deadline: June 19, 2019

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

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

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

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

**FIRST MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD MARCH 12, 2019 THROUGH APRIL 30, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the " <u>Committee</u> ")
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	March 12, 2019 through April 30, 2019 (the " <u>Fee Period</u> ")

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,703,186.00 (80% = \$1,362,548.80)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$27,676.41

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors* Nunc Pro Tunc to March 12, 2019, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$1,703,186.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$340,637.20, for a total fee request of \$1,362,548.80;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$27,676.41.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from March 12, 2019 through and including April 30, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 1,983.70 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
003	Assumption and Rejection of Leases and Contracts	4.70	\$4,675.00
005	Budgeting (Case)	2.40	\$2,025.00
006	Business Operations	5.50	\$5,545.00
007	Case Administration	154.90	\$120,267.50
008	Claims Administration and Objections	5.20	\$4,727.50
010	Employee Benefits and Pensions	42.10	\$41,020.00
011	Employment and Fee Applications	64.10	\$47,144.00
013	Financing and Cash Collateral	213.40	\$211,682.00
014	Other Litigation	81.00	\$70,853.00
015	Meetings and Communications with Creditors	212.20	\$205,110.00
016	Non-Working Travel	14.30	\$9,830.00
019	Plan and Disclosure Statement	7.90	\$7,030.00
020	Reporting	0.80	\$740.00
023	Discovery	181.40	\$157,520.00
024	Hearings	79.60	\$65,193.00
025	First and Second Day Motions	179.40	\$130,645.00
026	Claims Investigation	640.20	\$552,789.00
027	Lien Investigation	20.10	\$16,040.00
029	Other Motions/Applications	39.60	\$29,467.50
032	Time Entry Review	2.20	\$1,210.00
035	Governmental/Regulatory	32.70	\$25,797.50
Total Incurred:		1,983.70	\$1,709,311.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred)			(\$4,915.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$1,210.00)
Total Requested:			\$1,703,186.00

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Birnbaum, Michael D.	Partner	2000	Litigation	\$1,125.00	2.10	\$2,362.50
Carbone, Anthony J.	Partner	1982	Tax	\$1,500.00	1.80	\$2,700.00
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	151.70	\$174,455.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	31.50	\$38,587.50
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	56.00	\$68,600.00
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	157.20	\$172,920.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	197.70	\$257,010.00
Miller, Brett H.	Partner	1992	Business Restructuring & Insolvency	\$1,400.00	21.50	\$30,100.00
Palmore, Joseph R.	Partner	1999	Litigation	\$1,125.00	6.80	\$7,650.00
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	27.60	\$31,050.00
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	22.30	\$25,645.00
Carey, Chrys A.	Of Counsel	2003	Finance	\$875.00	5.90	\$5,162.50
Hammar, Julian E.	Of Counsel	1997	Finance	\$975.00	16.80	\$16,380.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	131.30	\$121,452.50
Schwartz, James	Of Counsel	1994	Corporate	\$995.00	15.90	\$15,820.50
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	169.00	\$156,325.00
Good, Thomas H.	Attorney	2007	Business Restructuring & Insolvency	\$750.00	42.10	\$31,575.00
Anabi, Andrew Issa	Associate	2019	Finance	\$525.00	85.40	\$44,835.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	249.30	\$137,115.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	164.50	\$115,150.00
Masykanova, Aisulu	Associate	2013	Finance	\$845.00	49.20	\$41,574.00
Plymale, Rachael K.	Associate	2015	Litigation	\$695.00	34.80	\$24,186.00
Rappoport, Steve	Associate	2009	Litigation	\$895.00	37.50	\$33,562.50
Richardson Arnould, Kat	Associate	Pending	Business Restructuring & Insolvency	\$525.00	213.60	\$112,140.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	23.10	\$17,325.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	6.10	\$3,202.50

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Madori, Andrea	Senior Paralegal	8 years	Real Estate	\$395.00	2.30	\$908.50
Delehanty, Danielle E.	Paralegal	6 years	Business Restructuring & Insolvency	\$360.00	50.20	\$18,072.00
Zaccarelli, Monet D.	Paralegal	3.5 years	Finance	\$290.00	3.50	\$1,015.00
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	6.10	\$2,104.50
Nguyen, Thuan H.	eDiscovery Project Manager	3.5 years	Litigation	\$345.00	0.40	\$138.00
Research Services*	Staff	N/A	Litigation	\$375.00	0.50	\$187.50

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

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,146.31	846.10	\$969,895.50
Associates and Attorneys	\$667.22	1,074.60	\$716,990.00
Total Incurred by all Attorneys:	\$878.27	1,920.70	\$1,686,885.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$4,915.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			(\$1,210.00)
Blended Attorney Rate:	\$875.08	1,920.70	\$1,680,760.50
Paraprofessionals and Non-Legal Staff	\$355.96	63.00	\$22,425.50
Total Requested:	\$858.59	1,983.70	\$1,703,186.00

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Reporting Fees	\$198.00
Search Fees	\$7,425.50
Travel	\$1,881.91
On-line Research – LEXIS	\$8.40
On-line Research – WESTLAW	\$15,241.80
On-line Research – OTHER DATABASE – Pacer	\$2.30
Business Meals	\$2,835.94
Air Freight	\$82.56
Total Requested	\$27,676.41

Exhibit D

MORRISON | FOERSTER

PO BOX 742335
LOS ANGELES
CALIFORNIA 90074-2335

TELEPHONE: 415 268 7000
FACSIMILE: 415 268 7522

WWW.MOFO.COM

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: 5825503
Invoice Date: May 31, 2019

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 April 30, 2019

	<u>U.S.Dollars</u>
Current Fees	1,709,311.00
Client Accommodation – 1/2/ Non-Working Travel	(4,915.00)
Client Accommodation – Time	(1,210.00)
Entry Review	
Current Fees Value	<u>1,703,186.00</u>
Current Disbursements	<u>27,676.41</u>
Total This Invoice	<u>1,730,862.41</u>

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

ACH (preferred method of payment): [REDACTED]
[REDACTED]
[REDACTED]

Our billing statements are due and payable within thirty days of receipt.
Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
27-Mar-19	Correspond with internal working group regarding Debtors' omnibus motion to reject certain leases (.8); review motion and schedule of leases to be rejected (.4); correspond with R. Ferraioli and K. Richardson regarding same and diligence requests (.3).	Damast, Craig A.	1.50	1,387.50
27-Mar-19	Analyze list of rejected leases (.2); correspond with K. McGlynn (Alix) and internal working group regarding same (.1).	Ferraioli, Raff	0.30	165.00
27-Mar-19	Review draft motion to reject leases and schedule of leases to be rejected (.5); correspond with C. Castle (Hahn, Loeser & Parks) regarding rejection motion (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
27-Mar-19	Analyze lease rejection motion and schedule of rejected leases (.2); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	0.40	210.00
09-Apr-19	Review ABQ objection to Debtors' motion to reject certain unexpired leases (.2); review NW 230 Congress objection to lease assumption/rejection procedures motion (.2); review Columbia Office limited objection to Debtors' motion to reject certain leases (.2); review Tyson International objection to Debtors' motion to reject certain unexpired leases (.3).	Damast, Craig A.	0.90	832.50
15-Apr-19	Review revised proposed assumption procedures order (.5); review updated lease rejection order (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 003	Assumption and Rejection of Leases and Contracts		4.70	4,675.00
Budgeting (Case)				
18-Apr-19	Draft budget for interim period (.6); discuss same with E. Richards (.1); revise same (.2).	Ferraioli, Raff	0.90	495.00
18-Apr-19	Review and revise draft budget for interim period (.1); discuss same with R. Ferraioli (.1).	Richards, Erica J.	0.20	185.00
22-Apr-19	Correspond with E. Richards regarding budget and staffing plan (.2); draft same (.2).	Ferraioli, Raff	0.40	220.00
22-Apr-19	Review and revise first interim budget and staffing plan.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review and revise proposed budget for first three months.	Marinuzzi, Lorenzo	0.60	780.00
Total: 005	Budgeting (Case)		2.40	2,025.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
Business Operations				
01-Apr-19	Review status of critical vendor payments (.4); discuss same with Alix (.3); review GLM objection to CV payments (.8).	Marinuzzi, Lorenzo	1.50	1,950.00
07-Apr-19	Review management presentation.	Marines, Jennifer L.	0.50	550.00
19-Apr-19	Review 13 week cash flow and variance report.	Goren, Todd M.	0.40	460.00
24-Apr-19	Review Alix liquidity analysis.	Goren, Todd M.	0.40	460.00
26-Apr-19	Correspond with G. Goldmintz (Kirkland) regarding updated 13 week cash flow forecast (.1); review same (.2).	Damast, Craig A.	0.30	277.50
26-Apr-19	Review cash flow report.	Goren, Todd M.	0.30	345.00
30-Apr-19	Correspond with G. Goldmintz (Kirkland) regarding monthly cash management and tax reporting (.2); review same (.8).	Damast, Craig A.	1.00	925.00
30-Apr-19	Review debt and equity trading update produced by Perella (.2); review materials regarding Company's liquidity and revised DIP budget produced by Alix (.9).	Richardson Arnould, Ka	1.10	577.50
Total: 006	Business Operations		5.50	5,545.00
Case Administration				
12-Mar-19	Review docket and retrieve all pleadings (.9); draft notice of appearance (.5); set up correspondence distribution list and Committee group contact list (.6).	Delehanty, Danielle Ei	2.00	720.00
12-Mar-19	Correspond with internal working group regarding case workstreams (.2); meet with E. Richards and K. Richardson regarding case administration issues (.7); analyze notice of appearance (.4).	Ferraioli, Raff	1.30	715.00
12-Mar-19	Review Alix (.7), Huron (.6) and Goldin (.5) financial advisor presentations for case insight; review attorney pitch materials for same and strategy considerations (1.4).	Marinuzzi, Lorenzo	3.20	4,160.00
12-Mar-19	Coordinate with internal working group regarding case management and administration (3.0); discuss same with R. Ferraioli and K. Richardson (.7).	Richards, Erica J.	3.70	3,422.50
12-Mar-19	Meet with R. Ferraioli and E. Richards regarding case administration issues.	Richardson Arnould, Ka	0.70	367.50
13-Mar-19	Review docket and all first day pleadings (1.6); draft case calendar and circulate same to internal working group (.4); create correspondence distribution list for Committee members (.5); review docket and circulate update to internal working group with substantial filings for attorney review (.2).	Delehanty, Danielle Ei	2.70	972.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
13-Mar-19	Discuss Committee by-laws with K. Richardson (.4); analyze draft of same (.9); draft documents for Committee regarding case procedures (.6); meet with internal working group regarding next steps (.7); analyze Committee working group list (.2); revise same (.3).	Ferraioli, Raff	3.10	1,705.00
13-Mar-19	Meet with internal working group regarding next steps.	Goren, Todd M.	0.70	805.00
13-Mar-19	Call with E. Wilson (Kelley Drye; UMB Bank) and J. Grudus (AT&T) regarding investment banker interview process (.6).	Marinuzzi, Lorenzo	0.60	780.00
13-Mar-19	Meet with internal working group regarding next steps (.7); review and revise draft Committee roster (.3) and expense reimbursement form (.2); coordinate scheduling of standing Committee calls and in-person Committee meeting (.9).	Richards, Erica J.	2.10	1,942.50
13-Mar-19	Meet with internal working group regarding next steps (.7); draft notice of appearance (1.7); correspond with E. Richards and revise notice of appearance accordingly (.6); draft Committee roster and compile distribution list (3.8); analyze Committee by-laws (1.2); draft Committee by-laws (1.1); discuss same with R. Ferraioli (.4).	Richardson Arnould, Ka	9.50	4,987.50
14-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); draft attendance sheet and update Committee working group list (1.6); prepare, file and serve notice of appearance (.5).	Delehanty, Danielle Ei	2.30	828.00
14-Mar-19	Analyze draft Committee by-laws (.4); provide comments to same (.6); discuss revisions of same with K. Richardson (.6); draft reimbursement form for Committee (.8); discuss case status and next steps with E. Richards (.3).	Ferraioli, Raff	2.70	1,485.00
14-Mar-19	Review and revise draft Committee by-laws.	Goren, Todd M.	0.60	690.00
14-Mar-19	Calls with investment banker candidates to discuss case and timing (.9); review Jefferies presentation (.8); review Greenhill presentation (.9); review Lazard presentation (.7); review Ducera presentation (.8).	Marinuzzi, Lorenzo	4.10	5,330.00
14-Mar-19	Review and revise draft Committee by-laws (.7); coordinate arrangements for in-person Committee meeting (1.1); discuss case status and next steps with R. Ferraioli (.3).	Richards, Erica J.	2.10	1,942.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
14-Mar-19	Analyze revised Committee by-laws (.2); discuss same with R. Ferraioli (.6); correspond with internal working group regarding Committee (.2); revise same (1.0); draft weekly Committee call attendance sheet (1.2); revise and circulate documents regarding professionals contact information to internal working group (.8).	Richardson Arnould, Ka	4.00	2,100.00
15-Mar-19	Discuss first day declaration and case background with R. Ferraioli (.2); correspond with R. Ferraioli and K. Richardson regarding Committee constitution and roster (.4).	Damast, Craig A.	0.60	555.00
15-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Mar-19	Discuss first day declaration and case background with C. Damast (.2); analyze comments and revise Committee by-laws (.1).	Ferraioli, Raff	0.30	165.00
15-Mar-19	Review and revise Committee by-laws (.5); correspond with K. Richardson regarding comments to Committee by-laws (.2).	Marinuzzi, Lorenzo	0.70	910.00
15-Mar-19	Review materials from investment banker candidates.	Miller, Brett H.	2.80	3,920.00
15-Mar-19	Conduct and analyze legal research regarding parties in interest (.6); draft internal memorandum regarding same (1.1); prepare for investment banker interviews (.4).	Richardson Arnould, Ka	2.10	1,102.50
16-Mar-19	Correspond with internal working group regarding investment banker interviews and logistics (.5); review materials from investment banker candidates (.8).	Damast, Craig A.	1.30	1,202.50
16-Mar-19	Correspond with Kirkland and J. Levitt regarding proposed NDA between Debtors and Committee.	Richards, Erica J.	0.20	185.00
17-Mar-19	Review and revise form of NDA with Company.	Marinuzzi, Lorenzo	1.10	1,430.00
18-Mar-19	Correspond with internal working group regarding investment banker pitches (.3); correspond with internal working group regarding weekly professionals' call (.3).	Damast, Craig A.	0.60	555.00
18-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
18-Mar-19	Revise draft Alix NDA and circulate same to Kirkland.	Richards, Erica J.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Mar-19	Correspond with R. Ferraioli regarding new Committee professionals and next steps (.5); revise internal working group contacts and all associated documents to incorporate Perella professionals (2.0); correspond with internal working group regarding same (.5).	Richardson Arnould, Ka	3.00	1,575.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy.	Damast, Craig A.	0.60	555.00
19-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update case calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
19-Mar-19	Prepare for (.2) and participate on (.6) weekly professionals' call regarding case status and strategy; correspond with internal working group regarding case management and logistics (.2); call with Kirkland regarding next steps (.7); correspond with Committee regarding update and next steps (.6); analyze comments to Committee by-laws (.2); revise same (.2); draft internal memorandum regarding U.S. Trustee billing guidelines and case management (.7); correspond with internal working group regarding same (.1); analyze memorandum regarding parties of interest (.1); discuss parties of interest research and case administration with K. Richardson (1.2); analyze same (.1).	Ferraioli, Raff	4.90	2,695.00
19-Mar-19	Call with Perella and Alix regarding case status and next steps (.9); call with Kirkland regarding next steps (.7); review KCC noticing agent proposal (.2).	Goren, Todd M.	1.80	2,070.00
19-Mar-19	Call with Perella and Alix regarding case status and next steps (.9); call with Kirkland regarding next steps (.7).	Marines, Jennifer L.	1.60	1,760.00
19-Mar-19	Call with Kirkland regarding next steps.	Marinuzzi, Lorenzo	0.70	910.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy.	Palmore, Joseph R.	0.60	675.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy.	Peck, Geoffrey R.	0.60	675.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); analyze comments to draft Committee by-laws (.4).	Richards, Erica J.	1.00	925.00
19-Mar-19	Conduct legal research regarding potential ex-officio members (1.1); draft internal memorandum regarding same (.5); participate on weekly professionals' call regarding case status and strategy (.6); discuss parties of interest research and case administration with R. Ferraioli (1.2).	Richardson Arnould, Ka	3.40	1,785.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
20-Mar-19	Analyze motions and orders to establish relevant deadlines for Committee and revise agenda for upcoming Committee call.	Richardson Arnould, Ka	0.60	315.00
21-Mar-19	Correspond with K. McGlynn (Alix) regarding Committee due diligence request list (.2); review same (.6).	Damast, Craig A.	0.80	740.00
21-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2).	Delehanty, Danielle Ei	0.20	72.00
21-Mar-19	Review and analyze Perella and Alix due diligence request list.	Marines, Jennifer L.	0.50	550.00
21-Mar-19	Review Perella and Alix due diligence requests.	Marinuzzi, Lorenzo	0.50	650.00
22-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
25-Mar-19	Correspond with internal working group regarding upcoming in-person meeting with Debtors and agenda (.3); review same (.2).	Damast, Craig A.	0.50	462.50
25-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
25-Mar-19	Analyze claims and noticing agent engagement letter.	Ferraioli, Raff	0.80	440.00
25-Mar-19	Call with F. Munshi (Perella) regarding case workstreams.	Richards, Erica J.	0.10	92.50
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.80	740.00
26-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update case calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2); analyze claims and noticing agent engagement (.5).	Ferraioli, Raff	1.30	715.00
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2); review various banker and financial advisor materials regarding case issues and strategy (3.3).	Marines, Jennifer L.	4.10	4,510.00

MORRISON | FOERSTER

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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Plymale, Rachael K.	0.80	556.00
26-Mar-19	Call with F. Munshi (Perella) regarding case workstreams (.2); call with F. Petrie (Kirkland) regarding comments to NDAs (.2); participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	1.20	1,110.00
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	0.80	420.00
28-Mar-19	Correspond with C. Pirro (Kirkland) and internal working group regarding various workstreams.	Damast, Craig A.	0.20	185.00
28-Mar-19	Coordinate logistics for upcoming in-person meeting with Debtors.	Ferraioli, Raff	0.30	165.00
28-Mar-19	Review revisions to NDA.	Levitt, Jamie A.	0.50	612.50
28-Mar-19	Review additional comments to Company NDA.	Richards, Erica J.	0.20	185.00
29-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.2).	Delehanty, Danielle Ei	0.40	144.00
31-Mar-19	Correspond with G. Wilkinson regarding expense reimbursement; analyze documents in support of same.	Ferraioli, Raff	0.30	165.00
01-Apr-19	Correspond with internal working group regarding in-person meeting and agenda for same.	Damast, Craig A.	0.40	370.00
01-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
01-Apr-19	Correspond with L. Marinuzzi regarding update for Committee meeting (.2); correspond with Committee regarding same (.5).	Ferraioli, Raff	0.70	385.00
01-Apr-19	Review draft of NDA with Debtors.	Goren, Todd M.	0.50	575.00
01-Apr-19	Review proposed agenda for Company meeting and logistics (.7); correspond with R. Seltzer (CWS) regarding meeting agenda (.3); correspond with J. Ruderman regarding meeting agenda (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.10	1,017.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
02-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.1); update attendance sheet and circulate same (.1).	Delehanty, Danielle Ei	0.40	144.00
02-Apr-19	Prepare for (.1) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding same (.3); correspond with Committee members and professionals regarding in-person meeting (.1); coordinate arrangements for same (.4).	Ferraioli, Raff	1.70	935.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3); call with Alix and Perella regarding case status (.7).	Goren, Todd M.	1.80	2,070.00
02-Apr-19	Call with Alix and Perella regarding case status.	Greer, Jocelyn Edith	0.70	490.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Marines, Jennifer L.	1.10	1,210.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Plymale, Rachael K.	1.10	764.50
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3); further revise draft NDAs (.2).	Richards, Erica J.	1.30	1,202.50
02-Apr-19	Prepare for call with Committee's professionals (1.1); participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Richardson Arnould, Ka	2.20	1,155.00
03-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
03-Apr-19	Coordinate arrangements for upcoming meeting with Debtors.	Ferraioli, Raff	0.80	440.00
03-Apr-19	Coordinate arrangements for in-person Committee meeting.	Richards, Erica J.	0.20	185.00
04-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
04-Apr-19	Coordinate arrangements for in-person meeting with Debtors.	Ferraioli, Raff	0.40	220.00
04-Apr-19	Review updated draft of NDA with Company.	Marinuzzi, Lorenzo	0.20	260.00

MORRISON | FOERSTER

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Matter Name: OFFICIAL COMMITTEE

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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
05-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
05-Apr-19	Coordinate arrangements for in-person meeting with Debtors (.4); correspond with J. Luze (Kirkland) regarding same (.2).	Ferraioli, Raff	0.60	330.00
05-Apr-19	Revise draft NDAs between Company and Committee professionals.	Richards, Erica J.	0.60	555.00
08-Apr-19	Review Debtors' materials for management meeting.	Damast, Craig A.	0.50	462.50
08-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); draft attendance sheet for Committee meeting and circulate same (.4).	Delehanty, Danielle Ei	0.60	216.00
08-Apr-19	Coordinate arrangements for meeting with Debtors.	Ferraioli, Raff	0.20	110.00
08-Apr-19	Review 1L 2019 statement.	Goren, Todd M.	0.30	345.00
09-Apr-19	Prepare for (.3) and participate on (.8) weekly professionals' call.	Damast, Craig A.	1.10	1,017.50
09-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4); review and retrieve new dataroom filings and circulate to same (.2).	Delehanty, Danielle Ei	0.80	288.00
09-Apr-19	Prepare for (.1) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding status and next steps (1.2); discuss claims and noticing agent services with J. Luze (Kirkland) (.1) and B. Friedman (KCC) (.1); analyze KCC engagement letter and provide comments to same (.8); revise same (.5); correspond with B. Friedman regarding same (.1).	Ferraioli, Raff	3.70	2,035.00
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2).	Goren, Todd M.	2.00	2,300.00
09-Apr-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.80	560.00
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2).	Marines, Jennifer L.	2.00	2,200.00
09-Apr-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.80	1,040.00
09-Apr-19	Participate on weekly professionals' call.	Plymale, Rachael K.	0.80	556.00
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2); review markup of KCC engagement letter (.1).	Richards, Erica J.	2.10	1,942.50

MORRISON | FOERSTER

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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2).	Richardson Arnould, Ka	2.00	1,050.00
10-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
10-Apr-19	Correspond with internal working group regarding ongoing workstreams.	Ferraioli, Raff	0.10	55.00
11-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
12-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update case calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
16-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.3); update calendar and circulate same (.2).	Delehanty, Danielle Ei	0.50	180.00
16-Apr-19	Review docket and case updates.	Richardson Arnould, Ka	0.60	315.00
17-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
17-Apr-19	Review 2019 statements.	Goren, Todd M.	0.40	460.00
17-Apr-19	Finalize Committee NDAs.	Richards, Erica J.	0.70	647.50
18-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
19-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
22-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2); correspond with K. Richardson regarding same (.3).	Damast, Craig A.	1.20	1,110.00
23-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.4); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	1.00	360.00

MORRISON | FOERSTER

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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
23-Apr-19	Prepare for (.3) and participate on (.7) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	1.20	660.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Good, Thomas H.	0.90	675.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	0.90	1,035.00
23-Apr-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.70	490.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Levitt, Jamie A.	0.90	1,102.50
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	0.90	990.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
23-Apr-19	Participate on weekly professionals' call.	Plymale, Rachael K.	0.70	486.50
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	0.90	832.50
23-Apr-19	Review docket and case updates (.8); participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	1.70	892.50
24-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
25-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
26-Apr-19	Correspond with F. Munshi (Perella) regarding status of discussions with Houlihan.	Damast, Craig A.	0.20	185.00
26-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
29-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.70	647.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
30-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.4); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	1.00	360.00
30-Apr-19	Prepare for (.2) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.90	495.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2).	Good, Thomas H.	0.70	525.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2); review summary of 341 meeting (.4).	Goren, Todd M.	1.10	1,265.00
30-Apr-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.50	350.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	0.70	770.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2); review process of 341 meeting with K. Richardson (.6).	Marinuzzi, Lorenzo	1.30	1,690.00
30-Apr-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2); review process of 341 meeting with L. Marinuzzi (.6); travel to and attend creditors/section 341 meeting at U.S. Trustee's office (1.9).	Richardson Arnould, Ka	3.20	1,680.00
Total: 007	Case Administration		154.90	120,267.50
Claims Administration and Objections				
22-Apr-19	Review Debtors' bar date motion and exhibits (.6); review Debtors' motion to extend removal deadline (.3).	Damast, Craig A.	0.90	832.50
22-Apr-19	Analyze draft bar date motion (.3); discuss same with C. Damast (.2).	Ferraioli, Raff	0.50	275.00
22-Apr-19	Review draft bar date motion.	Goren, Todd M.	0.60	690.00
22-Apr-19	Review draft bar date motion.	Richards, Erica J.	0.30	277.50
23-Apr-19	Correspond with E. Richards regarding bar date motion (.1); conduct and analyze legal research regarding same (.4); revise same (.3).	Ferraioli, Raff	0.80	440.00
23-Apr-19	Review and revise updated bar date motion.	Goren, Todd M.	0.40	460.00
23-Apr-19	Review draft bar date motion.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
25-Apr-19	Correspond with internal working group regarding bar date motion consolidated proof of claim language.	Damast, Craig A.	0.20	185.00
25-Apr-19	Analyze member comment to proposed bar date order; correspond with E. Richards regarding same.	Ferraioli, Raff	0.10	55.00
25-Apr-19	Correspond with Committee members regarding bar date motion.	Goren, Todd M.	0.30	345.00
25-Apr-19	Review bar date motion.	Marinuzzi, Lorenzo	0.50	650.00
29-Apr-19	Review notice of filing of amended exhibit to Debtors' bar date motion.	Damast, Craig A.	0.20	185.00
29-Apr-19	Analyze recently filed pleading and revised proof of claim form.	Ferraioli, Raff	0.10	55.00
Total: 008	Claims Administration and Objections		5.20	4,727.50
Employee Benefits and Pensions				
18-Apr-19	Correspond with internal working group and Alix team regarding Debtors' contemplated KEIP/KERP motion (.3); review Debtors' business plan and materials regarding KEIP/KERP proposal and metrics/comparables (.8); correspond with internal working group and Kirkland team regarding KEIP/KERP proposal (.3); call with Debtors regarding KEIP/KERP materials (.6); follow-up discussion with internal working group regarding same and next steps (.2); correspond with K. McGlynn (Alix) and D. MacGreevey (Alix) regarding issues with Debtors' proposed KEIP/KERP (.3); correspond with J. Wooding (Alix) regarding diligence items regarding Debtors' proposed KEIP/KERP (.1); review same (.1).	Damast, Craig A.	2.70	2,497.50
18-Apr-19	Review KEIP/KERP materials from Debtors (.4); call with Debtors regarding same (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	1.20	660.00
18-Apr-19	Review KEIP/KERP materials from Debtors (.9); call with Debtors regarding same (.6); follow-up discussion with internal working group regarding same and next steps (.2); correspond with Alix regarding same (.4).	Goren, Todd M.	2.10	2,415.00
18-Apr-19	Review KEIP/KERP materials from Debtors.	Marines, Jennifer L.	1.10	1,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Apr-19	Review presentation from Debtors regarding proposed KEIP/KERP (.9); review presentations regarding performance and metrics for employee plan (.9); call with Debtors regarding KEIP/KERP materials (.6); follow-up discussion with internal working group regarding same and next steps (.2); call with Alvarez regarding due diligence requests regarding KEIP/KERP (.5); review and revise due diligence list (.6).	Marinuzzi, Lorenzo	3.70	4,810.00
18-Apr-19	Review KEIP/KERP materials from Debtors (.5); call with Debtors regarding same (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	1.30	1,202.50
18-Apr-19	Call with Debtors regarding KEIP/KERP materials (.6); follow-up discussion with internal working group regarding same and next steps (.2); review incentive plan materials and KEIP/KERP proposal prepared by Kirkland (1.9).	Richardson Arnould, Ka	2.70	1,417.50
19-Apr-19	Correspond with internal working group and Alix team regarding diligence lists regarding Debtors' proposed KEIP/KERP and additions thereto (.7); correspond with internal working group and Kirkland team regarding same (.2); call with internal working group and Alix team regarding KEIP/KERP (.3).	Damast, Craig A.	1.20	1,110.00
19-Apr-19	Analyze diligence list (.2); call with internal working group and Alix team regarding KEIP/KERP (.3).	Ferraioli, Raff	0.50	275.00
19-Apr-19	Call with internal working group and Alix team regarding KEIP/KERP (.3); review diligence request lists regarding same (.5).	Goren, Todd M.	0.80	920.00
19-Apr-19	Review KERP program (.3); call with internal working group and Alix team regarding KEIP/KERP (.3).	Marinuzzi, Lorenzo	0.60	780.00
19-Apr-19	Call with internal working group and Alix team regarding KEIP/KERP (.3); review and revise diligence list regarding same (.2).	Richards, Erica J.	0.50	462.50
19-Apr-19	Conduct legal research regarding insider compensation (1.9); call with internal working group and Alix team regarding KEIP/KERP (.3).	Richardson Arnould, Ka	2.20	1,155.00
22-Apr-19	Review Debtors' motion to approve KEIP (.8) and KERP (.6).	Damast, Craig A.	1.40	1,295.00
22-Apr-19	Analyze draft KEIP motion (.6) and KERP motion (.5).	Ferraioli, Raff	1.10	605.00
22-Apr-19	Review draft KEIP/KERP motions and supporting declarations.	Goren, Todd M.	0.80	920.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
22-Apr-19	Review draft motion for KEIP, KERP and supporting declarations (1.3); review public financials regarding executive employment agreements and severance (.9).	Marinuzzi, Lorenzo	2.20	2,860.00
22-Apr-19	Review draft KEIP/KERP motion papers.	Richards, Erica J.	0.80	740.00
23-Apr-19	Review Alix presentation regarding KEIP/KERP (.6); review KEIP/KERP motions and declarations (.8).	Goren, Todd M.	1.40	1,610.00
24-Apr-19	Correspond with R. Ferraioli regarding KERP allocation details (.1); review same (.2).	Damast, Craig A.	0.30	277.50
24-Apr-19	Review filed version of KEIP/KERP (.9); call with S. Lovett (Paul Weiss) regarding KEIP/KERP (.2); review Alix presentation regarding KEIP/KERP (.5).	Goren, Todd M.	1.60	1,840.00
24-Apr-19	Review proposed KEIP/KERP.	Marines, Jennifer L.	0.40	440.00
24-Apr-19	Review materials regarding KERP/KEIP prepared by Alix (.6); review Alix due diligence list (.4); review precedent for discretionary KERP (.5); review possible reservation of rights regarding KERP and monitoring means (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
24-Apr-19	Review Company reports and prior compensation incentives for key individuals identified in KEIP motion.	Richardson Arnould, Ka	1.10	577.50
26-Apr-19	Correspond with T. Goren and Akin team regarding KEIP/KERP diligence requests and Kirkland response.	Damast, Craig A.	0.20	185.00
26-Apr-19	Correspond with Alix and B. Weiland (Kirkland) regarding KEIP/KERP diligence.	Goren, Todd M.	0.40	460.00
26-Apr-19	Review correspondence from Alix regarding due diligence questions and responses regarding KEIP/KERP (.5); review status of internal working group in preparing objection and list of recommendations regarding KERP/KEIP (.7); correspond with Alix regarding analysis of KEIP and Committee reporting (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
26-Apr-19	Review KEIP motion and incentive proposals (.8); review Company reports and analyze prior compensation incentives for key individuals identified in KEIP motion (1.1).	Richardson Arnould, Ka	1.90	997.50
27-Apr-19	Correspond with Alix and Perella teams regarding responses to KEIP diligence requests.	Damast, Craig A.	0.20	185.00
30-Apr-19	Correspond with internal working group regarding status of KEIP/KERP motion diligence.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
30-Apr-19	Call with S. Lovett (Paul Weiss) regarding status of KERP review (.3); call and correspond with B. Weiland (Kirkland) regarding same (.2); discuss formulating counter proposal regarding KEIP with L. Marinuzzi (.6).	Goren, Todd M.	1.10	1,265.00
30-Apr-19	Correspond with Alix regarding status of diligence requests on KEIP/KERP (.4); review open diligence requests (.4); discuss formulating counter proposal regarding KEIP with T. Goren (.6); call with S. Lovett (Paul Weiss) regarding status of KERP review (.3).	Marinuzzi, Lorenzo	1.70	2,210.00
30-Apr-19	Analyze financial projections provided for 2019 in Debtors' declaration in support of KEIP motion for Committee update.	Richardson Arnould, Ka	0.80	420.00
Total: 010	Employee Benefits and Pensions		42.10	41,020.00
Employment and Fee Applications				
13-Mar-19	Conduct and analyze legal research regarding retention application; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
14-Mar-19	Coordinate with internal working group regarding retention application.	Ferraioli, Raff	0.20	110.00
19-Mar-19	Draft MoFo retention application.	Delehanty, Danielle Ei	1.50	540.00
20-Mar-19	Prepare professional fee reporting per request of Alvarez.	Richards, Erica J.	0.10	92.50
21-Mar-19	Correspond with internal working group regarding retention application.	Ferraioli, Raff	0.20	110.00
21-Mar-19	Call with K. Sundt (Alix) regarding retention applications.	Richards, Erica J.	0.10	92.50
27-Mar-19	Correspond with internal working group and Perella team regarding Debtors' application to retain PJT.	Damast, Craig A.	0.20	185.00
27-Mar-19	Analyze draft retention application (.2); prepare same (.2).	Ferraioli, Raff	0.40	220.00
27-Mar-19	Review PJT engagement letter.	Marinuzzi, Lorenzo	0.70	910.00
02-Apr-19	Correspond with F. Munshi (Perella) regarding proposed PJT fee calculation (.1); review presentation regarding same (.3); correspond with T. Alexander (Perella) regarding PJT retention application (.2).	Damast, Craig A.	0.60	555.00
02-Apr-19	Review analysis of PJT fees and retention terms.	Marinuzzi, Lorenzo	0.60	780.00
02-Apr-19	Correspond with R. Ferraioli and Committee professionals regarding status of retention applications.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
09-Apr-19	Review conflicts results and draft schedules to retention application.	Delehanty, Danielle Ei	3.20	1,152.00
10-Apr-19	Draft MoFo retention application (1.2); draft statement regarding PJT retention application (1.4); conduct and analyze legal research regarding same (.1).	Ferraioli, Raff	2.70	1,485.00
10-Apr-19	Review and revise draft of Perella engagement letter.	Richards, Erica J.	1.20	1,110.00
11-Apr-19	Analyze and revise retention application.	Ferraioli, Raff	0.10	55.00
11-Apr-19	Correspond with internal working group regarding status of PJT discussions.	Goren, Todd M.	0.30	345.00
11-Apr-19	Review and revise Committee reservation of rights regarding PJT retention (.6); review Perella analysis of fees and correspondence from Perella detailing discussions with PJT (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
11-Apr-19	Revise Committee statement regarding PJT retention application.	Richards, Erica J.	0.60	555.00
12-Apr-19	Review and revise Committee's statement regarding PJT retention application (.9); correspond with internal working group regarding same (.2).	Damast, Craig A.	1.10	1,017.50
12-Apr-19	Review, prepare file and serve Committee statements regarding DIP motion and PJT partners retention.	Delehanty, Danielle Ei	1.50	540.00
12-Apr-19	Correspond with K. Richardson regarding preparation of retention application (.3); correspond with internal working group regarding retention application and status of same (.3); analyze and revise same (5.1); analyze comments to reservation of rights regarding PJT retention (.3); revise same (1.1).	Ferraioli, Raff	7.10	3,905.00
12-Apr-19	Review and revise statement regarding PJT (.4); correspond with Perella regarding same (.3).	Goren, Todd M.	0.70	805.00
12-Apr-19	Revise Committee statement regarding PJT retention application.	Richards, Erica J.	0.30	277.50
13-Apr-19	Correspond with internal working group, Perella and Alix teams regarding negotiations regarding PJT engagement terms.	Damast, Craig A.	0.60	555.00
13-Apr-19	Revise retention application (.5); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.60	330.00
13-Apr-19	Correspond with Perella regarding PJT retention terms.	Goren, Todd M.	0.40	460.00
14-Apr-19	Correspond with internal working group, Perella and Alix teams regarding status of negotiations regarding terms of PJT's retention and compensation.	Damast, Craig A.	0.50	462.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
14-Apr-19	Analyze status update regarding PJT retention application.	Ferraioli, Raff	0.20	110.00
14-Apr-19	Review latest PJT proposal from B. Mendelsohn (Perella) (.4); correspond with B. Mendelsohn regarding settlement (.2); review PJT engagement letter regarding fees (.6).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Apr-19	Correspond with B. Mendelsohn (Perella) and internal working group regarding terms of settlement of PJT retention, compensation and review of proposed form of order and revisions to engagement letter.	Damast, Craig A.	0.70	647.50
15-Apr-19	Review supplemental conflicts results and update Schedule 2 to retention application.	Delehanty, Danielle Ei	0.50	180.00
15-Apr-19	Analyze revised retention application (.3); discuss same with L. Marinuzzi (.2); revise same (1.2); correspond with D. Delehanty and internal working group regarding retention application and documents in support of same (.4); conduct and analyze legal research in connection with same (.2).	Ferraioli, Raff	2.30	1,265.00
15-Apr-19	Review revised PJT order (.3); correspond with Perella regarding same (.2).	Goren, Todd M.	0.50	575.00
15-Apr-19	Review and revise draft retention application (.8); discuss same with R. Ferraioli (.2).	Marinuzzi, Lorenzo	1.00	1,300.00
16-Apr-19	Discuss draft retention application and next steps with R. Ferraioli (.2); begin review supplemental schedule of interested parties and revise same for retention application (1.6).	Delehanty, Danielle Ei	1.80	648.00
16-Apr-19	Discuss draft retention application and next steps with D. Delehanty (.2); correspond with Perella regarding retention application (.1); draft declaration in support of Perella retention application (1.9); analyze Perella engagement letter (.4).	Ferraioli, Raff	2.60	1,430.00
17-Apr-19	Coordinate finalizing retention application with R. Ferraioli (.2); finish review supplemental schedule of interested parties and revise same for retention application (1.7).	Delehanty, Danielle Ei	1.90	684.00
17-Apr-19	Coordinate finalizing retention application with D. Delehanty (.2); analyze same (.9); correspond with proposed Committee professionals regarding status of same (.2).	Ferraioli, Raff	1.30	715.00
17-Apr-19	Review and revise retention application (.6); review status of Alix and Perella applications for circulation to client and U.S. Trustee (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
17-Apr-19	Review draft Alix retention application.	Richards, Erica J.	0.60	555.00
18-Apr-19	Finalize retention application (1.3); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.50	825.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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18-Apr-19	Review retention application (.7); review Alix retention application (.4).	Goren, Todd M.	1.10	1,265.00
18-Apr-19	Revise retention application (.4); review Alix retention application (.6); correspond with P. Schwartzberg (U.S. Trustee) regarding retention applications (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
19-Apr-19	Analyze Perella retention application and related documents (1.2); revise same (2.4); conduct and analyze legal research regarding same (.2); discuss same with E. Richards (.1); correspond with Perella regarding same (.2).	Ferraioli, Raff	4.10	2,255.00
19-Apr-19	Discuss revisions to Perella retention application with R. Ferraioli.	Richards, Erica J.	0.10	92.50
22-Apr-19	Correspond with Committee professionals regarding retention applications (.2); analyze draft retention applications for Committee professionals (.3); analyze comments (.2); revise same (.4).	Ferraioli, Raff	1.10	605.00
22-Apr-19	Correspond with internal working group regarding U.S. Trustee comments to Alix and Perella retention applications.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review Alix retention application (.8); correspond with U.S. Trustee regarding same (.3); review Perella retention application (.9); review notes regarding investment banker retention process and fees (.4).	Marinuzzi, Lorenzo	2.40	3,120.00
22-Apr-19	Correspond with R. Ferraioli regarding filing of retention applications.	Richards, Erica J.	0.20	185.00
23-Apr-19	Correspond with internal working group and Committee co-chairs regarding Committee professionals' retention applications (.3); review same (.3).	Damast, Craig A.	0.60	555.00
23-Apr-19	Review status of Committee retention applications (.2); correspond with L. Marinuzzi regarding retention applications (.1); correspond with E. Richards regarding same (.1).	Ferraioli, Raff	0.40	220.00
23-Apr-19	Review updated MoFo, Alix and Perella retention applications.	Goren, Todd M.	0.70	805.00
23-Apr-19	Finalize retention application for Committee review.	Marinuzzi, Lorenzo	0.90	1,170.00
25-Apr-19	Correspond with internal working group and Committee co-chairs regarding Committee professionals' retention applications.	Damast, Craig A.	0.20	185.00
25-Apr-19	Review status of Committee retention applications (.1); correspond with L. Marinuzzi regarding retention applications (.1).	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
25-Apr-19	Calls and correspond with co-chairs regarding retention application.	Marinuzzi, Lorenzo	0.50	650.00
29-Apr-19	Correspond with internal working group and J. Grudus (AT&T) regarding retention applications, execution and filing.	Damast, Craig A.	0.20	185.00
29-Apr-19	Review, edit and prepare MoFo, Alix and Perella retention applications for filing (1.6); discuss filing of same with R. Ferraioli (.2); file and serve same (.7).	Delehanty, Danielle Ei	2.50	900.00
29-Apr-19	Finalize Committee professional retention applications (1.3); correspond with Committee professionals regarding same (.2); discuss filing of same with D. Delehanty (.2).	Ferraioli, Raff	1.70	935.00
29-Apr-19	Correspond with J. Grudus (AT&T) regarding retention applications.	Goren, Todd M.	0.40	460.00
29-Apr-19	Review status of retention applications (.4); call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding status of co-chair sign-off (.3).	Marinuzzi, Lorenzo	0.70	910.00
Total: 011	Employment and Fee Applications		64.10	47,144.00
Financing and Cash Collateral				
13-Mar-19	Analyze DIP financing motion, interim order and related documents (2.9); draft internal memorandum regarding DIP (2.2); conduct and analyze legal research regarding same (.7).	Ferraioli, Raff	5.80	3,190.00
13-Mar-19	Review DIP financing motion and order (1.8); analyze potential concerns with same (.8).	Goren, Todd M.	2.60	2,990.00
13-Mar-19	Review DIP financing motion and cash collateral issues.	Miller, Brett H.	2.30	3,220.00
15-Mar-19	Review DIP financing motion regarding potential changes.	Goren, Todd M.	1.30	1,495.00
15-Mar-19	Review DIP financing motion and interim order (1.4); call with S. Qusba (Simpson Thacher; JPM) regarding status of financing (.3).	Marinuzzi, Lorenzo	1.70	2,210.00
15-Mar-19	Review DIP motion.	Peck, Geoffrey R.	1.20	1,350.00
15-Mar-19	Review interim DIP financing motion and begin preparing issues list with respect to same.	Richards, Erica J.	1.90	1,757.50
18-Mar-19	Correspond with internal working group regarding DIP issues list (.6); review DIP issues list (.5).	Damast, Craig A.	1.10	1,017.50
18-Mar-19	Analyze DIP issues list.	Ferraioli, Raff	0.70	385.00
18-Mar-19	Review and revise DIP issues list.	Goren, Todd M.	0.60	690.00
18-Mar-19	Review and analyze financing arrangement.	Marines, Jennifer L.	1.50	1,650.00
18-Mar-19	Review DIP issues list.	Marinuzzi, Lorenzo	0.70	910.00
18-Mar-19	Review DIP motion.	Peck, Geoffrey R.	2.80	3,150.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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18-Mar-19	Review interim DIP financing order and credit agreement (3.7); draft issues list with respect to same (1.9); revise same (.6).	Richards, Erica J.	6.20	5,735.00
19-Mar-19	Review and revise updated DIP issues list (.6); discuss DIP concerns with Perella and L. Marinuzzi (.7); review DIP budget (.4).	Goren, Todd M.	1.70	1,955.00
19-Mar-19	Review DIP issues list (.6); discuss DIP concerns with Perella and T. Goren (.7); review DIP financing order (.9); review concerns regarding adequate protection claims and unencumbered assets/debtors (.6).	Marinuzzi, Lorenzo	2.80	3,640.00
19-Mar-19	Review prepetition financing documents.	Peck, Geoffrey R.	3.80	4,275.00
20-Mar-19	Review current draft of DIP issues list.	Damast, Craig A.	0.50	462.50
20-Mar-19	Review updated DIP issues list (.6); review DIP financing order and credit agreement regarding same (.8).	Goren, Todd M.	1.40	1,610.00
20-Mar-19	Review DIP credit agreement (1.3); meet with E. Richards and L. Sullivan regarding status of DIP motion, diligence completed to date and DIP credit agreement (1.0).	Peck, Geoffrey R.	2.30	2,587.50
20-Mar-19	Meet with G. Peck and L. Sullivan regarding status of DIP motion, diligence completed to date and DIP credit agreement (1.0); revise DIP issues list (.1).	Richards, Erica J.	1.10	1,017.50
20-Mar-19	Meet with G. Peck and E. Richards regarding status of DIP motion, diligence completed to date and DIP credit agreement.	Sullivan, Lauren Marie	1.00	750.00
21-Mar-19	Correspond with F. Munshi (Perella) regarding DIP issues list and comments (.5); correspond with internal working group regarding same and finalize list to share with Debtors (.6).	Damast, Craig A.	1.10	1,017.50
21-Mar-19	Review updated DIP issues list (.4); correspond and calls with creditors regarding same (.3).	Goren, Todd M.	0.70	805.00
21-Mar-19	Review DIP credit agreement.	Peck, Geoffrey R.	3.00	3,375.00
22-Mar-19	Correspond with internal working group regarding DIP issues list and circulation to Debtors' counsel.	Damast, Craig A.	0.30	277.50
22-Mar-19	Call with US Bank counsel regarding DIP issues (1.1); review and revise DIP issues list for Debtors (.2); correspond with Debtors regarding same (.2); correspond with Thau regarding DIP issues (.2).	Goren, Todd M.	1.70	1,955.00
22-Mar-19	Review updated DIP issues list.	Marinuzzi, Lorenzo	0.60	780.00
22-Mar-19	Call with US Bank counsel regarding DIP issues (1.1); update DIP issues list (2.3).	Richards, Erica J.	3.40	3,145.00
22-Mar-19	Review dataroom for available prepetition debt and lien documentation (.6); review and summarize DIP provisions regarding prepetition secured debt and liens (1.2).	Sullivan, Lauren Marie	1.80	1,350.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
23-Mar-19	Conduct and analyze legal research regarding prepetition debt, liens and assets of Windstream.	Sullivan, Lauren Marie	1.20	900.00
25-Mar-19	Correspond with E. Richards regarding updated DIP issues list (.1); review same (.5).	Damast, Craig A.	0.60	555.00
25-Mar-19	Revise DIP issues list.	Richards, Erica J.	1.80	1,665.00
26-Mar-19	Correspond with B. Mendelsohn (Perella) regarding DIP issues and strategy.	Damast, Craig A.	0.30	277.50
26-Mar-19	Call (.2) and correspond (.2) with Debtors and US Bank regarding DIP issues; correspond with Perella regarding same (.3).	Goren, Todd M.	0.70	805.00
26-Mar-19	Review Perella correspondence regarding DIP analysis (.3); analyze DIP issues (.6).	Marines, Jennifer L.	0.90	990.00
26-Mar-19	Review DIP motion (1.2); review internal memorandum regarding same (1.2).	Peck, Geoffrey R.	2.40	2,700.00
26-Mar-19	Correspond with Perella regarding DIP analysis (.2); call with Debtors and US Bank regarding DIP issues (.2).	Richards, Erica J.	0.40	370.00
26-Mar-19	Conduct and analyze legal research regarding existing indebtedness and lien.	Sullivan, Lauren Marie	0.40	300.00
27-Mar-19	Correspond with internal working group and Kirkland teams regarding DIP issues (.3); correspond with internal working group and Perella team regarding same and analysis of possible DIP objections (.4); review analysis (.4); correspond with F. Munshi (Perella) regarding analysis of additional DIP issues and strategy (.1); review same (.4).	Damast, Craig A.	1.60	1,480.00
27-Mar-19	Correspond with Debtors' regarding consent fees (.3); correspond with Perella regarding interest rates (.4); review Perella analysis of DIP (.4).	Goren, Todd M.	1.10	1,265.00
27-Mar-19	Review list of open DIP questions and discuss fees with Perella (.6); correspond with B. Herman (Paul Weiss) regarding DIP discussion (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
27-Mar-19	Review DIP credit agreement.	Peck, Geoffrey R.	1.70	1,912.50
27-Mar-19	Analyze prepetition credit documents for terms regarding entitlement to default interest.	Richards, Erica J.	0.70	647.50
27-Mar-19	Review and prepare comments in response to DIP financing order (2.4); review DIP financings' guaranty structure against prepetition secured financing guaranty structures (1.2); review correspondence regarding findings and potential issues (1.4).	Sullivan, Lauren Marie	5.00	3,750.00
28-Mar-19	Review limited objection of NW 230 Congress to DIP financing motion (.5); call with Kirkland regarding DIP issues (.8).	Damast, Craig A.	1.30	1,202.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

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28-Mar-19	Call with Kirkland regarding DIP issues (.8); review DIP order regarding potential modifications (.9).	Goren, Todd M.	1.70	1,955.00
28-Mar-19	Review analysis of fees for DIP/AP (.5); review DIP issues list (.6); call with Kirkland regarding DIP issues (.8).	Marinuzzi, Lorenzo	1.90	2,470.00
28-Mar-19	Review DIP credit agreement.	Peck, Geoffrey R.	0.50	562.50
28-Mar-19	Prepare for (.2) and attend (.8) call with Kirkland regarding DIP issues; call with counsel for US Bank regarding same (.1); analyze landlord DIP objection (.1).	Richards, Erica J.	1.20	1,110.00
29-Mar-19	Review Element Fleet limited objection to DIP motion (.4); correspond with internal working group regarding DIP objections and extension of Committee's deadline to object (.2); correspond with internal working group, Kirkland and Perella teams regarding updated 13-week cash flow (.3); correspond with Committee members and internal working group regarding DIP objections, status and extension of objection deadline (.2).	Damast, Craig A.	1.10	1,017.50
29-Mar-19	Discuss DIP issues and status with E. Richards (.3); conduct and analyze research regarding same (.8); analyze correspondence regarding same (.1).	Ferraioli, Raff	1.20	660.00
29-Mar-19	Review 13-week cash flow report (.4); correspond with Kirkland and internal working group regarding DIP objection deadline (.4).	Goren, Todd M.	0.80	920.00
29-Mar-19	Review variance report.	Marines, Jennifer L.	0.40	440.00
29-Mar-19	Review correspondence from Perella regarding analysis of junior financing and next steps (.4); prepare for call with Paul Weiss regarding DIP concerns (.5); correspond with B. Herman (Paul Weiss) regarding DIP call (.2); review DIP financing proposal (.7).	Marinuzzi, Lorenzo	1.80	2,340.00
29-Mar-19	Review DIP credit agreement (.6); review and draft DIP credit agreement overview and issues list (2.2); discuss same with E. Richards and L. Sullivan (1.4).	Peck, Geoffrey R.	4.20	4,725.00
29-Mar-19	Discuss DIP issues and status with R. Ferraioli (.3); discuss DIP credit agreement overview and issues list with G. Peck and L. Sullivan (1.4).	Richards, Erica J.	1.70	1,572.50
29-Mar-19	Discuss DIP credit agreement overview and issues list with G. Peck and E. Richards (1.4); revise draft request list regarding prepetition indebtedness and summary of DIP credit agreement terms for bankruptcy team's review (.8).	Sullivan, Lauren Marie	2.20	1,650.00
31-Mar-19	Conduct and analyze research regarding DIP issues (.6); draft pleading regarding same (.3).	Ferraioli, Raff	0.90	495.00

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
01-Apr-19	Review statement and reservation of rights of ad hoc group of Midwest noteholders to DIP financing motion (.3); review limited objection of Santander Bank to DIP financing motion (.4); review limited objection of POTA JV to DIP financing motion (.4); review updated DIP issues list (.3); discuss Committee's objection to DIP financing motion with R. Ferraioli (.2).	Damast, Craig A.	1.60	1,480.00
01-Apr-19	Conduct and analyze legal research regarding DIP issues (1.2); discuss Committee's objection to DIP financing motion with C. Damast (.2); draft pleading in connection with same (2.4).	Ferraioli, Raff	3.80	2,090.00
01-Apr-19	Review DIP order and credit agreement regarding potential concerns (2.1); call with Paul Weiss regarding DIP issues (.8); analyze objections to DIP (.7).	Goren, Todd M.	3.60	4,140.00
01-Apr-19	Call with T. Goren, E. Richards and Paul Weiss regarding DIP issues (.8); review DIP issues list and due diligence on lender overlap (.6); review obligors under pre-petition debt vs. DIP/AP claims (.6); review framework for objection to DIP (.8); review Midwest holders ROR on DIP (.4); review landlord objection to DIP (.5).	Marinuzzi, Lorenzo	3.70	4,810.00
01-Apr-19	Call with L. Marinuzzi, T. Goren and Paul Weiss regarding DIP issues (.8); analyze statement of Midwest noteholders regarding DIP (.2); analyze landlord objection to DIP (.1); call with counsel for US Bank regarding DIP issues (.6).	Richards, Erica J.	1.70	1,572.50
02-Apr-19	Correspond with F. Munshi (Perella) regarding DIP financing materials (.1); review same (.3) and junior DIP overview (.3); review draft of final DIP order (.8).	Damast, Craig A.	1.50	1,387.50
02-Apr-19	Conduct and analyze legal research regarding DIP concerns (.7); draft pleading in connection with same (2.1).	Ferraioli, Raff	2.80	1,540.00
02-Apr-19	Review DIP analysis from Perella (.6); review DIP credit agreement regarding questions on same (.8); correspond with Perella regarding same (.3); review objections to DIP (.6).	Goren, Todd M.	2.30	2,645.00
02-Apr-19	Review materials provided by financial advisors in connection with DIP protections and fees.	Marines, Jennifer L.	0.90	990.00
02-Apr-19	Review Perella financing analyses (2.2); review open DIP objections and next steps (1.8); review US Bank DIP issues (2.3); discuss proposed objection to DIP with E. Richards (.4); call with Perella regarding DIP and financing (.5).	Marinuzzi, Lorenzo	7.20	9,360.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
02-Apr-19	Review Santander DIP objection (.3); discuss proposed objection to DIP with L. Marinuzzi (.4).	Richards, Erica J.	0.70	647.50
03-Apr-19	Review Suntrust objection to DIP financing motion (.3); correspond with internal working group regarding DIP lenders (.2); review same (.2).	Damast, Craig A.	0.70	647.50
03-Apr-19	Review list of lenders regarding prepetition debt and schedule to DIP (.4); draft chart regarding prepetition lenders included in DIP, corresponding amounts and lenders prepetition debt summary chart (.6); circulate same to internal working group (.2).	Delehanty, Danielle Ei	1.20	432.00
03-Apr-19	Conduct and analyze legal research regarding DIP concerns (.6); draft pleading in connection with same (1.1); analyze response to DIP issues list (.2).	Ferraioli, Raff	1.90	1,045.00
03-Apr-19	Review proposed final DIP order (.9); review lender list from Debtors (.4); review objections to DIP (.3).	Goren, Todd M.	1.60	1,840.00
03-Apr-19	Review updated presentation regarding DIP (.5); review open points regarding DIP facility (.4); review revised DIP order (.5).	Marinuzzi, Lorenzo	1.40	1,820.00
04-Apr-19	Correspond with G. Goldmintz (Kirkland) and E. Richards regarding Debtors' comments to DIP issues list (.1); review same (.5); meet with internal working group regarding same (.5); call with S. Lovett (Paul Weiss) regarding DIP order (.3); review same (.5).	Damast, Craig A.	1.90	1,757.50
04-Apr-19	Analyze Debtors' comments to DIP issues list (.6); meet with internal working group regarding same (.5); analyze correspondence regarding same (.2).	Ferraioli, Raff	1.30	715.00
04-Apr-19	Review Debtors' comments to DIP issues list (.6); meet with internal working group regarding same (.5); call with C. Whitmore regarding open DIP points (1.0); review and revise updated drafts of DIP order (.7); call with S. Lovett (Paul Weiss) regarding DIP order (.3); review intercreditor agreement regarding DIP questions (.6); correspond with Kirkland regarding DIP status (.4).	Goren, Todd M.	4.10	4,715.00
04-Apr-19	Review Debtors' comments to DIP issues list (.7); meet with internal working group regarding same (.5); call with S. Lovett (Paul Weiss) regarding DIP order (.3); review Debtor reply to DIP comments (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
04-Apr-19	Review Debtor' comments to DIP issues list (1.9); meet with internal working group regarding same (.5); call with S. Lovett (Paul Weiss) regarding DIP order (.3); revise draft final DIP order (3.1).	Richards, Erica J.	5.80	5,365.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
05-Apr-19	Review Altec limited objection to DIP financing motion (.4); discuss DIP objection with R. Ferraioli (.3); review current DIP issues list (.4).	Damast, Craig A.	1.10	1,017.50
05-Apr-19	Analyze comments to DIP order (.4); call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8); discuss comments to DIP objection with E. Richards (.3); analyze same (.3); conduct and analyze legal research in connection with same (.4); discuss DIP objection with C. Damast (.3); revise same (1.6).	Ferraioli, Raff	4.50	2,475.00
05-Apr-19	Call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8); review updated drafts of DIP order (1.1); review US Bank revised DIP order (.8); correspond with C. Whitmore regarding DIP status (.2).	Goren, Todd M.	3.30	3,795.00
05-Apr-19	Review open points regarding DIP financing agreement (.3); call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8); review revised order regarding final DIP (.6); correspond with T. Goren regarding Committee objection to DIP (.5); review evidentiary support for DIP objection (.5); review Committee mark-up of DIP order (.2).	Marinuzzi, Lorenzo	3.30	4,290.00
05-Apr-19	Discuss comments to DIP objection with R. Ferraioli (.3); review and comment on draft of same (2.6); call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8).	Richards, Erica J.	4.10	3,792.50
05-Apr-19	Call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8).	Richardson Arnould, Ka	1.20	630.00
06-Apr-19	Conduct and analyze legal research regarding DIP proposal (.4); correspond with F. Munshi (Perella) regarding same (.1); discuss DIP issues with K. McGlynn (Alix) (.4); revise DIP objection (.9).	Ferraioli, Raff	1.80	990.00
06-Apr-19	Revise draft of DIP objection.	Richards, Erica J.	1.40	1,295.00
07-Apr-19	Draft declaration in support of DIP objection (1.2); correspond with C. Damast regarding same (.1); conduct and analyze legal research regarding objection to DIP motion (.4); analyze comments to same (.7); revise same (1.6).	Ferraioli, Raff	4.00	2,200.00
07-Apr-19	Review and revise draft DIP objection.	Goren, Todd M.	1.30	1,495.00
07-Apr-19	Review and revise draft DIP objection.	Marinuzzi, Lorenzo	1.20	1,560.00
08-Apr-19	Review and revise draft of B. Mendelsohn (Perella) declaration in support of Committee's DIP objection (1.4); discuss same and revisions with R. Ferraioli (.2); review US Bank limited objection to DIP financing motion (.6); review revised draft of final DIP order (.4).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
08-Apr-19	Analyze correspondence regarding DIP objection (.1); revise DIP objection (2.3); discuss B. Mendelsohn (Perella) declaration in support of Committee's DIP objection with C. Damast (.2); revise same (.6); discuss same with E. Richards and T. Goren (.2); correspond with Perella team regarding DIP terms (.2).	Ferraioli, Raff	3.60	1,980.00
08-Apr-19	Review and revise updated drafts of DIP order (.4); meet with Kirkland regarding DIP Order (.3); review and revise updated drafts of DIP objection (.7); discuss revisions with R. Ferraioli and E. Richards (.2); correspond with US Bank regarding status of DIP objections (.2).	Goren, Todd M.	1.80	2,070.00
08-Apr-19	Review updated DIP objection (.7); review presentation materials from Perella regarding DIP fees and adequate protection costs (.5); correspond with Perella regarding adequate protection fees (.3).	Marinuzzi, Lorenzo	1.50	1,950.00
08-Apr-19	Further revise DIP objection (2.4); discuss revisions to same with T. Goren and R. Ferraioli (.2).	Richards, Erica J.	2.60	2,405.00
09-Apr-19	Review Mitsubishi limited objection to DIP financing motion; correspond with internal working group and Kirkland team regarding revised draft of final DIP order.	Damast, Craig A.	0.40	370.00
09-Apr-19	Review and revise updated drafts of DIP order (.6); call with B. Weiland (Kirkland) regarding same (.3); review US Bank objection to DIP (.3).	Goren, Todd M.	1.20	1,380.00
10-Apr-19	Correspond with internal working group regarding status of draft of final DIP order and open issues.	Damast, Craig A.	0.30	277.50
10-Apr-19	Review revised drafts of DIP order (.6); call and correspond with Kirkland regarding same (.4); correspond with internal working group regarding same (.3).	Goren, Todd M.	1.30	1,495.00
10-Apr-19	Review materials regarding DIP budget prepared by Alix.	Richardson Arnould, Ka	0.90	472.50
11-Apr-19	Calls with C. Whitmore (.2) and B. Weiland (Kirkland) (.2) regarding DIP; review updated DIP order (.4); review and revise statement regarding same (.5).	Goren, Todd M.	1.30	1,495.00
11-Apr-19	Review and revise Committee statement regarding DIP motion (.8); review revised proposed DIP order (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
11-Apr-19	Draft Committee statement regarding resolution of DIP objection.	Richards, Erica J.	1.20	1,110.00

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
12-Apr-19	Review and revise Committee's statement regarding DIP financing motion (.9); correspond with internal working group regarding same (.2); correspond with internal working group and Kirkland team regarding Committee statement regarding DIP financing motion (.3); review Debtors' reply to objections to DIP financing motion (.3).	Damast, Craig A.	1.70	1,572.50
12-Apr-19	Analyze comments to statement regarding DIP motion (.4); revise same (.7).	Ferraioli, Raff	1.10	605.00
12-Apr-19	Review and revise statement regarding DIP motion (.4); review Debtors' DIP reply (.5); review updated DIP order (.6); review status of DIP documents (.3).	Goren, Todd M.	1.80	2,070.00
12-Apr-19	Review and revise updated statement on DIP order (.6); review US Bank DIP objection (.7); review updated proposed final DIP order (.6); review Debtors' draft DIP reply (.6).	Marinuzzi, Lorenzo	2.50	3,250.00
12-Apr-19	Review Debtors' draft reply in support of DIP motion (.4); review revised Committee statement in support of same (.5).	Richards, Erica J.	0.90	832.50
14-Apr-19	Review Debtors' filed DIP reply.	Marinuzzi, Lorenzo	1.10	1,430.00
15-Apr-19	Review Maricopa County objection to DIP financing motion.	Damast, Craig A.	0.10	92.50
15-Apr-19	Review US Bank objection to DIP (.7); prepare for hearing on DIP (.6); review updated final order (.5); correspond with T. Goren regarding DIP status (.5); review CITI statement regarding DIP (.3).	Marinuzzi, Lorenzo	2.60	3,380.00
16-Apr-19	Review updated DIP order (.4); call with Kirkland regarding DIP status (.2); correspond with Kirkland and internal working group regarding same (.6).	Goren, Todd M.	1.20	1,380.00
16-Apr-19	Review revised DIP order (.3); discuss next steps regarding same with counsel for Ad Hoc group and Debtors (.5).	Marinuzzi, Lorenzo	0.80	1,040.00
17-Apr-19	Discuss adequate protection request with L. Marinuzzi.	Goren, Todd M.	0.40	460.00
17-Apr-19	Review intercreditor agreement regarding rights of secured parties to request adequate protection (.8); call with S. Khalil (Milbank) regarding adequate protection (.4); discuss adequate protection request with T. Goren (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
22-Apr-19	Review final entered DIP order.	Goren, Todd M.	0.40	460.00
Total: 013	Financing and Cash Collateral		213.40	211,682.00

Other Litigation

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
05-Apr-19	Correspond with internal working group regarding recently filed adversary proceedings against Charter and seeking extension of automatic stay (.7); review summary of same for Committee (.4).	Damast, Craig A.	1.10	1,017.50
05-Apr-19	Review complaint against Charter (.8) and complaint to extend stay (.4).	Goren, Todd M.	1.20	1,380.00
05-Apr-19	Review Charter complaint.	Marines, Jennifer L.	0.50	550.00
05-Apr-19	Review complaint for TRO vs. Charter (.9); review and revise summary of same for Committee (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
05-Apr-19	Review and comment on memorandum to Committee regarding litigation options.	Rappoport, Steve	2.30	2,058.50
05-Apr-19	Analyze Charter and extension of stay complaints (1.1); draft summaries regarding same (1.2); revise drafts regarding same (.8); correspond with T. Goren regarding same (.3); circulate update to Committee and professionals (.2).	Richardson Arnould, Ka	3.60	1,890.00
09-Apr-19	Correspond with internal working group regarding Debtors' adversary proceeding against Charter Communications.	Damast, Craig A.	0.20	185.00
09-Apr-19	Review TRO pleadings.	Goren, Todd M.	0.60	690.00
09-Apr-19	Review Debtors' TRO papers and discuss joinder possibilities with S. Rappoport.	Greer, Jocelyn Edith	1.30	910.00
09-Apr-19	Review Debtor's TRO papers and discuss joinder possibilities with J. Greer (1.3); comment on letter response to K. Eckstein (Kramer Levin) (.3).	Rappoport, Steve	1.60	1,432.00
10-Apr-19	Correspond with internal working group regarding joinder and potential intervention in Charter dispute (.4); review precedents regarding same (.3).	Goren, Todd M.	0.70	805.00
10-Apr-19	Conduct legal research and draft joinder.	Greer, Jocelyn Edith	3.00	2,100.00
10-Apr-19	Review request to intervene in Charter litigation (.4); review precedent for Committee intervention (.7).	Marinuzzi, Lorenzo	1.10	1,430.00
10-Apr-19	Draft and revise joinder to TRO and motion to intervene in TRO.	Rappoport, Steve	5.10	4,564.50
10-Apr-19	Correspond with litigation team regarding Charter TRO action.	Richards, Erica J.	0.20	185.00
11-Apr-19	Review and fact and cite check joinder to TRO motion (1.0); draft caption for Windstream vs. Charter pleadings (.2).	Delehanty, Danielle Ei	1.20	432.00
11-Apr-19	Draft joinder in Debtors' TRO motion against Charter (5.6); discuss TRO position with L. Marinuzzi (.4).	Greer, Jocelyn Edith	6.00	4,200.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
11-Apr-19	Review Charter's opposition to TRO motion (1.5); review and revise Committee joinder for same (1.0); review case law (1.0); review comments on joinder (.4).	Levitt, Jamie A.	3.90	4,777.50
11-Apr-19	Review revised TRO pleadings vs. Charter (.8); discuss TRO position with J. Greer (.4); review TRO case law cited in papers (.6); review Charter opposition to TRO (.8).	Marinuzzi, Lorenzo	2.60	3,380.00
11-Apr-19	Draft motion to intervene in Charter case (1.3); revise joinder to Windstream's TRO motion (3.9); draft motion to shorten (.5); call with T. Sims (Katten) regarding intervention motion (.3).	Rappoport, Steve	6.00	5,370.00
11-Apr-19	Analyze motion for TRO against Charter (.2); revise draft joinder to same (.4).	Richards, Erica J.	0.60	555.00
12-Apr-19	Review and cite check additional citations in revised joinder (1.7); prepare file of same (.2); serve Committee's joinder to TRO motion (.2); draft index and prepare binder for Charter communications adversary hearing (1.3); review and fact check further revised joinder (.2).	Delehanty, Danielle Ei	3.60	1,296.00
12-Apr-19	Review and revise draft joinder to TRO (.6); review Charter objection to TRO (.5); review Debtors' reply regarding TRO (.4).	Goren, Todd M.	1.50	1,725.00
12-Apr-19	Finalize joinder for filing.	Greer, Jocelyn Edith	6.00	4,200.00
12-Apr-19	Review Debtor's reply regarding Charter TRO motion (1.1); review and revise Committee joinder for same (1.3); review comments to same (.6); correspond with internal working group regarding finalizing joinder (.5).	Levitt, Jamie A.	3.50	4,287.50
12-Apr-19	Review joinder to TRO (.5); review Charter opposition motion regarding same (.7).	Marines, Jennifer L.	1.20	1,320.00
12-Apr-19	Revise joinder of TRO motion (.8); review filings for TRO motion (1.1).	Rappoport, Steve	1.90	1,700.50
12-Apr-19	Review revised TRO joinder.	Richards, Erica J.	0.20	185.00
12-Apr-19	Analyze materials pertaining to Adversary complaint against Charter.	Richardson Arnould, Ka	1.90	997.50
17-Apr-19	Call with A. Masykanova and P. Dopsch regarding due diligence review of leaseback documents (.8); review and prepare summary of documents that are not in support of true sale (.7); conduct legal research of case law regarding true sales and leaseback transactions (2.5).	Anabi, Andrew Issa	4.00	2,100.00
17-Apr-19	Call with A. Masykanova and A. Anabi regarding due diligence review of leaseback documents.	Dopsch, Peter C.	0.80	920.00
18-Apr-19	Correspond with internal working group regarding Charter litigation.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Apr-19	Correspond with S. Rappoport regarding motion to intervene in Windstream vs. Charter.	Greer, Jocelyn Edith	0.30	210.00
18-Apr-19	Revise motion to intervene in TRO.	Rappoport, Steve	0.30	268.50
22-Apr-19	Correspond with internal working group regarding Charter litigation and intervention.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review correspondence regarding intervention in Windstream vs. Charter litigation.	Greer, Jocelyn Edith	0.30	210.00
24-Apr-19	Correspond with internal working group and Katten team regarding intervention in Charter adversary.	Levitt, Jamie A.	1.00	1,225.00
24-Apr-19	Review status of Charter litigation and intervention.	Marines, Jennifer L.	0.40	440.00
24-Apr-19	Correspond with S. Reisman (Katten) regarding intervention in Charter suit.	Rappoport, Steve	0.20	179.00
29-Apr-19	Review intervention stipulation in Charter adversary proceeding (.4); discuss same with S. Rappoport (.2).	Goren, Todd M.	0.60	690.00
29-Apr-19	Correspond with S. Rappoport regarding 30(b)(6) depositions in Charter vs. Windstream litigation (.5); prepare for and coordinate arrangements regarding same (.5).	Greer, Jocelyn Edith	1.00	700.00
29-Apr-19	Review intervention stipulation.	Marines, Jennifer L.	0.50	550.00
29-Apr-19	Review intervention stipulation regarding Charter litigation (.5); correspond with S. Rappoport regarding suggested edits to stipulation (.4).	Marinuzzi, Lorenzo	0.90	1,170.00
29-Apr-19	Correspond with S. Rochester (Katten) regarding 30(b)(6) depositions in Charter matter (.6); revise intervention stipulation in Charter adversary (1.3); discuss same with T. Goren (.2).	Rappoport, Steve	2.10	1,879.50
30-Apr-19	Review revised Charter intervention stipulation (.3); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.50	575.00
30-Apr-19	Correspond with litigation team regarding Charter intervention matters.	Marines, Jennifer L.	0.50	550.00
30-Apr-19	Correspond with S. Rappoport regarding intervention in Charter suit (.4); review Charter intervention stipulation and treatment of documents in discovery (.7).	Marinuzzi, Lorenzo	1.10	1,430.00
30-Apr-19	Revise and negotiate stipulation for intervention (1.5); prepare for Charter 30(b)(6) deposition (.5).	Rappoport, Steve	2.00	1,790.00
30-Apr-19	Review Charter intervention stipulation.	Richards, Erica J.	0.10	92.50
Total: 014	Other Litigation		81.00	70,853.00

Meetings and Communications with Creditors

12-Mar-19	Attend Committee formation meeting (2.2); review first day pleadings and selection of financial advisors (3.1).	Goren, Todd M.	5.30	6,095.00
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MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
12-Mar-19	Attend Committee formation meeting (partial).	Levitt, Jamie A.	2.00	2,450.00
12-Mar-19	Attend Committee formation meeting.	Marinuzzi, Lorenzo	2.20	2,860.00
12-Mar-19	Attend Committee formation meeting (2.2); review first day pleadings and selection of financial advisors (3.3).	Miller, Brett H.	5.50	7,700.00
12-Mar-19	Attend Committee formation meeting (2.2); review first day pleadings and selection of financial advisors (3.3).	Richards, Erica J.	5.50	5,087.50
13-Mar-19	Draft correspondence regarding upcoming Committee meeting (.4); analyze comments to same (.1); draft agenda for upcoming Committee meeting (.6); analyze and coordinate materials and transmission of same for upcoming banker presentations (.8).	Ferraioli, Raff	1.90	1,045.00
13-Mar-19	Correspond with Committee regarding banker pitch materials and scheduling meetings.	Marinuzzi, Lorenzo	0.80	1,040.00
14-Mar-19	Analyze logistics for Committee meeting and coordinate same (2.3); draft and revise agenda for upcoming Committee meeting (.4); correspond with Committee and internal working group regarding upcoming meeting (.4).	Ferraioli, Raff	3.10	1,705.00
14-Mar-19	Review and revise agenda for Committee meeting (.3); correspond with bankers regarding interview status (.4); review banker pitch materials (2.7).	Goren, Todd M.	3.40	3,910.00
14-Mar-19	Review status of case and timetable for second liens with D. Dunne (Milbank) (.5); correspond with CJ Teasley regarding Committee meeting and next steps (.4); draft memorandum to internal working group regarding D. Dunne conversation and next steps (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
14-Mar-19	Discuss meeting to interview banker candidates with Committee members and banker candidates.	Miller, Brett H.	3.70	5,180.00
15-Mar-19	Coordinate logistics for Committee meeting (1.3); correspond with banker candidates regarding presentations to Committee (.6); analyze materials for upcoming Committee meeting (.8); correspond with Committee regarding same (.2).	Ferraioli, Raff	2.90	1,595.00
15-Mar-19	Review updated agenda for Committee meeting (.3); review correspondence regarding timing of banker pitches (.4); correspond with internal working group regarding ex-officio request (.2).	Goren, Todd M.	0.90	1,035.00
16-Mar-19	Analyze and revise agenda for upcoming Committee meeting (.1); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.20	110.00
16-Mar-19	Correspond with investment banker candidates regarding pitches.	Miller, Brett H.	1.70	2,380.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
17-Mar-19	Correspond with K. Richardson regarding Committee meeting attendance (.4); correspond and calls with B. Derrough (Moelis) (.4) and L. Szlezinger (Jefferies) (.3) regarding logistics for Committee meeting; call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding Committee meeting and requests for ex-officio status (.4).	Marinuzzi, Lorenzo	1.50	1,950.00
18-Mar-19	Prepare for (2.1) and attend (3.4) Committee meeting regarding selection of investment bankers.	Ferraioli, Raff	5.50	3,025.00
18-Mar-19	Attend Committee meeting regarding selection of investment bankers.	Goren, Todd M.	3.40	3,910.00
18-Mar-19	Prepare for (.6) and attend (3.4) Committee meeting regarding selection of investment bankers.	Marines, Jennifer L.	4.00	4,400.00
18-Mar-19	Prepare for (1.3) and attend (3.4) Committee meeting regarding selection of investment bankers; call with bankers regarding pitches and results (.6); call with S. Hessler (Kirkland) regarding case status and landscape (.5).	Marinuzzi, Lorenzo	5.80	7,540.00
18-Mar-19	Prepare for (1.3) and attend (3.4) Committee meeting regarding selection of investment bankers.	Richards, Erica J.	4.70	4,347.50
18-Mar-19	Review materials for investment banker selection (2.2); attend Committee meeting regarding selection of investment bankers (partial) (3.2).	Richardson Arnould, Ka	5.40	2,835.00
19-Mar-19	Draft agenda for upcoming Committee call (.3); analyze comments to same (.1); correspond with Committee regarding upcoming Committee call (.2); analyze materials for same (.3).	Ferraioli, Raff	0.90	495.00
19-Mar-19	Review and revise agenda and correspondence to Committee regarding upcoming call.	Goren, Todd M.	0.30	345.00
19-Mar-19	Call with US Bank regarding ex-officio membership request (.7); review US Bank positions in capital structure (.4); correspond with CJ Teasley regarding critical trade program (.4); review Century Link request for ex-officio status (.4).	Marinuzzi, Lorenzo	1.90	2,470.00
19-Mar-19	Revise draft agenda for upcoming Committee call.	Richards, Erica J.	0.20	185.00
20-Mar-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.40	1,295.00
20-Mar-19	Prepare for (.4) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Ferraioli, Raff	1.50	825.00
20-Mar-19	Prepare for (.1) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Goren, Todd M.	1.20	1,380.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Marines, Jennifer L.	1.10	1,210.00
20-Mar-19	Prepare for (.3); and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3); call with US Bank counsel regarding ex-officio requests (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Plymale, Rachael K.	1.10	764.50
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Richards, Erica J.	1.10	1,017.50
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	1.10	577.50
21-Mar-19	Call with R. Seltzer (CWS) regarding status and ex-officio requests (.3); call with J. Carr (Kelley Drye; UMB Bank) regarding ex-officio requests (.4).	Marinuzzi, Lorenzo	0.70	910.00
25-Mar-19	Draft update to Committee regarding case status and upcoming in-person meeting with Debtors (.3); coordinate logistics for same (.1).	Ferraioli, Raff	0.40	220.00
25-Mar-19	Review proposed agenda for meeting with Company.	Marinuzzi, Lorenzo	0.40	520.00
26-Mar-19	Correspond with internal working group regarding Committee call, agenda and materials for meeting.	Damast, Craig A.	0.50	462.50
26-Mar-19	Correspond with Committee member regarding in-person meeting with Company (.1); analyze agenda for upcoming Committee call (.2); revise same (.1); correspond with internal working group regarding upcoming Committee call (.2); correspond with Committee regarding same (.3); analyze (.6) and revise (.3) presentation for upcoming Committee call; correspond with Committee professionals regarding materials for upcoming Committee call (.2); discuss upcoming Committee call with K. McGlynn (Alix) (.2).	Ferraioli, Raff	2.20	1,210.00
26-Mar-19	Review and revise agenda for Committee call.	Goren, Todd M.	0.30	345.00
26-Mar-19	Review and revise agenda for Committee call (.4); review with Perella discussion points for Committee call (.6); call with J. Grudus (AT&T) regarding Committee agenda (.4); call with J. Carr (Kelley Drye; UMB Bank) regarding ex-officio requests (.3); correspond with R. Seltzer (CWS) regarding Committee agenda (.2).	Marinuzzi, Lorenzo	1.90	2,470.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
26-Mar-19	Revise draft agenda for Committee call (.1); review and comment on draft presentation to Committee (.8).	Richards, Erica J.	0.90	832.50
26-Mar-19	Analyze relevant upcoming deadlines and recent motions for Committee update (.5); correspond with R. Ferraioli and E. Richards regarding upcoming Committee call (.1).	Richardson Arnould, Ka	0.60	315.00
27-Mar-19	Prepare for (.3) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.30	1,202.50
27-Mar-19	Prepare for (.1) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); coordinate logistics for upcoming meeting with Company (.2).	Ferraioli, Raff	1.30	715.00
27-Mar-19	Prepare for (.1) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.10	1,265.00
27-Mar-19	Participate on weekly Committee call (.6); follow-up discussion with internal working group regarding same and next steps (.4).	Marines, Jennifer L.	1.00	1,100.00
27-Mar-19	Prepare for (.9) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); correspond with R. Seltzer (CWS) regarding status (.4); call with Franklin regarding same (.4); call with S. Friedman regarding timeline and transactions (.5).	Marinuzzi, Lorenzo	3.20	4,160.00
27-Mar-19	Participate on weekly Committee call.	Miller, Brett H.	0.60	840.00
27-Mar-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.60	417.00
27-Mar-19	Prepare for (.1) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Richards, Erica J.	1.10	1,017.50
27-Mar-19	Participate on weekly Committee call (.6); follow-up discussion with internal working group regarding same and next steps (.4).	Richardson Arnould, Ka	1.00	525.00
28-Mar-19	Meet with Perella, Alix and AT&T regarding case status.	Goren, Todd M.	1.30	1,495.00
28-Mar-19	Meet with Perella, Alix and AT&T regarding case status.	Miller, Brett H.	1.30	1,820.00
29-Mar-19	Correspond with Committee regarding case developments.	Richards, Erica J.	0.30	277.50
01-Apr-19	Correspond and call with CJ Teasley (VeloCloud) regarding Company operations.	Marinuzzi, Lorenzo	0.50	650.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
02-Apr-19	Correspond with internal working group regarding agenda for Committee call (.4); correspond with M. Adomanis (Perella) regarding updated materials for Committee call (.2); review same (.4); correspond with R. Ferraioli and Committee members regarding same (.2).	Damast, Craig A.	1.20	1,110.00
02-Apr-19	Correspond with Committee and Committee professionals regarding Committee call (.2); correspond with internal working group regarding same (.1); analyze proposed agenda for same (.2); analyze and compile materials for same (1.4).	Ferraioli, Raff	1.90	1,045.00
02-Apr-19	Review agenda and correspondence to Committee regarding call.	Goren, Todd M.	0.40	460.00
02-Apr-19	Review agenda for Committee call (.4); review Alix presentation for same (.5).	Marinuzzi, Lorenzo	0.90	1,170.00
02-Apr-19	Call with K. McGlynn (Alix) regarding materials for upcoming Committee call.	Richards, Erica J.	0.30	277.50
02-Apr-19	Prepare agenda items and identify upcoming deadlines for Committee call (.3); correspond with E. Richards regarding same (.1); revise same (.4).	Richardson Arnould, Ka	0.80	420.00
03-Apr-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (1.0).	Damast, Craig A.	2.10	1,942.50
03-Apr-19	Prepare for (.5) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (1.0).	Ferraioli, Raff	2.30	1,265.00
03-Apr-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.20	1,380.00
03-Apr-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (1.0).	Marines, Jennifer L.	1.80	1,980.00
03-Apr-19	Prepare for (.4) and participate on (.8) weekly Committee call; call with VeloCloud legal team regarding Company operations (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
03-Apr-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.80	556.00
03-Apr-19	Participate on weekly Committee call (.8); follow-up discussion with internal team regarding same (1.0).	Richards, Erica J.	1.80	1,665.00
03-Apr-19	Prepare for (.7) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (1.0); prepare agenda items and identify important upcoming deadlines for next Committee call (.2).	Richardson Arnould, Ka	2.70	1,417.50
05-Apr-19	Analyze update for Committee.	Ferraioli, Raff	0.20	110.00
05-Apr-19	Review and revise status update for Committee.	Goren, Todd M.	0.30	345.00

Invoice Number: 5825503
Invoice Date: May 31, 2019

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05-Apr-19	Call with CJ Teasley (VeloCloud) and B. Beard (VeloCloud) regarding status and timing for resumption of ordinary course business practices by Debtor.	Marinuzzi, Lorenzo	0.50	650.00
07-Apr-19	Analyze materials for upcoming in-person meeting (.2); correspond with internal working group regarding same (.1); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.40	220.00
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals (partial).	Damast, Craig A.	1.90	1,757.50
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals (partial).	Ferraioli, Raff	0.90	495.00
08-Apr-19	Prepare for (.3) and attend (3.5) meeting with Committee members, Debtors' management team and professionals; follow-up meeting with Committee members (3.0).	Goren, Todd M.	6.80	7,820.00
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals.	Marines, Jennifer L.	3.50	3,850.00
08-Apr-19	Attend Committee pre-meeting with S. Hessler (Kirkland) and K. Moody to review meeting agenda (1.0); attend meeting with Committee members, Debtors' management team and professionals (3.5); follow-up meeting with Committee members (3.0).	Marinuzzi, Lorenzo	7.50	9,750.00
08-Apr-19	Prepare for (2.1) and attend (3.5) meeting with Committee members, Debtors' management team and professionals; follow-up meeting with Committee members (3.0).	Richards, Erica J.	8.60	7,955.00
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals (partial).	Richardson Arnould, Ka	1.90	997.50
09-Apr-19	Analyze agenda for upcoming Committee call (.2); provide comments to same (.2); correspond with Committee regarding upcoming Committee call and case updates (.3); analyze financial presentation for weekly Committee call (.7).	Ferraioli, Raff	1.40	770.00
09-Apr-19	Review and revise agenda for Committee call (.3); review Alix materials for same (.4).	Goren, Todd M.	0.70	805.00
09-Apr-19	Call with E. Wilson (Kelley Drye; UMB Bank) regarding Committee agenda and ex-officio members (.3); review agenda for Committee call (.4); correspond and call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding agenda matters (.3).	Marinuzzi, Lorenzo	1.00	1,300.00
09-Apr-19	Review docket and case updates (.6); prepare agenda for Committee update (.2).	Richardson Arnould, Ka	0.80	420.00
10-Apr-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Damast, Craig A.	0.90	832.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
10-Apr-19	Prepare for (.4) and participate on (.6) weekly Committee call.	Ferraioli, Raff	1.00	550.00
10-Apr-19	Prepare for (.5) and participate on (.6) weekly Committee call.	Goren, Todd M.	1.10	1,265.00
10-Apr-19	Participate on weekly Committee call.	Levitt, Jamie A.	0.60	735.00
10-Apr-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	660.00
10-Apr-19	Review Alix presentation to Committee (.4); review Perella presentation to Committee (.4); participate on weekly Committee call (.6).	Marinuzzi, Lorenzo	1.40	1,820.00
10-Apr-19	Prepare for (.7) and participate on (.6) weekly Committee call.	Miller, Brett H.	1.30	1,820.00
10-Apr-19	Prepare for (.3) and participate on (.6) weekly Committee call; call with counsel for landlord regarding status of case and potential treatment of rejection damages claims (.1).	Richards, Erica J.	1.00	925.00
10-Apr-19	Participate on weekly Committee call.	Richardson Arnould, Ka	0.60	315.00
12-Apr-19	Correspond with Committee regarding case updates and upcoming hearings (.4); correspond with K. McGlynn (Alix) regarding same (.1); correspond with internal working group regarding same (.2).	Ferraioli, Raff	0.70	385.00
15-Apr-19	Correspond with internal working group regarding upcoming Committee call (.1); analyze update for Committee and provide comments to same (.2); analyze weekly presentation for upcoming Committee call (.2).	Ferraioli, Raff	0.50	275.00
16-Apr-19	Review and revise agenda for Committee call (.3); correspond with internal working group regarding same and revisions (.6).	Damast, Craig A.	0.90	832.50
16-Apr-19	Correspond with member regarding upcoming Committee call (.1); analyze weekly presentation materials for Committee call and provide comments to same (.3); correspond with Alix team regarding same (.1); analyze and revise draft agenda for upcoming Committee call (.4); analyze update for Committee (.2); correspond with internal working group regarding materials for upcoming Committee call (.1); prepare same (.2).	Ferraioli, Raff	1.40	770.00
16-Apr-19	Review and revise update for Committee and agenda for Committee call.	Goren, Todd M.	0.40	460.00
16-Apr-19	Prepare agenda for Committee update.	Richardson Arnould, Ka	0.30	157.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
17-Apr-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Damast, Craig A.	1.80	1,665.00
17-Apr-19	Prepare for (.5) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	1.50	825.00
17-Apr-19	Prepare for (.1) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Goren, Todd M.	1.50	1,725.00
17-Apr-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Marines, Jennifer L.	1.80	1,980.00
17-Apr-19	Prepare for (.3) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Marinuzzi, Lorenzo	1.70	2,210.00
17-Apr-19	Prepare for (.2) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Miller, Brett H.	1.20	1,680.00
17-Apr-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.70	486.50
17-Apr-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Richards, Erica J.	1.40	1,295.00
17-Apr-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4); review materials prepared by Alix for Committee (.3).	Richardson Arnould, Ka	1.70	892.50
22-Apr-19	Draft update for Committee regarding upcoming pleadings (.8); correspond with internal working group regarding same (.1); revise same (.1); correspond with Committee regarding same (.1).	Ferraioli, Raff	1.10	605.00
22-Apr-19	Review and revise update to Committee regarding upcoming motions.	Goren, Todd M.	0.40	460.00
23-Apr-19	Review and revise draft agenda for Committee call (.5); correspond with internal working group regarding same and revisions (.6); discuss same and further revisions with K. Richardson (.2).	Damast, Craig A.	1.30	1,202.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
23-Apr-19	Correspond with internal working group regarding upcoming Committee call (.1); analyze draft agenda (.2); revise same (.1); correspond with Committee regarding upcoming Committee call (.2); correspond with Committee professionals regarding materials for upcoming Committee call (.1); discuss materials for upcoming Committee call with K. McGlynn (Alix) (.1); analyze and revise same (.6).	Ferraioli, Raff	1.40	770.00
23-Apr-19	Review and revise agenda and correspondence to Committee regarding call.	Goren, Todd M.	0.70	805.00
23-Apr-19	Review and revise draft agenda for weekly Committee call.	Richards, Erica J.	0.10	92.50
23-Apr-19	Prepare agenda for Committee update and revise upcoming dates according to recently filed motions (.6); revise agenda according to comments provided by R. Ferraioli, C. Damast and E. Richards (.6); discuss same and further revisions with C. Damast (.2).	Richardson Arnould, Ka	1.40	735.00
24-Apr-19	Prepare for (.2) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,202.50
24-Apr-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Ferraioli, Raff	1.40	770.00
24-Apr-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.20	1,380.00
24-Apr-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.80	880.00
24-Apr-19	Prepare for (.5) and participate on weekly Committee call (.8).	Marinuzzi, Lorenzo	1.30	1,690.00
24-Apr-19	Prepare for (.3) and participate on weekly Committee call (.8).	Miller, Brett H.	1.10	1,540.00
24-Apr-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.80	556.00
24-Apr-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
24-Apr-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	1.10	577.50
25-Apr-19	Call with M. Woods (CWS; CWA) regarding case status.	Ferraioli, Raff	0.10	55.00
26-Apr-19	Correspond with internal working group regarding 341 meeting.	Ferraioli, Raff	0.40	220.00
26-Apr-19	Correspond with internal working group regarding 341 meeting.	Goren, Todd M.	0.20	230.00
29-Apr-19	Correspond with internal working group regarding 341 meeting and attendance.	Damast, Craig A.	0.20	185.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
29-Apr-19	Correspond with Committee members regarding expense reimbursements (.4); draft affidavits in connection with same (1.9).	Ferraioli, Raff	2.30	1,265.00
30-Apr-19	Correspond with internal working group regarding 341 meeting, summary for Committee and revised agenda for Committee call.	Damast, Craig A.	0.60	555.00
30-Apr-19	Correspond with Committee member regarding Committee call (.1); analyze proposed agenda for same (.2); correspond with internal working group regarding same (.1); analyze debt and equity trading update from Perella (.2); analyze correspondence to Committee (.1); analyze presentation materials for upcoming Committee call and provide comments to same (.7); correspond with Alix team regarding same (.1); correspond with internal working group and Committee professionals regarding Committee member diligence inquiry (.1); correspond with Committee member regarding same (.2).	Ferraioli, Raff	1.80	990.00
30-Apr-19	Review and revise agenda regarding Committee call.	Goren, Todd M.	0.30	345.00
30-Apr-19	Review and revise agenda items for Committee call (.3); correspond with R. Seltzer (CWS) regarding KEIP status (.3).	Marinuzzi, Lorenzo	0.60	780.00
30-Apr-19	Summarize meeting of creditors for internal working group and Committee update.	Richardson Arnould, Ka	0.40	210.00
Total: 015	Meetings and Communications with Creditors		212.20	205,110.00
Non-Working Travel				
15-Apr-19	Travel to/from White Plains for TRO hearing.	Rappoport, Steve	2.00	1,790.00
16-Apr-19	Travel to/from White Plains for TRO second day hearing.	Ferraioli, Raff	3.80	2,090.00
30-Apr-19	Travel to Little Rock, Arkansas for Windstream 30(b)(6) deposition in Windstream vs. Charter adversary proceeding.	Greer, Jocelyn Edith	8.50	5,950.00
Total: 016	Non-Working Travel		14.30	9,830.00
Relief from Stay and Adequate Protection				
02-Apr-19	Review litigant motion for stay relief.	Richards, Erica J.	0.10	92.50
03-Apr-19	Review T. Williams motion for relief from stay.	Damast, Craig A.	0.40	370.00
05-Apr-19	Review Debtors' motion for extension of stay in connection with securities litigation.	Marines, Jennifer L.	0.50	550.00
24-Apr-19	Review Tindle Relief from stay motion.	Goren, Todd M.	0.40	460.00
25-Apr-19	Review Tindle lift stay motion and exhibits.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
30-Apr-19	Review draft of Debtors' motion to enforce automatic stay regarding pending 911 litigation in Florida (.5); prepare summary of same (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
30-Apr-19	Analyze recent correspondence regarding upcoming motion to enforce the automatic stay (.1); analyze draft of same (.4); draft internal memorandum regarding same (.4); review draft of motion to enforce stay on 911 billing with L. Marinuzzi (.5).	Ferraioli, Raff	1.40	770.00
30-Apr-19	Review stay enforcement motion.	Goren, Todd M.	0.50	575.00
30-Apr-19	Review draft of motion to enforce stay on 911 billing (.6); review same with R. Ferraioli (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
30-Apr-19	Review motion to lift stay filed by B. Tindle (.5); draft memorandum for Committee regarding same (.4); review motion to enforce stay related to litigation pending in Florida (.8).	Richardson Arnould, Ka	1.70	892.50
Total: 019	Relief from Stay and Adequate Protection		7.90	7,030.00
Reporting				
10-Apr-19	Revise weekly fee reporting and transmit to Alvarez.	Richards, Erica J.	0.20	185.00
15-Apr-19	Review first day motions reporting.	Richards, Erica J.	0.20	185.00
17-Apr-19	Prepare weekly fee report.	Richards, Erica J.	0.10	92.50
23-Apr-19	Update weekly fee report.	Richards, Erica J.	0.20	185.00
30-Apr-19	Review first day motion reporting.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		0.80	740.00
Discovery				
19-Mar-19	Review dataroom materials to assess lease transaction.	Marines, Jennifer L.	1.10	1,210.00
19-Mar-19	Analyze dataroom contents.	Richards, Erica J.	0.90	832.50
21-Mar-19	Correspond with Windstream counsel regarding discovery and potential claims.	Birnbaum, Michael D.	0.40	450.00
21-Mar-19	Correspond with J. Greer regarding summary of issues regarding Aurelius' CDS position (.2); review same (.8); correspond with internal working group regarding preparation of document requests for Aurelius (.7); review summary of Uniti earnings call (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	2.10	1,942.50
21-Mar-19	Review and retrieve all dataroom filings and circulate to same.	Delehanty, Danielle Ei	0.50	180.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
21-Mar-19	Draft document requests (1.8); call with D. Kaufman regarding same (.2); correspond with J. Marines and D. Kaufman regarding document requests to Aurelius (1.0).	Greer, Jocelyn Edith	3.00	2,100.00
21-Mar-19	Call with J. Greer regarding document request (.2); review current draft of discovery request (.6); prepare revised wording for same (.5).	Kaufman, David H.	1.30	1,592.50
21-Mar-19	Analyze dataroom contents.	Richards, Erica J.	0.40	370.00
22-Mar-19	Review key Aurelius discovery documents.	Goren, Todd M.	1.30	1,495.00
22-Mar-19	Draft document requests for Aurelius (1.2); discuss revisions of same with D. Kaufman (.7).	Greer, Jocelyn Edith	1.90	1,330.00
22-Mar-19	Review document request to Aurelius (.4); correspond with D. Kaufman regarding revisions (.4).	Hammar, Julian E.	0.80	780.00
22-Mar-19	Review and revise document request for Aurelius (1.0); discuss revisions of same with J. Greer (.7); review revised draft (.2).	Kaufman, David H.	1.90	2,327.50
22-Mar-19	Review document requests forwarded by J. Greer (.2); review correspondence regarding same (.2); review D. Kaufman comments regarding same (.2).	Schwartz, James	0.60	597.00
25-Mar-19	Correspond with J. Levitt regarding potential claims and discovery.	Birnbaum, Michael D.	0.20	225.00
25-Mar-19	Correspond with internal working group regarding Aurelius litigation documents, purchases of notes and draft document requests.	Damast, Craig A.	0.70	647.50
25-Mar-19	Correspond with J. Levitt, D. Kaufman and J. Marines regarding document requests for Aurelius (.4); call with D. Kaufman regarding revisions to same (.1).	Greer, Jocelyn Edith	0.50	350.00
25-Mar-19	Review ISDA DC website (.1); review published settlement terms (.2); circulate copy of same (.1); review summary of securities law review (.2); review latest draft of document request (.3); call with J. Greer regarding revisions to document request for Aurelius (.1); revise current draft of document request (.2); send revised version to J. Greer (.1).	Kaufman, David H.	1.30	1,592.50
25-Mar-19	Review correspondence from Aurelius relating to document production requests.	Marines, Jennifer L.	0.50	550.00
26-Mar-19	Circulate dataroom update.	Delehanty, Danielle Ei	0.10	36.00
26-Mar-19	Further review of underlying documents related to sale and leaseback transaction.	Dopsch, Peter C.	0.80	920.00
26-Mar-19	Correspond with J. Marines and J. Levitt regarding Rule 2004 requests on Aurelius.	Greer, Jocelyn Edith	0.50	350.00
27-Mar-19	Review Rule 2004 exam rules (.4); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.70	805.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
27-Mar-19	Correspond with J. Roy regarding filing request for production (.1); correspond with D. Kaufman (.1) and D. Delehanty (.1) regarding same; correspond with E. Richards, J. Marines and J. Levitt regarding same (.7); meet with J. Levitt regarding Aurelius discovery request (.3); discuss draft Rule 2004 request with E. Richards (.1).	Greer, Jocelyn Edith	1.40	980.00
27-Mar-19	Review and revise Aurelius discovery requests (.8); meet with J. Greer regarding same (.3).	Levitt, Jamie A.	1.10	1,347.50
27-Mar-19	Review document requests regarding prepetition litigation.	Marinuzzi, Lorenzo	0.70	910.00
27-Mar-19	Review case documents.	Masykanova, Aisulu	0.70	591.50
27-Mar-19	Review draft Rule 2004 request (.3); discuss same with J. Greer (.1).	Richards, Erica J.	0.40	370.00
28-Mar-19	Revise Aurelius document requests (.5); draft cover notice for Aurelius document requests (.8); call with D. Kaufman regarding comments on draft and timing of document request filing (.2); correspond with J. Marines, J. Levitt and E. Richards regarding Aurelius document requests (.4).	Greer, Jocelyn Edith	1.90	1,330.00
28-Mar-19	Review document production request.	Hammar, Julian E.	0.50	487.50
28-Mar-19	Review latest draft of document request and provide comments regarding draft (.3); call with J. Greer regarding comments on draft and timing of document request filing (.2); review further revisions to document request (.2).	Kaufman, David H.	0.70	857.50
28-Mar-19	Correspond with internal working group regarding same (.5); review Rule 2004 discovery requests and notice (1.0); review correspondence regarding notice of discovery (.5).	Levitt, Jamie A.	2.00	2,450.00
28-Mar-19	Review and revise Aurelius request for production (1.0) and related notices (.5).	Marines, Jennifer L.	1.50	1,650.00
28-Mar-19	Review Rule 2004 precedent.	Richards, Erica J.	0.50	462.50
29-Mar-19	Review Aurelius request for productions.	Goren, Todd M.	0.80	920.00
29-Mar-19	Correspond with D. Delehanty, E. Richards and R. Subramanian (Kirkland) regarding Rule 2004 discovery requests regarding Aurelius.	Greer, Jocelyn Edith	0.50	350.00
29-Mar-19	Review ISDA DC website (.1), review correspondence regarding timing of document request (.1).	Kaufman, David H.	0.20	245.00
29-Mar-19	Review revisions to Rule 2004 discovery requests (.6); review notice examples for discovery requests (.2).	Levitt, Jamie A.	0.80	980.00
29-Mar-19	Correspond with internal working group regarding Rule 2004 discovery requests.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
01-Apr-19	Conduct legal research regarding Rule 2004 document request notices (1.9); compile, coordinate and send discovery requests regarding Aurelius (.3).	Delehanty, Danielle Ei	2.20	792.00
01-Apr-19	Review correspondence regarding true sale issues and document requests.	Dopsch, Peter C.	0.30	345.00
01-Apr-19	Review Aurelius request for productions (.4); meet with J. Greer and J. Marines regarding same and next steps (.3); correspond with internal working group regarding same (.4).	Goren, Todd M.	1.10	1,265.00
01-Apr-19	Correspond with J. Levitt regarding need for subpoena with request for productions (.3); call with R. Subramanian (Kirkland) regarding Rule 2004 process and serving request for productions on Aurelius (.2); conduct legal research regarding need for subpoena for requests for productions to Aurelius (.9); correspond with D. Kaufman regarding request for productions to Aurelius (.1); discuss service of Rule 2004 requests with E. Richards (.2); correspond with D. Delehanty regarding Aurelius request for productions (.6); meet with T. Goren and J. Marines regarding Aurelius request for productions and next steps (.3); finalize requests for productions to Aurelius (1.2); review chart of discovery produced by Aurelius in services litigation (1.0); conduct legal research regarding need for subpoena for request for productions (1.0).	Greer, Jocelyn Edith	5.80	4,060.00
01-Apr-19	Review and comment on latest draft of proposed document request (.3); review ISDA website and circulate latest posted items (.2).	Kaufman, David H.	0.50	612.50
01-Apr-19	Meet with J. Greer and T. Goren regarding Aurelius request for productions and next steps (.3); review Rule 2004 requests (.3) and notice (.2).	Marines, Jennifer L.	0.80	880.00
01-Apr-19	Discuss service of Rule 2004 requests with J. Greer.	Richards, Erica J.	0.20	185.00
02-Apr-19	Review and retrieve new filings in dataroom and circulate same.	Delehanty, Danielle Ei	0.20	72.00
02-Apr-19	Correspond with internal working group regarding Aurelius document requests.	Goren, Todd M.	0.30	345.00
02-Apr-19	Draft executive summary on discovery still needed from Aurelius (.5); review local rules regarding service (.5); review correspondence regarding service of request for productions (.1).	Greer, Jocelyn Edith	1.10	770.00
02-Apr-19	Review documents related to Uniti transaction.	Marines, Jennifer L.	1.00	1,100.00
02-Apr-19	Review documents in dataroom pertaining to Uniti transaction including flow of funds and projections.	Marinuzzi, Lorenzo	1.40	1,820.00

MORRISON | FOERSTER

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03-Apr-19	Review correspondence from K. Eckstein (counsel for Aurelius) regarding Aurelius requests (.2) and memorandum to litigation team regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
05-Apr-19	Review and retrieve new filings in dataroom and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
08-Apr-19	Review letter from K. Eckstein (Kramer Levin) regarding Aurelius response to Committee's document requests.	Damast, Craig A.	0.20	185.00
08-Apr-19	Review documents relating to recharacterization of Uniti lease (.4); follow up on review of transaction documents and case law update (.4).	Dopsch, Peter C.	0.80	920.00
08-Apr-19	Analyze correspondence in response to discovery requests (.1); analyze internal correspondence regarding same (.1).	Ferraioli, Raff	0.20	110.00
08-Apr-19	Conduct legal research regarding arguments raised by Aurelius' in response to request for productions (1.0); call with S. Rappoport regarding Aurelius' response to request for productions (.1); review same (.5); call with J. Levitt regarding same (.1); correspond with internal working group regarding same (.5).	Greer, Jocelyn Edith	2.20	1,540.00
08-Apr-19	Review letter from Kramer regarding Aurelius discovery requests (.4); call with J. Greer regarding Aurelius' response to productions (.1); review and revise draft response letter to Aurelius (.6); correspond with internal working group and Committee regarding same (.2); review revisions to claims memorandum (.5); revise discovery meet and confer preparation materials (1.0).	Levitt, Jamie A.	2.80	3,430.00
08-Apr-19	Review and analyze response to Aurelius' reply to discovery requests.	Marines, Jennifer L.	0.90	990.00
08-Apr-19	Review Aurelius' response to request for productions (.7); call with J. Greer regarding same (.1).	Rappoport, Steve	0.80	716.00
09-Apr-19	Analyze correspondence in response to discovery requests (.2); analyze internal correspondence regarding same (.2).	Ferraioli, Raff	0.40	220.00
09-Apr-19	Review and revise response to Aurelius discovery letter.	Goren, Todd M.	0.10	115.00
09-Apr-19	Draft response to Aurelius regarding production of documents.	Greer, Jocelyn Edith	1.00	700.00
09-Apr-19	Review response to Kramer regarding Aurelius discovery.	Marines, Jennifer L.	0.50	550.00
09-Apr-19	Review status of discovery requests on various investigations.	Marinuzzi, Lorenzo	0.70	910.00

MORRISON | FOERSTER

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10-Apr-19	Correspond with J. Greer regarding letter response to Kramer Levin regarding Aurelius document request (.1); review same (.2).	Damast, Craig A.	0.30	277.50
10-Apr-19	Review and revise draft response to Aurelius.	Goren, Todd M.	0.60	690.00
10-Apr-19	Review and revise response to Aurelius letter (.4); review and supplement ongoing discovery needs in connection with Committee investigation (.7).	Marines, Jennifer L.	1.10	1,210.00
10-Apr-19	Review and revise correspondence to Kramer Levin regarding discovery (.4); review strategy for meet and confer (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
10-Apr-19	Draft first discovery request directed to Debtors.	Richards, Erica J.	1.20	1,110.00
11-Apr-19	Coordinate document processing for Relativity review.	Bergelson, Vadim	1.60	552.00
11-Apr-19	Review status regarding documents received and reviewed (.4); discuss additional document review and preparation of outline with A. Masykanova (.4).	Dopsch, Peter C.	0.80	920.00
11-Apr-19	Correspond with V. Bergelson regarding uploading dataroom documents to Relativity.	Greer, Jocelyn Edith	0.50	350.00
11-Apr-19	Review documents (2.4); discuss additional document review and preparation of outline with P. Dopsch (.4).	Masykanova, Aisulu	2.80	2,366.00
12-Apr-19	Finalize Relativity workspace configurations, setup new users and confer with processing vendor (1.8); process new documents for Relativity (.8).	Bergelson, Vadim	2.60	897.00
12-Apr-19	Discuss master list of Uniti related document requests with P. Dopsch and A. Masykanova.	Damast, Craig A.	0.80	740.00
12-Apr-19	Review and retrieve new dataroom documents and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
12-Apr-19	Discuss master list of Uniti related document requests with A. Masykanova and C. Damast.	Dopsch, Peter C.	0.80	920.00
12-Apr-19	Conduct legal research to find exchange offer memorandum.	Frankenstein, Steven S	0.50	187.50
12-Apr-19	Review Aurelius response (.3); correspond with internal working group regarding same (.1).	Goren, Todd M.	0.40	460.00
12-Apr-19	Review letter from Aurelius' counsel regarding request for productions (.3); draft talking points for meet and confer with Aurelius (.5); correspond with E. Richards, S. Rappoport and L. Westergaard regarding document review for claims investigation (.5); review correspondence regarding meet and confer with Aurelius (.3).	Greer, Jocelyn Edith	1.60	1,120.00
12-Apr-19	Discuss master list of Uniti related document requests with P. Dopsch and C. Damast.	Masykanova, Aisulu	0.80	676.00
12-Apr-19	Review letter from Aurelius regarding discovery.	Rappoport, Steve	0.20	179.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
13-Apr-19	Prepare for meet and confer with Kramer.	Marines, Jennifer L.	0.80	880.00
14-Apr-19	Review correspondence regarding meet and confer with Aurelius.	Greer, Jocelyn Edith	0.50	350.00
14-Apr-19	Prepare for meet and confer with Kramer.	Marines, Jennifer L.	1.20	1,320.00
15-Apr-19	Upload new documents into Relativity for review.	Bergelson, Vadim	1.10	379.50
15-Apr-19	Discuss status of Aurelius document request and meet and confer with Aurelius' counsel.	Damast, Craig A.	0.20	185.00
15-Apr-19	Analyze response in connection with discovery requests.	Ferraioli, Raff	0.20	110.00
15-Apr-19	Draft list of finance related items to be requested from Debtors.	Good, Thomas H.	2.20	1,650.00
15-Apr-19	Draft talking points for Aurelius meet and confer (1.4); draft request for productions for Debtors (1.2).	Greer, Jocelyn Edith	2.60	1,820.00
15-Apr-19	Correspond with Aurelius counsel regarding discovery meet and confer (.3); review discovery requests (.7).	Levitt, Jamie A.	1.00	1,225.00
15-Apr-19	Analyze discovery issues regarding Aurelius.	Rappoport, Steve	0.70	626.50
16-Apr-19	Coordinate document processing for Relativity (.6); correspond with vendor regarding same (.2).	Bergelson, Vadim	0.80	276.00
16-Apr-19	Correspond with internal working group regarding first document request for Debtors related to claims investigations (.6); review and comment on same (.7); review additional comments to same (.3).	Damast, Craig A.	1.60	1,480.00
16-Apr-19	Review and retrieve new dataroom filings and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
16-Apr-19	Review debt exchange documents (1.8); draft summary memorandum (1.9).	Good, Thomas H.	3.70	2,775.00
16-Apr-19	Correspond with internal working group regarding Aurelius meet and confer.	Goren, Todd M.	0.40	460.00
16-Apr-19	Revise document requests to Debtors (1.0); revise talking points for meet and confer (1.3); prepare for (.5) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Greer, Jocelyn Edith	3.50	2,450.00
16-Apr-19	Correspond with J. Greer regarding scope of and basis for certain elements of document request (.2); call with counsel for Aurelius for meet and confer (.5); follow up with internal working group regarding same (.2).	Kaufman, David H.	0.90	1,102.50
16-Apr-19	Prepare for (.6) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Levitt, Jamie A.	1.30	1,592.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
16-Apr-19	Prepare for (.6) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2); review documents produced by Debtor in connection with investigations (2.1).	Marines, Jennifer L.	3.40	3,740.00
16-Apr-19	Prepare for (.1) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.80	1,040.00
16-Apr-19	Review and summarize documents regarding prepetition transaction.	Masykanova, Aisulu	5.60	4,732.00
16-Apr-19	Prepare for (.6) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Rappoport, Steve	1.30	1,163.50
17-Apr-19	Review and revise claims investigation document requests for Debtors.	Damast, Craig A.	1.30	1,202.50
17-Apr-19	Revise document requests for Debtors related to lien, notes exchange and sale-leaseback transaction (1.0); correspond with J. Levitt, L. Marinuzzi, J. Marines and S. Rappoport regarding communications with Debtors' counsel regarding meet and confer (.5).	Greer, Jocelyn Edith	1.50	1,050.00
17-Apr-19	Review summary of meet and confer (.3); provide advice regarding common interest privilege (.2).	Rappoport, Steve	0.50	447.50
17-Apr-19	Further revise draft discovery requests directed to Debtors.	Richards, Erica J.	0.60	555.00
17-Apr-19	Review draft requests for documents from Debtors.	Richardson Arnould, Ka	1.00	525.00
18-Apr-19	Correspond with A. Masykanova and J. Greer regarding document requests to Debtors regarding claims investigations (.4); review and comment on same (1.0); correspond with P. Dopsch and A. Madori regarding title reports to be requested regarding Uniti investigation (.2); correspond with J. Greer regarding revisions to and clearance of claims related document requests to Debtors (.3).	Damast, Craig A.	1.90	1,757.50
18-Apr-19	Review and revise draft Debtors' discovery requests (.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	1.00	1,225.00
18-Apr-19	Review and revise Rule 2004 requests for Debtors.	Marines, Jennifer L.	0.90	990.00
18-Apr-19	Review and revise first request for documents to Debtors.	Marinuzzi, Lorenzo	1.10	1,430.00
19-Apr-19	Review and prepare summary of documents including listing real property and owners (3.0); review and prepare summary of documents regarding sale-leaseback transaction (3.0).	Anabi, Andrew Issa	6.00	3,150.00

MORRISON | FOERSTER

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19-Apr-19	Correspond with internal working group regarding final version of claims related document requests to Debtors (.2); review same (.2).	Damast, Craig A.	0.40	370.00
19-Apr-19	Review documents from Debtor and related matters.	Dopsch, Peter C.	0.30	345.00
19-Apr-19	Revise document requests.	Greer, Jocelyn Edith	1.00	700.00
19-Apr-19	Review correspondences regarding Aurelius discovery negotiations (.4); correspond with Aurelius regarding requests (.3).	Levitt, Jamie A.	0.70	857.50
19-Apr-19	Review and finalize discovery in connection with Uniti transaction.	Marines, Jennifer L.	1.00	1,100.00
22-Apr-19	Review documents and prepare summary of any real property descriptions and owners.	Anabi, Andrew Issa	2.90	1,522.50
22-Apr-19	Correspond with P. Dopsch regarding relevant documents.	Madori, Andrea M.	0.50	197.50
22-Apr-19	Review relevant documents (.6); correspond with P. Dopsch, A. Anabi and A. Madori regarding same (.4).	Masykanova, Aisulu	1.00	845.00
23-Apr-19	Review documents and prepare summary of any real property descriptions and owners (3.8); meet with P. Dopsch and A. Masykanova regarding status of document review (1.1).	Anabi, Andrew Issa	4.90	2,572.50
23-Apr-19	Correspond with Kirkland team and J. Greer regarding Committee's first set of document requests regarding claims investigation (.2); review same (.3).	Damast, Craig A.	0.50	462.50
23-Apr-19	Meet with A. Anabi and A. Masykanova regarding status of document review (1.1); follow up on real estate issues (.2).	Dopsch, Peter C.	1.30	1,495.00
23-Apr-19	Review investigation document request to Kirkland.	Goren, Todd M.	0.60	690.00
23-Apr-19	Meet with E. Richards, J. Levitt and L. Westergaard regarding initial document review protocols (.5); finalize and serve discovery requests (.6).	Greer, Jocelyn Edith	1.10	770.00
23-Apr-19	Correspond with Debtors regarding investigations and protocol (.6); meet with J. Greer, E. Richards and L. Westergaard regarding initial document review protocols (.5); review and revise claims discovery requests to Debtors (1.3).	Levitt, Jamie A.	2.40	2,940.00
23-Apr-19	Review relevant transaction documents (.6); prepare documents for meeting with internal working group (1.9); meet with P. Dopsch and A. Anabi regarding status of document review (1.1).	Masykanova, Aisulu	3.60	3,042.00

MORRISON | FOERSTER

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23-Apr-19	Meet with L. Sullivan regarding diligence strategy, diligence documentation received to date and preferred work product format (.8); review same (.7).	Peck, Geoffrey R.	1.50	1,687.50
23-Apr-19	Prepare for (.2) and attend (.5) meeting with J. Greer, J. Levitt and L. Westergaard regarding initial document review protocols; follow-up correspondence regarding same (.4).	Richards, Erica J.	1.10	1,017.50
23-Apr-19	Meet with G. Peck regarding diligence strategy, diligence documentation received to date and preferred work product format.	Sullivan, Lauren Marie	0.80	600.00
23-Apr-19	Meet with J. Greer, J. Levitt and E. Richards regarding initial document review protocols (.5); review materials in advance of document review (.6).	Westergaard, Lily Vale	1.10	577.50
24-Apr-19	Review documents sent by A. Masykanova (.8); correspond with title company (.2).	Madori, Andrea M.	1.00	395.00
24-Apr-19	Review status of Aurelius discovery.	Marinuzzi, Lorenzo	0.90	1,170.00
24-Apr-19	Manage document review workflow.	Nguyen, Thuan H.	0.40	138.00
25-Apr-19	Review and revise response to Aurelius regarding document request status.	Goren, Todd M.	0.40	460.00
25-Apr-19	Correspond with Kramer regarding requests for production of documents from Aurelius.	Greer, Jocelyn Edith	0.70	490.00
25-Apr-19	Review and comment on draft correspondence relating to outstanding document request.	Kaufman, David H.	0.20	245.00
25-Apr-19	Review related discovery requests and status of production.	Marines, Jennifer L.	0.70	770.00
25-Apr-19	Review transaction documents.	Masykanova, Aisulu	2.00	1,690.00
26-Apr-19	Correspond with B. Mendelsohn (Perella) regarding status of discussions with PJT regarding diligence requests and Uniti (.2); correspond with T. Goren regarding Committee's first set of document requests regarding claims investigation and Kirkland response (.2).	Damast, Craig A.	0.40	370.00
26-Apr-19	Analyze transaction documents in dataroom.	Ferraioli, Raff	0.20	110.00
26-Apr-19	Correspond with internal working group regarding document requests to Debtors (.3); review correspondence with Aurelius regarding document request (.2).	Goren, Todd M.	0.50	575.00
26-Apr-19	Correspond with J. Levitt and J. Marines regarding correspondence regarding discovery to Kramer.	Greer, Jocelyn Edith	0.50	350.00
26-Apr-19	Review and revise letter to Aurelius regarding scope of discovery.	Marines, Jennifer L.	1.00	1,100.00
26-Apr-19	Review diligence requests regarding claims and status of production.	Marinuzzi, Lorenzo	0.80	1,040.00

MORRISON | FOERSTER

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26-Apr-19	Review transaction documents.	Masykanova, Aisulu	1.10	929.50
27-Apr-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	2.30	1,207.50
29-Apr-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets (3.4); meet with L. Sullivan regarding same (.6).	Anabi, Andrew Issa	4.00	2,100.00
29-Apr-19	Review Committee's first set of document requests regarding same (.3); correspond with M. Saskin (Perella) regarding Uniti investor/research report (.1); review same (.3).	Damast, Craig A.	0.70	647.50
29-Apr-19	Review status of discovery regarding Aurelius and proposed 2004 topics (1.3); review correspondence between J. Levitt and K. Eckstein (Aurelius) regarding proposal for discovery (.3); analyze status of review of second lien issuances and exchanges (.9); review agency theories regarding fraudulent conveyance claims and defenses (1.1); review Uniti investor report (.9).	Marinuzzi, Lorenzo	4.50	5,850.00
29-Apr-19	Meet with A. Anabi regarding due diligence documents and chart of guarantors, collateral and perfected assets (.6); review draft diligence chart summaries (.8).	Sullivan, Lauren Marie	1.40	1,050.00
29-Apr-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	1.70	892.50
Total: 023	Discovery		181.40	157,520.00
Hearings				
05-Apr-19	Draft electronic orders for internal working group regarding hearing (.4); correspond with and transmit same to Chambers for approval (.2).	Delehanty, Danielle Ei	0.60	216.00
10-Apr-19	Draft electronics orders for hearings (.3); obtain listen only telephonic appearances for same (.2).	Delehanty, Danielle Ei	0.50	180.00
12-Apr-19	Analyze status of upcoming hearing.	Ferraioli, Raff	0.40	220.00
14-Apr-19	Prepare for TRO hearing.	Rappoport, Steve	2.00	1,790.00
15-Apr-19	Attend TRO hearing (telephonically).	Damast, Craig A.	4.60	4,255.00
15-Apr-19	Finish compiling all revised proposed orders for second day hearing and update index and binder and finalize same.	Delehanty, Danielle Ei	1.80	648.00
15-Apr-19	Correspond with K. Richardson regarding TRO hearing (.2); attend TRO hearing (telephonically) (partial) (2.7); coordinate logistics for upcoming hearing (.2); discuss same with K. Richardson (.3).	Ferraioli, Raff	3.40	1,870.00
15-Apr-19	Attend TRO hearing.	Greer, Jocelyn Edith	4.60	3,220.00
15-Apr-19	Attend TRO hearing (telephonically) (partial).	Levitt, Jamie A.	2.70	3,307.50
15-Apr-19	Attend TRO hearing (telephonically) (partial).	Marinuzzi, Lorenzo	3.50	4,550.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
15-Apr-19	Attend TRO hearing (telephonically) (partial).	Plymale, Rachael K.	0.70	486.50
15-Apr-19	Prepare for (.4) and attend (4.6) TRO hearing.	Rappoport, Steve	5.00	4,475.00
15-Apr-19	Prepare for (2.3) and attend (4.6) TRO hearing.	Richards, Erica J.	6.90	6,382.50
15-Apr-19	Attend TRO hearing against Charter (telephonically) (4.6); draft memorandum regarding hearing (1.2); correspond with internal working group regarding same (.4); revise draft of summary and circulate to Committee (.4); review docket to revise update regarding objections in preparation for second day hearing (2.2); correspond with L. Marinuzzi regarding hearing (.4); correspond with D. Delehanty regarding same (.3); analyze and prepare materials for E. Richards, L. Marinuzzi and R. Ferraioli for hearing (1.5); discuss arrangements for upcoming hearing with R. Ferraioli (.3).	Richardson Arnould, Ka	11.30	5,932.50
16-Apr-19	Discuss preparation for hearings, preparation of hearing binders and logistics and timing with K. Richardson (.3); attend second day hearing (partial) (2.7); correspond with K. Richardson regarding need for update regarding second day hearing for Committee (.3); draft outline for same (.7); review and comment on draft of update (.8); correspond with internal working group regarding same and circulate to Committee (.3).	Damast, Craig A.	5.10	4,717.50
16-Apr-19	Attend second day hearing (partial).	Ferraioli, Raff	2.70	1,485.00
16-Apr-19	Attend second day hearing (telephonically) (partial).	Marines, Jennifer L.	3.50	3,850.00
16-Apr-19	Prepare for (.6) and attend (4.6) second day hearing.	Marinuzzi, Lorenzo	5.20	6,760.00
16-Apr-19	Prepare for (2.7) and attend (4.6) second day hearing.	Richards, Erica J.	7.30	6,752.50
16-Apr-19	Attend second day hearing (telephonically) (4.6); correspond with PBGC regarding same (.3); draft summary of hearing (1.5); correspond with internal working group regarding same (.3); discuss preparation for hearings, preparation of hearing binders and timing with C. Damast (.3).	Richardson Arnould, Ka	7.00	3,675.00
17-Apr-19	Review summary of TRO hearing (.2); review summary of second day hearing (.6).	Richardson Arnould, Ka	0.80	420.00
Total: 024	Hearings		79.60	65,193.00
First and Second Day Motions				
12-Mar-19	Analyze first day motions and interim orders (2.1); draft internal memorandum regarding same (1.8).	Ferraioli, Raff	3.90	2,145.00
12-Mar-19	Review and analyze first day filings and case background.	Marines, Jennifer L.	3.00	3,300.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
12-Mar-19	Analyze first day declaration and operational motions (2.9); draft internal memorandum regarding same (3.2); analyze memorandum regarding select first day motions (1.2); draft consolidated memorandum regarding same (1.8).	Richardson Arnould, Ka	9.10	4,777.50
13-Mar-19	Analyze docket, first day motions and interim orders.	Ferraioli, Raff	0.50	275.00
13-Mar-19	Review first day motions and motion to pay vendors (.6), cash management (.6), establish selldown procedures (.7), NOL motion (.5) and employee wage motion (.6).	Marinuzzi, Lorenzo	3.00	3,900.00
14-Mar-19	Analyze first days motions.	Ferraioli, Raff	0.80	440.00
14-Mar-19	Review operational first day motions.	Goren, Todd M.	1.90	2,185.00
14-Mar-19	Review first and second day relief and supporting documentation and declarations (4.0); review first day transcript (.6).	Marines, Jennifer L.	4.60	5,060.00
15-Mar-19	Analyze first day motions (1.2); analyze and revise memorandum regarding first day motions (1.3); conduct and analyze legal research regarding same (.8); revise proposed final orders for select first day motions (2.4).	Richardson Arnould, Ka	5.70	2,992.50
17-Mar-19	Review operational motions regarding customer programs, insurance, utilities, surety bond and taxes (4.0); correspond with R. Ferraioli and E. Richards regarding same (.5); analyze and revise proposed final orders (2.4).	Richardson Arnould, Ka	6.90	3,622.50
18-Mar-19	Correspond with internal working group regarding Debtors' motion to extend time to file Schedules/SOFAs.	Damast, Craig A.	0.20	185.00
18-Mar-19	Analyze proposed final first day orders and provide comments to same (3.2); draft issues list and diligence items related to first day motions (1.8); discuss same with K. Richardson (.2); analyze and revise same (.4).	Ferraioli, Raff	5.60	3,080.00
18-Mar-19	Analyze and revise issues list and diligence items related to first day motions (3.1); discuss same with R. Ferraioli (.2); conduct and analyze legal research in connection with same (3.2); revise draft regarding same (.9).	Richardson Arnould, Ka	7.40	3,885.00
20-Mar-19	Review first day motions and orders regarding requested changes.	Goren, Todd M.	1.40	1,610.00
21-Mar-19	Correspond with internal working group and Alix team regarding information request list for first day motions.	Damast, Craig A.	0.50	462.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
21-Mar-19	Analyze diligence requests regarding first day motions (.2); provide comments to same (.3); correspond with internal working group and Committee professionals regarding same (.2).	Ferraioli, Raff	0.70	385.00
21-Mar-19	Review drafts of second day motions.	Goren, Todd M.	0.90	1,035.00
21-Mar-19	Analyze Debtors' proposed omnibus motion to reject certain leases (.4); analyze Debtors' proposed complaint to extend automatic stay (.5).	Richardson Arnould, Ka	0.90	472.50
22-Mar-19	Review and comment on second day motions (4.6); discuss same with R. Ferraioli (.2); correspond with internal working group regarding same (.4).	Damast, Craig A.	5.20	4,810.00
22-Mar-19	Analyze second day motions (.7); discuss same with C. Damast (.2); draft internal memorandum regarding same (.3).	Ferraioli, Raff	1.20	660.00
24-Mar-19	Analyze supplemental wages motion (.6), omnibus lease rejection motion (.8), assumption and rejection procedures motion (.7) and adversary proceeding seeking extension of stay (1.1).	Richardson Arnould, Ka	3.20	1,680.00
25-Mar-19	Review tax related first day order.	Carbone, Anthony J.	1.00	1,500.00
25-Mar-19	Correspond with T. Carbone regarding tax related first day order (.2); analyze comments and revise proposed first day orders (.7).	Ferraioli, Raff	0.90	495.00
25-Mar-19	Draft memorandum regarding second day motions, recommend Committee comments and due diligence items regarding supplemental wages motion, omnibus lease rejection motion, assumption and rejection procedures motion and adversary proceeding seeking extension of stay (2.4); conduct and analyze legal research regarding same (1.1); correspond with E. Richards regarding same (.3).	Richardson Arnould, Ka	3.80	1,995.00
26-Mar-19	Discuss notification procedures related to stock transfers and declarations of worthlessness with R. Ferraioli.	Carbone, Anthony J.	0.80	1,200.00
26-Mar-19	Correspond with J. Luze (Kirkland) regarding second day motions (.1); review and comment on drafts of various second day motions, MDL lift stay motion (.7), de minimis asset sale procedures motion (.9) and schedules and SOFAs extension motion (.5); discuss comments to second day motions with R. Ferraioli (.4).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
26-Mar-19	Discuss notification procedures related to stock transfers and declarations of worthlessness with A. Carbone (.8); discuss comments to second day motions with C. Damast (.4); analyze same (.2); discuss mark-ups to first and second day orders and related diligence requests with K. Richardson (.6); analyze second day motions (.9); analyze second day orders and revise same (.6); analyze comments to operational motions issues list (.4); analyze and revise same (.6); correspond with internal working group regarding same (.3).	Ferraioli, Raff	4.80	2,640.00
26-Mar-19	Review and analyze second day motions issues list.	Goren, Todd M.	0.40	460.00
26-Mar-19	Discuss status of first day orders with L. Marinuzzi.	Marines, Jennifer L.	0.70	770.00
26-Mar-19	Review Alix presentation regarding first day motion due diligence and recommendations (.8); discuss status of first day orders with J. Marines (.7).	Marinuzzi, Lorenzo	1.50	1,950.00
26-Mar-19	Call with K. McGlynn (Alix) regarding comments to first and second day motions (.3); review draft of second day motions (.6).	Richards, Erica J.	0.90	832.50
26-Mar-19	Review materials regarding first day motions and recommended diligence provided by Alix (1.9); discuss mark-ups to first and second day orders and related diligence requests with R. Ferraioli (.6); revise markups to first day motions (2.1).	Richardson Arnould, Ka	4.60	2,415.00
27-Mar-19	Review issues and analysis of first and second day motions and open items.	Damast, Craig A.	0.90	832.50
27-Mar-19	Analyze proposed final orders and revise same (1.4); discuss memorandum and next steps regarding select second day motions with K. Richardson (.8); correspond with internal working group regarding same (.2); analyze second day motions and applications (1.3); draft memorandum for Committee regarding same (1.1).	Ferraioli, Raff	4.80	2,640.00
27-Mar-19	Review Alix analysis of first day motions (.6); review first day issues list (.3); review second day motions (.8).	Goren, Todd M.	1.70	1,955.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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27-Mar-19	Revise markups to first day proposed orders (Customer Programs, Insurance, Taxes, Utilities and Surety Bond) to incorporate due diligence items provided by Alix (1.8); correspond with E. Richards and R. Ferraioli regarding same (.1); analyze recent second day motions regarding SOFAs, lifting stay to permit prosecution of pending appeal involving Debtors and procedures for de minimis asset transactions (1.0); discuss memorandum and next steps regarding select second day motions with R. Ferraioli (.8); draft markups to motion lifting stay (.9).	Richardson Arnould, Ka	4.60	2,415.00
28-Mar-19	Review second day motions as filed.	Damast, Craig A.	0.40	370.00
28-Mar-19	Analyze second day motions (.7); draft memorandum regarding same (1.4); discuss same with K. Richardson (.3); analyze draft memorandum for Committee regarding second day motions (.4); revise same (.9); correspond with K. Richardson regarding same (.1).	Ferraioli, Raff	3.80	2,090.00
28-Mar-19	Draft summary of lease rejection motion (1.2); draft summary of supplemental wages motion (.8); draft summary of assumption and rejection procedures motion (1.1); draft summary of lift stay motion (1.3); draft summary of adversary complaint to extend stay (1.1); draft memorandum summarizing all motions and incorporating applications and summaries by R. Ferraioli (2.8); discuss same with R. Ferraioli (.3); revise draft with comments by R. Ferraioli (2.1).	Richardson Arnould, Ka	10.70	5,617.50
29-Mar-19	Correspond with internal working group regarding second day motions and memorandum regarding same (.2); discuss same with R. Ferraioli (.2); review GLM DFW objection to Debtors' critical vendor motion (.6); correspond with E. Richards and J. Luze (Kirkland) regarding Committee's comments to various first day orders (.2); review and comment on such orders (1.7); correspond with internal working group regarding same and further comments and issues (.5).	Damast, Craig A.	3.40	3,145.00
29-Mar-19	Discuss comments to memorandum for Committee regarding second day motions with K. Richardson (.2); analyze same (.4); discuss second day motions and memorandum summary with C. Damast (.2); revise same (1.4); correspond with Alix team regarding open diligence items (.1).	Ferraioli, Raff	2.30	1,265.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
29-Mar-19	Review objection to critical vendor motion (.2); review markups of first day orders and circulate same to Kirkland (1.1); review and revise memorandum summarizing second day motions (.4).	Richards, Erica J.	1.70	1,572.50
29-Mar-19	Revise memorandum for Committee regarding second day motions (1.7); discuss same with R. Ferraioli (.2).	Richardson Arnould, Ka	1.90	997.50
01-Apr-19	Correspond with K. Richardson and R. Ferraioli regarding draft of memorandum summarizing second day motions and requested diligence (.2); review and revise same (1.5); discuss same and revisions with R. Ferraioli and K. Richardson (.4).	Damast, Craig A.	2.10	1,942.50
01-Apr-19	Analyze comments to memorandum regarding second day motions (.3); discuss same and revisions with C. Damast and K. Richardson (.4).	Ferraioli, Raff	0.70	385.00
01-Apr-19	Review second day motions.	Marines, Jennifer L.	0.40	440.00
01-Apr-19	Further revise memorandum summarizing second day motions.	Richards, Erica J.	0.90	832.50
01-Apr-19	Analyze comments to and revise second day motions memorandum (.9); analyze second day memorandum and circulate internally (1.4); discuss same and revisions with C. Damast and R. Ferraioli (.4); review and revise same (.9).	Richardson Arnould, Ka	3.60	1,890.00
02-Apr-19	Correspond with J. Luze (Kirkland) and E. Richards regarding Committee's comments to second day orders and requested diligence.	Damast, Craig A.	0.30	277.50
02-Apr-19	Analyze memorandum regarding second day motions (.6); revise same (.2); discuss due diligence and additional comments to second day orders with E. Richards (.2); revise same (1.6).	Ferraioli, Raff	2.60	1,430.00
02-Apr-19	Review and revise summary of second day motions (.7); correspond with C. Whitmore regarding cash management (.4); review proposed mark-up of second day motions (.8).	Goren, Todd M.	1.90	2,185.00
02-Apr-19	Review materials provided by financial advisors in connection with certain second day relief (.6); review and revise memorandum to Committee regarding same (.5).	Marines, Jennifer L.	1.10	1,210.00
02-Apr-19	Discuss due diligence and additional comments to second day orders with R. Ferraioli (.2); revise second day orders and circulate same to Kirkland (1.8).	Richards, Erica J.	2.00	1,850.00
03-Apr-19	Review Committee comments to various second day orders (1.5); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.80	1,665.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
03-Apr-19	Call with Kirkland regarding first and second day motions and DIP status.	Goren, Todd M.	0.70	805.00
03-Apr-19	Review summary of second day motions and open questions regarding same (.8); call with Kirkland regarding first and second day motions and DIP status (.7).	Marinuzzi, Lorenzo	1.50	1,950.00
03-Apr-19	Prepare for (.3) and attend (.7) call with Kirkland regarding first and second day motions and DIP status; call with K. McGlynn (Alix) regarding same (.3).	Richards, Erica J.	1.30	1,202.50
05-Apr-19	Review objection of various utilities to Debtors' utilities motion (.4); correspond with Kirkland and internal working group regarding Debtors' comments to Committee markups of various second day order (.5); review same (.9).	Damast, Craig A.	1.80	1,665.00
05-Apr-19	Review updated drafts of first and second day orders from Kirkland.	Goren, Todd M.	0.60	690.00
05-Apr-19	Review objection to utilities motion.	Richards, Erica J.	0.10	92.50
06-Apr-19	Analyze revised proposed final first and second day orders (.9); correspond with internal working group regarding same (.5).	Ferraioli, Raff	1.40	770.00
06-Apr-19	Review updated drafts of first day orders.	Goren, Todd M.	0.40	460.00
06-Apr-19	Review Kirkland responses to Committee comments regarding various second day orders (.6); correspond with K. Richardson regarding assessment of Committee concerns and updated orders (.4).	Marinuzzi, Lorenzo	1.00	1,300.00
06-Apr-19	Review latest changes by Kirkland to proposed markups to certain second day motions (1.2); correspond with Committee professionals regarding same (.2).	Richardson Arnould, Ka	1.40	735.00
08-Apr-19	Review Entergy Energy objection to Debtors' utilities motion (.2); review PS&G joinder to objections to Debtors' utilities motion (.2).	Damast, Craig A.	0.40	370.00
08-Apr-19	Analyze revised first and second day orders.	Richards, Erica J.	0.80	740.00
09-Apr-19	Review Georgia Power objection to Debtors' utilities motion (.2); review Fleet Element's and various electric companies' objections to de minimis asset transaction procedures motion (.4); review TelePacific objection to Debtors' utilities' motion (.3); review US Bank's limited objection to Debtors' cash management motion (.2); correspond with internal working group regarding memoranda on various objections filed to first and second day motions (.3).	Damast, Craig A.	1.40	1,295.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
09-Apr-19	Discuss objections and other first and second day pleadings with K. Richardson and E. Richards (.2); analyze same (.6); draft memorandum regarding same (.4); correspond with K. Richardson regarding same (.1).	Ferraioli, Raff	1.30	715.00
09-Apr-19	Review objections to first and second day motions.	Goren, Todd M.	0.70	805.00
09-Apr-19	Review filed objections and other first and second day pleadings (.2); discuss same with R. Ferraioli and K. Richardson (.2).	Richards, Erica J.	0.40	370.00
09-Apr-19	Draft memorandum regarding all objections and other first and second day pleadings (6.9); discuss same with R. Ferraioli and E. Richards (.2).	Richardson Arnould, Ka	7.10	3,727.50
10-Apr-19	Review memorandum regarding objections to various second day orders for Committee (1.1); correspond with J. Luze (Kirkland) regarding same (.1); review revised first and second day orders reflecting Committee's comments (.8); correspond with internal working group regarding same (.2); correspond with J. Luze and E. Richards regarding same (.2).	Damast, Craig A.	2.40	2,220.00
10-Apr-19	Discuss next steps and pleadings with E. Richards.	Ferraioli, Raff	0.10	55.00
10-Apr-19	Revise draft memorandum regarding objections to various first and second day motions (1.0); discuss next steps and pleadings with R. Ferraioli (.1); review revised first and second day final orders (.1).	Richards, Erica J.	1.20	1,110.00
10-Apr-19	Finalize memorandum regarding objections to first and second day motions (2.1); correspond with E. Richards and revise same (1.0); analyze revised memorandum regarding objections to first and second day motions (.4).	Richardson Arnould, Ka	3.50	1,837.50
12-Apr-19	Review revised redline of cash management order.	Damast, Craig A.	0.20	185.00
12-Apr-19	Review updated drafts of first and second day orders.	Goren, Todd M.	0.80	920.00
12-Apr-19	Review further revised first and second day orders (.1); review draft Debtor replies in connection with same (.2).	Richards, Erica J.	0.30	277.50
12-Apr-19	Review docket and analyze recently filed motions to determine whether necessary to update Committee.	Richardson Arnould, Ka	2.20	1,155.00
15-Apr-19	Correspond with J. Luze (Kirkland) regarding final revisions to certain first and second day orders (.1); review same (.4).	Damast, Craig A.	0.50	462.50
15-Apr-19	Analyze revised proposed first and second day orders.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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15-Apr-19	Review all updated first day orders reflecting Committee and other input (1.6); review updated de minimis asset sale procedures order (.5).	Marinuzzi, Lorenzo	2.10	2,730.00
15-Apr-19	Review additional revisions to first and second day orders.	Richards, Erica J.	0.50	462.50
22-Apr-19	Review various signed first and second day orders.	Damast, Craig A.	0.80	740.00
Total: 025	First and Second Day Motions		179.40	130,645.00

Claims Investigation

13-Mar-19	Review analysis of potential claims regarding Uniti transaction, exchanges and Aurelius.	Goren, Todd M.	1.80	2,070.00
13-Mar-19	Analyze potential investigation streams.	Marines, Jennifer L.	3.00	3,300.00
15-Mar-19	Review correspondence regarding factual background to inform analysis of potential claims (.3); discuss potential securities claims with J. Greer (.3).	Birnbaum, Michael D.	0.60	675.00
15-Mar-19	Call with internal working group regarding case strategy and next steps regarding claims investigation (1.2); call with D. Kaufman, J. Hammar, L. Marinuzzi, J. Greer, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9).	Carey, Chrys A.	2.10	1,837.50
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); review Judge Farnan opinion regarding litigation regarding 2015 sale and leaseback transaction/Uniti spinoff and 2017 note exchanges (1.9).	Damast, Craig A.	3.10	2,867.50
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); analyze documents regarding prepetition transaction (1.8); correspond with internal working group regarding same (.1); conduct and analyze legal research regarding prepetition transaction and potential claims (1.9); correspond with K. Richardson regarding same (.2).	Ferraioli, Raff	5.20	2,860.00
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); correspond with CFTC/SEC team regarding same (.7); call with Milbank regarding potential claims (.6); review relevant regulations regarding same (.4).	Goren, Todd M.	2.90	3,335.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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15-Mar-19	Conduct legal research regarding equitable subordination, unjust enrichment and market manipulation claims (1.6); call with D. Kaufman, C. Carey, L. Marinuzzi, J. Hammar, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9); review correspondence regarding same (.6); review decision in prepetition litigation against Windstream (1.4); discuss potential securities claims with M. Birnbaum (.3); meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2).	Greer, Jocelyn Edith	6.00	4,200.00
15-Mar-19	Call with D. Kaufman, C. Carey, L. Marinuzzi, J. Greer, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9); review securities regulations in connection with potential claims (2.7); correspond with L. Marinuzzi and regulatory team regarding regulatory aspects of potential claims (.4).	Hammar, Julian E.	4.00	3,900.00
15-Mar-19	Analyze CDS and related transactions and potential recovery actions (3.3); call with J. Greer, C. Carey, L. Marinuzzi, J. Hammar, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9).	Kaufman, David H.	4.20	5,145.00
15-Mar-19	Call with L. Marinuzzi regarding investigations (.5); call with D. Kaufman, C. Carey, L. Marinuzzi, J. Hammar, J. Schwartz and J. Greer regarding potential claims and CFTC guidance regarding same (.9); conduct legal research matters related to same (.6); review and analyze public documents related to target transactions (2.4); call with internal working group regarding case strategy and next steps regarding claims investigation (1.2).	Marines, Jennifer L.	5.60	6,160.00
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); call with J. Marines regarding investigations (.5); call with Milbank regarding potential claims (.6); correspond with J. Hammar and regulatory team regarding regulatory aspects of potential claims (.4); call with D. Kaufman, C. Carey, J. Marines, J. Hammar, J. Schwartz and J. Greer regarding potential claims and CFTC guidance regarding same (.9).	Marinuzzi, Lorenzo	3.60	4,680.00
15-Mar-19	Call with internal working group regarding case strategy and next steps regarding claims investigation.	Plymale, Rachael K.	1.20	834.00
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation.	Richards, Erica J.	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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15-Mar-19	Correspond with internal working group regarding claims analysis and litigation strategy (.3); meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); review documents related to prepetition transaction and circulate to internal working group (2.2).	Richardson Arnould, Ka	3.70	1,942.50
15-Mar-19	Call with internal working group regarding case strategy and next steps regarding claims investigation (1.2); call with D. Kaufman, C. Carey, J. Marines, J. Hammar, L. Marinuzzi and J. Greer regarding potential claims and CFTC guidance regarding same (.9).	Schwartz, James	2.10	2,089.50
16-Mar-19	Review summary of issues (.6); call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, K. Kaufman, J. Marines and J. Schwartz regarding same (.4).	Carey, Chrys A.	1.60	1,400.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); review correspondence with determinations committee regarding same (.8); review relevant regulations in connection with same (.7).	Goren, Todd M.	2.10	2,415.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); correspond with Kirkland regarding call to discuss same (.2).	Greer, Jocelyn Edith	0.80	560.00
16-Mar-19	Review security rules regarding potential claims (1.9); review CFTC statement (1.1); call with internal working group regarding analysis of potential claims (.6); follow-up call with C. Carey, K. Kaufman, J. Marines and J. Schwartz regarding same (.4).	Hammar, Julian E.	4.00	3,900.00
16-Mar-19	Review challenge and response relating to deliverable status of certain Windstream notes (.9); call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, C. Carey, J. Marines and J. Schwartz regarding same (.4); review ISDA determination committee rules and standard auction settlement procedures (1.4); review ISDA credit default definitions (.6); conduct legal research regarding CFTC guidance relating claims relating to CDS transactions (.9).	Kaufman, David H.	4.80	5,880.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, K. Kaufman, C. Carey and J. Schwartz regarding same (.4).	Marines, Jennifer L.	1.00	1,100.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
16-Mar-19	Review materials regarding sale and leaseback for call with CFTC and SEC partners, investigation parameters (.8); call with internal working group regarding analysis of potential claims (.6); review requests to exclude Aurelius notes from auction (.6); review Aurelius reply (.7).	Marinuzzi, Lorenzo	2.70	3,510.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, K. Kaufman, J. Marines and C. Carey regarding same (.4); review ISDA materials regarding determinations Committees (2.5).	Schwartz, James	3.50	3,482.50
17-Mar-19	Call with D. Kaufman, J. Hammar and J. Schwartz regarding analysis of potential claims relating to CDS and status of CDS auction (.4); review determinations committee materials (1.1).	Carey, Chrys A.	1.50	1,312.50
17-Mar-19	Review Uniti transaction and prepetition litigation regarding same and potential claims.	Damast, Craig A.	2.80	2,590.00
17-Mar-19	Correspond with D. Kaufman regarding potential claims.	Greer, Jocelyn Edith	0.10	70.00
17-Mar-19	Draft memorandum per request from L. Marinuzzi regarding potential Commodity Exchange Act and federal securities laws claims (5.7); call with D. Kaufman, C. Carey and J. Schwartz regarding analysis of potential claims relating to CDS and status of CDS auction (.4).	Hammar, Julian E.	6.10	5,947.50
17-Mar-19	Review ISDA credit default rules and auction procedures (.4); call with J. Marines regarding same (.5); call with J. Hammar, C. Carey and J. Schwartz regarding analysis of potential claims relating to CDS and status of CDS auction (.4); review initial drafts of memoranda relating to claims and auction status (1.9); provide comments to J. Hammar and J. Schwartz regarding draft memoranda (.6).	Kaufman, David H.	3.80	4,655.00
17-Mar-19	Call with D. Kaufman regarding ISDA credit default rules and auction procedures.	Marines, Jennifer L.	0.50	550.00
17-Mar-19	Review determinations committees rules (3.2); review and revise draft document request (2.4); draft summary of challenge, response and related procedural matters in connection with determinations committee (2.3); call with D. Kaufman, J. Hammar and C. Carey regarding analysis of potential claims relating to CDS and status of CDS auction (.4).	Schwartz, James	8.30	8,258.50
18-Mar-19	Correspond with internal working group regarding Uniti transaction and analysis.	Damast, Craig A.	0.40	370.00
18-Mar-19	Review analysis of CFTC/SEC regulations.	Goren, Todd M.	0.60	690.00

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Mar-19	Call with R. Howell (Kirkland) regarding Aurelius litigation (.2); correspond with R. Howell (Kirkland) regarding trial documents and call regarding potential claims (.3); conduct legal research regarding potential claims, including equitable subordination and unjust enrichment (3.5); draft memorandum regarding same (2.5).	Greer, Jocelyn Edith	6.50	4,550.00
18-Mar-19	Review revisions to jurisdiction memorandum and reply.	Hammar, Julian E.	0.90	877.50
18-Mar-19	Revise draft of memorandum analyzing status of CDS and CFTC guidance (1.3); correspond with J. Hammar regarding comments to same (.2); make further revisions to memorandum (.2); review CDS summary memorandum (.4); call with J. Schwartz regarding same (.7); circulate drafts of memorandum, summary and document request items (.2); review ISDA DC website (.1); circulate latest notice published on same (.1); correspond with L. Marinuzzi regarding latest publication on same (.2); review standard auction procedures (.4).	Kaufman, David H.	3.80	4,655.00
18-Mar-19	Call with D. Kaufman regarding CDS summary memorandum (.7); further revise same (.7).	Schwartz, James	1.40	1,393.00
19-Mar-19	Review memorandum regarding potential claims.	Birnbaum, Michael D.	0.20	225.00
19-Mar-19	Review and analyze sale and leaseback transaction and potential claims.	Damast, Craig A.	1.20	1,110.00
19-Mar-19	Meet with T. Goren, J. Greer and E. Richards regarding potential recharacterization claim.	Dopsch, Peter C.	0.50	575.00
19-Mar-19	Conduct and analyze legal research regarding prepetition transaction and claims related to same.	Ferraioli, Raff	2.40	1,320.00
19-Mar-19	Meet with P. Dopsch, J. Greer and E. Richards regarding potential recharacterization claim (.5); review materials regarding Aurelius CDS auction (.9); correspond with Kirkland regarding call on Aurelius litigation (.2).	Goren, Todd M.	1.60	1,840.00
19-Mar-19	Finalize memorandum of potential claims and circulate to J. Levitt and M. Birnbaum (1.1); schedule call with Kirkland litigation team regarding Aurelius litigation (.3); meet with T. Goren, P. Dopsch and E. Richards regarding recharacterization claim (.5); review docket and trial transcript in Windstream-Aurelius litigation (4.9); draft memorandum regarding same (1.6).	Greer, Jocelyn Edith	8.40	5,880.00
19-Mar-19	Review materials prepared by CFTC/securities team regarding claims investigation (2.4); review indenture regarding same (.2).	Marines, Jennifer L.	2.60	2,860.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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19-Mar-19	Review equitable subordination claims and impact of assignment vs. sale (1.1); review second lien exchange and collateral grants (.9); review OID matters on unsecured notes (.7).	Marinuzzi, Lorenzo	2.70	3,510.00
19-Mar-19	Meet with T. Goren, J. Greer and P. Dopsch regarding recharacterization claim.	Richards, Erica J.	0.50	462.50
20-Mar-19	Review summary of issues raised in Aurelius lawsuit and provide comments to same.	Carey, Chrys A.	0.70	612.50
20-Mar-19	Review and analyze sale and leaseback transaction, Aurelius/US Bank litigation and potential claims (2.1); conduct legal research regarding same (.5).	Damast, Craig A.	2.60	2,405.00
20-Mar-19	Conduct and analyze research regarding prepetition transaction and claims related to same (2.7); draft memorandum regarding same (.9); discuss claims investigation and related research with K. Richardson (.3).	Ferraioli, Raff	3.90	2,145.00
20-Mar-19	Review materials regarding elements of recharacterization claim (1.0); draft topics for discussion with Kirkland litigation team regarding potential claims (.3); correspond with M. Birnbaum regarding same (.3); conduct legal research regarding equitable insubordination claim and precedent transactions (6.0); correspond with internal working group regarding Aurelius litigation documents (.3).	Greer, Jocelyn Edith	7.90	5,530.00
20-Mar-19	Review and analyze documents in dataroom in connection with investigation.	Marines, Jennifer L.	2.80	3,080.00
20-Mar-19	Discuss claims investigation and related research with R. Ferraioli (.3); conduct and analyze legal research regarding same (.9).	Richardson Arnould, Ka	1.20	630.00
21-Mar-19	Correspond with J. Greer regarding potential claims.	Birnbaum, Michael D.	0.20	225.00
21-Mar-19	Review documents related to underlying sale leaseback transaction (1.0); meet with J. Greer regarding recharacterization claim (.5).	Dopsch, Peter C.	1.50	1,725.00
21-Mar-19	Conduct and analyze legal research regarding prepetition transaction and claims related to same (4.6); draft memorandum regarding same (1.6); discuss same with K. Richardson (.4).	Ferraioli, Raff	6.60	3,630.00
21-Mar-19	Correspond with internal working group regarding Aurelius litigation (.4); call with Kirkland regarding same (.5); review relevant documents regarding same (.7).	Goren, Todd M.	1.60	1,840.00
21-Mar-19	Call with Kirkland regarding Aurelius litigation (.5); correspond with J. Levitt regarding same (.5); meet with P. Dopsch regarding recharacterization claim (.5).	Greer, Jocelyn Edith	1.50	1,050.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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21-Mar-19	Review earning call and other investor related materials in connection with Uniti transaction (2.0); review and revise document requests (1.1); review research regarding subsequent transferees (1.0); review determination Committee's determination regarding note auction (1.5).	Marines, Jennifer L.	5.60	6,160.00
21-Mar-19	Review ISDA materials for note auction (.5); call with Kirkland regarding Aurelius litigation (.5).	Marinuzzi, Lorenzo	1.00	1,300.00
21-Mar-19	Call with Kirkland regarding Aurelius litigation.	Richards, Erica J.	0.50	462.50
21-Mar-19	Review memorandum regarding prepetition transaction and claims related to same (.4); discuss same with R. Ferraioli (.4).	Richardson Arnould, Ka	0.80	420.00
22-Mar-19	Conduct and analyze research regarding prepetition transaction and claims related to same (1.2); draft memorandum regarding same (1.9); discuss same with L. Marinuzzi (.2); discuss research of same with K. Richardson (.5).	Ferraioli, Raff	3.80	2,090.00
22-Mar-19	Review draft letter to IIG's counsel (.3); correspond with J. Haims regarding comments (.2); revise letter per client's comments (.2); correspond with J. Haims regarding same (.3); conduct legal research regarding potential claims (2.6); draft memorandum regarding same (.5).	Greer, Jocelyn Edith	4.10	2,870.00
22-Mar-19	Analyze sale and leaseback transaction (1.1); analyze 2017 exchange (1.0).	Marines, Jennifer L.	2.10	2,310.00
22-Mar-19	Review status of equitable subordination law and transferee liability (1.4); discuss memorandum regarding prepetition transaction and claims related to same with R. Ferraioli (.2).	Marinuzzi, Lorenzo	1.60	2,080.00
22-Mar-19	Analyze indenture and TIA (2.0); analyze litigation summaries to identify relationships between entities (.5); draft memorandum regarding findings (.5); discuss research regarding prepetition transaction and claims related to same with R. Ferraioli (.5).	Richardson Arnould, Ka	3.50	1,837.50
25-Mar-19	Revise memorandum regarding potential claims (3.0); discuss revisions and additions to same with J. Levitt (.5).	Greer, Jocelyn Edith	3.50	2,450.00
25-Mar-19	Review memorandum regarding potential claims (2.0); discuss revisions and additions to same with J. Greer (.5).	Levitt, Jamie A.	2.50	3,062.50
25-Mar-19	Review auction settlement terms (.6); review trial transcripts and exhibits relating to prepetition litigation (4.2); correspond with internal litigation, securities and CFTC teams regarding investigation (.5); review and revise draft request for productions (.5).	Marines, Jennifer L.	5.80	6,380.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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25-Mar-19	Review updates from J. Levitt and J. Marines regarding claims investigation.	Marinuzzi, Lorenzo	1.10	1,430.00
26-Mar-19	Correspond with E. Richards regarding memorandum on prepetition transaction and potential claims.	Ferraioli, Raff	0.10	55.00
26-Mar-19	Correspond with P. Dopsch regarding meeting to discuss recharacterization claim (.1); call with E. Richards regarding claims investigation (.2); revise memorandum regarding claims investigation (9.2); analyze true sale opinion to research recharacterization claim (.7).	Greer, Jocelyn Edith	10.20	7,140.00
26-Mar-19	Review, revise and analyze outline of claims investigation (2.3) and underlying document demands (1.3).	Marines, Jennifer L.	3.60	3,960.00
26-Mar-19	Review draft memorandum regarding claims subordination (.4); call with J. Greer regarding claims investigation (.2).	Richards, Erica J.	0.60	555.00
27-Mar-19	Discuss recharacterization claims with J. Greer (.5); further review same (1.0).	Dopsch, Peter C.	1.50	1,725.00
27-Mar-19	Correspond with internal working group regarding status update and research on prepetition transaction and related claims.	Ferraioli, Raff	0.20	110.00
27-Mar-19	Review elements of recharacterization claim (2.0); meet with P. Dopsch regarding same (.5); revise memorandum regarding potential claims against Aurelius (2.2).	Greer, Jocelyn Edith	4.70	3,290.00
27-Mar-19	Review claims investigation memorandum.	Levitt, Jamie A.	3.00	3,675.00
27-Mar-19	Conduct legal research and analyze matters relating to 2017 exchange (2.9); review research regarding equitable subordination (1.0).	Marines, Jennifer L.	3.90	4,290.00
28-Mar-19	Review commercial terms of underlying sale leaseback with A. Masykanova (.2); review structure of transaction (.6); follow up on open points in analysis (.7).	Dopsch, Peter C.	1.50	1,725.00
28-Mar-19	Analyze comments to memorandum regarding prepetition transactions and related claims (.2); revise same (.4); conduct and analyze research regarding same (.7).	Ferraioli, Raff	1.30	715.00
28-Mar-19	Review and revise memorandum regarding potential claims.	Goren, Todd M.	1.40	1,610.00
28-Mar-19	Revise draft memorandum regarding potential claims (6.1); circulate same to J. Levitt, L. Marinuzzi, T. Goren, J. Marines and E. Richards (.3); discuss revisions to claims memorandum with J. Levitt (.5).	Greer, Jocelyn Edith	6.90	4,830.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
28-Mar-19	Review revised claims investigation memorandum (2.5); review research for claims memorandum (2.0); discuss revisions to claims memorandum with J. Greer (.5); correspond with T. Goren and J. Greer regarding same (.8).	Levitt, Jamie A.	5.80	7,105.00
28-Mar-19	Review research regarding equitable subordination claim and defenses (2.0); review bases of securities law violations (2.0) and CFTC rulings in connection with claims investigation (1.3).	Marines, Jennifer L.	5.30	5,830.00
28-Mar-19	Review draft memorandum regarding potential claims (1.1); review authorities cited therein (.9); correspond with internal working group regarding suggestions for memoranda and additional research (.6).	Marinuzzi, Lorenzo	2.60	3,380.00
28-Mar-19	Review commercial terms of underlying sale leaseback with P. Dopsch (.2); review and summarize relevant agreements (4.9).	Masykanova, Aisulu	5.10	4,309.50
28-Mar-19	Analyze correspondence and background materials regarding claims investigation and related issues.	Richards, Erica J.	1.10	1,017.50
29-Mar-19	Discuss collateral and leaseback issues with A. Masykanova and P. Dopsch (.5); conduct legal research and analyze case law regarding sale and leasebacks (1.0).	Anabi, Andrew Issa	1.50	787.50
29-Mar-19	Discuss collateral and leaseback issues with A. Masykanova and A. Anabi.	Dopsch, Peter C.	0.50	575.00
29-Mar-19	Correspond with J. Greer regarding prepetition transactions and related claims (.1); analyze status of draft memorandum regarding same (.1).	Ferraioli, Raff	0.20	110.00
29-Mar-19	Revised memorandum regarding potential claims (3.0); correspond with E. Richards regarding memorandum regarding potential claims (.1); correspond with R. Ferraioli regarding same (.3).	Greer, Jocelyn Edith	3.40	2,380.00
29-Mar-19	Correspond with internal working group regarding revisions to claims memorandum and additional research for same (.8); review revised draft of claims memorandum (1.0).	Levitt, Jamie A.	1.80	2,205.00
29-Mar-19	Review and revise memorandum to Committee regarding potential claims (2.8); analyze research regarding equitable subordination (.8); review necessary diligence items (.6).	Marines, Jennifer L.	4.20	4,620.00
29-Mar-19	Review collateral and leaseback issues (1.7); discuss same with P. Dopsch and A. Anabi (.5).	Masykanova, Aisulu	2.20	1,859.00
29-Mar-19	Correspond with J. Greer regarding claims investigation.	Richards, Erica J.	0.20	185.00
01-Apr-19	Conduct legal research and analyze case law regarding sale and leasebacks.	Anabi, Andrew Issa	3.40	1,785.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
01-Apr-19	Revise memorandum of potential claims.	Greer, Jocelyn Edith	2.00	1,400.00
01-Apr-19	Review ISDA determinations and related auction materials (1.0); review research related to issuance of notes (1.0); review Uniti transaction (1.2); review public disclosures (.9).	Marines, Jennifer L.	4.10	4,510.00
01-Apr-19	Review ISDA bidder list and other filings for notes auction in connection with claims investigation.	Marinuzzi, Lorenzo	0.50	650.00
02-Apr-19	Conduct legal research and analyze case law regarding sale and leasebacks.	Anabi, Andrew Issa	3.10	1,627.50
02-Apr-19	Revise memorandum regarding potential claims (2.1); conduct legal research regarding outstanding questions in memorandum on potential claims (4.9); correspond with S. Rappoport regarding background materials (.1); call with S. Rappoport regarding memorandum in connection with potential claims (.2).	Greer, Jocelyn Edith	7.30	5,110.00
02-Apr-19	Review memorandum regarding potential claims (1.1); call with J. Greer regarding same (.2).	Rappoport, Steve	1.30	1,163.50
02-Apr-19	Correspond with J. Greer regarding equitable subordination research.	Richards, Erica J.	0.10	92.50
03-Apr-19	Conduct legal research and prepare summary of case law regarding leasebacks and true sales (6.3); meet with P. Dopsch regarding review of underlying sale leaseback documents (.2).	Anabi, Andrew Issa	6.50	3,412.50
03-Apr-19	Conduct legal research regarding potential claim (.2); discuss same with J. Greer (.3).	Birnbaum, Michael D.	0.50	562.50
03-Apr-19	Call with J. Greer regarding true sale analysis (.3); review open points regarding review of underlying sale leaseback documents (.5); meet with A. Anabi regarding same (.2).	Dopsch, Peter C.	1.00	1,150.00
03-Apr-19	Call with L. Marinuzzi, J. Marines and D. Kaufman regarding auction procedures.	Goren, Todd M.	0.50	575.00
03-Apr-19	Call with P. Dopsch regarding true sale analysis (.3); revise memorandum regarding potential claims (4.0); correspond with J. Levitt and J. Marines regarding same (.3); discuss potential claim with M. Birnbaum (.3); review Services-Aurelius litigation trial exhibits (.3); compile documents relevant to sale-leaseback transaction for P. Dopsch and A. Masyllkanova (.2).	Greer, Jocelyn Edith	5.40	3,780.00
03-Apr-19	Call with L. Marinuzzi, J. Marines and T. Goren regarding auction procedures (.5); review terms of auction and procedures (.6); call with R. Grove regarding auction procedures (.2).	Kaufman, David H.	1.30	1,592.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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03-Apr-19	Review transaction and pending note auction (2.2); call with L. Marinuzzi, D. Kaufman and T. Goren regarding auction procedures (.5); review Uniti transaction and related document requests (1.7); review note exchange transaction (1.0) and related research in connection with claims (.6).	Marines, Jennifer L.	6.00	6,600.00
03-Apr-19	Call with D. Kaufman, J. Marines and T. Goren regarding auction procedures (.5); review case law on subordination and transferee liability (1.1); review ISDA procedures and process for transfers (.6); review Uniti transaction and workstreams for analysis (.9); review legal predicate for recharacterization claims and impact regarding avoidance action claims (.8).	Marinuzzi, Lorenzo	3.90	5,070.00
03-Apr-19	Provide comments to investigation workstream tracker.	Richards, Erica J.	0.20	185.00
03-Apr-19	Draft workstream tracker regarding all major transactions and summarizing each (3.8); correspond with E. Richards regarding workstream tracker (.1).	Richardson Arnould, Ka	3.90	2,047.50
04-Apr-19	Correspond with F. Munshi (Perella) and internal working group regarding results and impact of Windstream's CDS auction (.4); conduct legal research regarding credit default swaps and CDS auctions (1.8); discuss claims investigation workstreams, status and memorandum with R. Ferraioli (.3); correspond with B. Mendelsohn (Perella) and internal working group regarding meeting and status (.3).	Damast, Craig A.	2.80	2,590.00
04-Apr-19	Conduct and analyze legal research regarding prepetition transactions and related claims (.9); draft memorandum regarding same (.8); discuss claims investigation workstreams, status and memorandum with C. Damast (.3); correspond with J. Greer (.1) and E. Richards (.1) regarding same.	Ferraioli, Raff	2.20	1,210.00
04-Apr-19	Review and revise memorandum regarding potential claims (.6); correspond with Perella regarding results of CDS auction (.3).	Goren, Todd M.	0.90	1,035.00
04-Apr-19	Revise memorandum regarding potential claims (1.0); review services litigation exhibits (1.5); call with D. Kaufman regarding memorandum regarding potential claims (.3); correspond with R. Ferraioli and J. Marines regarding memorandum in connection with potential claims (.5).	Greer, Jocelyn Edith	3.30	2,310.00
04-Apr-19	Review index of CDS cases (.3); send same to D. Kaufman (.2).	Hammar, Julian E.	0.50	487.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

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04-Apr-19	Call with J. Greer regarding memorandum in connection with potential claims (.3); review same (.7); correspond with J. Greer regarding revisions on same (.1).	Kaufman, David H.	1.10	1,347.50
04-Apr-19	Review and revise task memorandum regarding claims investigation (1.0); review and revise memorandum regarding law underlying securities causes of action and equitable subordination (2.0); review trial transcripts related to US Bank litigation (1.0).	Marines, Jennifer L.	4.00	4,400.00
04-Apr-19	Review status of CDS auction and impact on market (.4); review correspondence from A. Tracey (Perella) regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
04-Apr-19	Revise investigation workstream tracking chart.	Richards, Erica J.	0.90	832.50
05-Apr-19	Conduct legal research regarding credit default swaps and CDS auctions (1.8); analyze litigation and potential claims (.7).	Damast, Craig A.	2.50	2,312.50
05-Apr-19	Correspond with D. Kaufman regarding results of CDS auction.	Goren, Todd M.	0.20	230.00
05-Apr-19	Correspond with J. Levitt and S. Rappoport regarding claims memorandum.	Greer, Jocelyn Edith	0.30	210.00
05-Apr-19	Locate and circulate detailed information regarding bid, offers and results of Windstream ISDA auction.	Kaufman, David H.	0.10	122.50
05-Apr-19	Review and revise investigation task, research and discovery checklist (1.0); review results of note auction in connection with claims investigation (.5).	Marines, Jennifer L.	1.50	1,650.00
05-Apr-19	Review legal research regarding good faith defenses to subordination claims.	Richards, Erica J.	0.20	185.00
08-Apr-19	Conduct legal research and prepare summary of case law regarding leasebacks and true sales.	Anabi, Andrew Issa	3.70	1,942.50
08-Apr-19	Discuss claims investigation workstream tracker with K. Richardson (.4); review same (.3).	Damast, Craig A.	0.70	647.50
08-Apr-19	Revise claims memorandum.	Greer, Jocelyn Edith	2.00	1,400.00
08-Apr-19	Revise claims investigation workstream tracker.	Richards, Erica J.	0.30	277.50
08-Apr-19	Revise claims investigation workstream tracker (.4); discuss same with C. Damast (.4).	Richardson Arnould, Ka	0.80	420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

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09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); correspond with P. Dopsch regarding claims investigation and next steps (.3); review sale-leaseback transaction and possible claims (1.8); discuss claims investigation workstream tracker with K. Richardson (.3); discuss claims investigation, tracker and next steps with J. Greer (.2) and T. Goren (.3); correspond with internal working group and claims investigation team regarding status and next steps (.3).	Damast, Craig A.	3.70	3,422.50
09-Apr-19	Begin research and retrieve various pleadings regarding precedent in Windstream vs. Aurelius district court case.	Delehanty, Danielle Ei	1.30	468.00
09-Apr-19	Further review of recharacterization of case law update and review items for proposed document request (1.0); discuss claims investigation status and workstreams with internal working group (.5).	Dopsch, Peter C.	1.50	1,725.00
09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); discuss claims investigation, tracker and next steps with C. Damast (.3).	Goren, Todd M.	0.80	920.00
09-Apr-19	Correspond with K. Richardson regarding Windstream workstream tracker (.3); discuss claims investigation status and workstreams with internal working group (.5); discuss Uniti claims investigation, tracker and next steps with C. Damast (.2).	Greer, Jocelyn Edith	1.00	700.00
09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); conduct legal research and analyze investigation related to notes (2.0).	Marines, Jennifer L.	2.50	2,750.00
09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); review proposed draft task list (.9).	Marinuzzi, Lorenzo	1.40	1,820.00
09-Apr-19	Correspond with P. Dopsch and J. Greer regarding review.	Masykanova, Aisulu	0.20	169.00
09-Apr-19	Revise workstream status chart (.8); discuss claims investigation status and workstreams with internal working group (.5).	Richards, Erica J.	1.30	1,202.50
09-Apr-19	Discuss claims investigation workstream tracker with C. Damast.	Richardson Arnould, Ka	0.30	157.50
10-Apr-19	Conduct legal research and prepare summary of case law regarding leasebacks and true sales (3.4); call with P. Dopsch and A. Masykanova regarding same (.4); prepare memorandum of true sale research (.3).	Anabi, Andrew Issa	4.10	2,152.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
10-Apr-19	Prepare binders regarding precedent in Windstream vs. Aurelius district court case.	Delehanty, Danielle Ei	3.00	1,080.00
10-Apr-19	Call with A. Anabi and A. Masykanova regarding research and summary of case law regarding leasebacks and true sales (.4); review additional materials provided regarding sale leaseback transaction (.6).	Dopsch, Peter C.	1.00	1,150.00
10-Apr-19	Discuss memorandum regarding potential claims with E. Richards (.4); revise same (.1).	Ferraioli, Raff	0.50	275.00
10-Apr-19	Review updated claims investigation research.	Levitt, Jamie A.	1.10	1,347.50
10-Apr-19	Call with A. Anabi and P. Dopsch regarding research and summary of case law regarding leasebacks and true sales (.4); review relevant documents (1.1).	Masykanova, Aisulu	1.50	1,267.50
10-Apr-19	Discuss memorandum regarding potential claims with R. Ferraioli.	Richards, Erica J.	0.40	370.00
11-Apr-19	Research updates in case law on true sales within leaseback transactions (.3); prepare memorandum of true sale research (1.3).	Anabi, Andrew Issa	1.60	840.00
11-Apr-19	Review Uniti transaction and possible claims (1.2); meet with finance and litigation teams regarding potential recharacterization claims (1.0); correspond with internal working group regarding claims investigation auction items and next steps (.7); discuss claims investigation workstream tracker with K. Richardson (.3); correspond with D. MacGreevey (Alix) and L. Marinuzzi regarding GAAP expert (.2).	Damast, Craig A.	3.40	3,145.00
11-Apr-19	Review Aurelius district court case binders.	Delehanty, Danielle Ei	1.30	468.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Dopsch, Peter C.	1.00	1,150.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Ferraioli, Raff	1.00	550.00
11-Apr-19	Discuss investigation tasks related to note issuances and exchanges with E. Richards (.5); review same (2.2).	Good, Thomas H.	2.70	2,025.00
11-Apr-19	Review materials regarding potential claims (.7); meet with finance and litigation teams regarding potential recharacterization claims (1.0).	Goren, Todd M.	1.70	1,955.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Greer, Jocelyn Edith	1.00	700.00
11-Apr-19	Review legal issues and revised claims memorandum post auction.	Levitt, Jamie A.	1.20	1,470.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
11-Apr-19	Review trial transcripts and materials related to Uniti transaction (2.9); meet with finance and litigation teams regarding potential recharacterization claims (1.0).	Marines, Jennifer L.	3.90	4,290.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims (1.0); correspond with D. MacGreevey (Alix) regarding GAAP expert for investigations (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Masykanova, Aisulu	1.00	845.00
11-Apr-19	Discuss investigation tasks related to note issuances and exchanges with T. Good (.5); follow-up correspondence regarding same (.2).	Richards, Erica J.	0.70	647.50
11-Apr-19	Revise investigation workstream tracker (1.0); discuss claims investigation workstream tracker with C. Damast (.3).	Richardson Arnould, Ka	1.30	682.50
12-Apr-19	Conduct legal research and prepare summary of updates regarding case law on true sale and leasebacks (3.7); prepare memorandum of true sale research (2.0).	Anabi, Andrew Issa	5.70	2,992.50
12-Apr-19	Correspond with Alix team and L. Marinuzzi regarding GAAP issues and arranging call with Alix team regarding same (.8); correspond with investigation team regarding same (.4); discuss claims investigation tracker and revisions with K. Richardson (.5); revise same (.9); conduct sale leaseback and recharacterization research (1.2).	Damast, Craig A.	3.80	3,515.00
12-Apr-19	Call with T. Good regarding claims investigation (.3); conduct and analyze legal research in connection with same (.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	0.70	385.00
12-Apr-19	Analyze case record and credit documents (2.9); draft summary memorandum (3.2); call with R. Ferraioli regarding claims investigation (.3).	Good, Thomas H.	6.40	4,800.00
12-Apr-19	Revise memorandum regarding claims.	Greer, Jocelyn Edith	2.00	1,400.00
12-Apr-19	Review and revise legal memorandum regarding claims.	Marines, Jennifer L.	2.80	3,080.00
12-Apr-19	Review latest claims memorandum.	Rappoport, Steve	0.50	447.50
12-Apr-19	Draft claims investigation workstream tracker (1.0); discuss same and revisions with C. Damast (.5); revise draft regarding same (.6).	Richardson Arnould, Ka	2.10	1,102.50
13-Apr-19	Analyze correspondence regarding claims investigation.	Ferraioli, Raff	0.10	55.00
13-Apr-19	Review and revise claims memorandum (1.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	2.00	2,450.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
14-Apr-19	Correspond with internal working group regarding claims and applicable statutes of limitation.	Damast, Craig A.	0.50	462.50
14-Apr-19	Analyze correspondence regarding claims investigation.	Ferraioli, Raff	0.20	110.00
14-Apr-19	Correspond with internal working group regarding claims (.3); review correspondence regarding statuses of limitation regarding claims (.3).	Goren, Todd M.	0.60	690.00
14-Apr-19	Review draft of potential claims memorandum (.3); review DC Committee Rules and DC Committee Settlement terms relating to undertaking of party delivering security into auction (.3); review Committee Article 8 with respect to deemed representations of party delivering security or security entitlement (.2); review ISDA Credit Default Definitions relating to obligations of party making physical settlement (.3).	Kaufman, David H.	1.10	1,347.50
14-Apr-19	Review and revise claims memorandum (2.4); review case law (1.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	4.40	5,390.00
15-Apr-19	Conduct legal research regarding statutes of limitation for equitable claims (.7); call with Alix regarding claims investigation (1.0); conduct legal research regarding recharacterization of sale leaseback transactions (.9); correspond with A. Masyllkanova regarding same (.3).	Damast, Craig A.	2.90	2,682.50
15-Apr-19	Call with Alix regarding claims investigation.	Dopsch, Peter C.	1.00	1,150.00
15-Apr-19	Meet with internal working group regarding claims investigation (.9); conduct and analyze legal research regarding discovery (.9); call with Alix regarding claims investigation (1.0); analyze correspondence regarding potential claims and status of investigation workstreams (.3).	Ferraioli, Raff	3.10	1,705.00
15-Apr-19	Review credit documents and associated SEC filings by Debtor (2.4); draft memorandum summarizing exchange offer transactions (2.7).	Good, Thomas H.	5.10	3,825.00
15-Apr-19	Correspond with internal working group regarding open points in claims investigation (.4); review indenture regarding same (.6); meet with internal working group regarding claims investigation (.9).	Goren, Todd M.	1.90	2,185.00
15-Apr-19	Revise memorandum regarding claims (.9); meet with internal working group regarding claims investigation (.9).	Greer, Jocelyn Edith	1.80	1,260.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
15-Apr-19	Review Committee Article 8 deemed representations for transfer or a security or security entitlement (.2); call with J. Levitt regarding auction and CDS issues for claims investigation (.8); review ISDA Credit Default Definitions and Auction Settlement Terms (.4); meet with internal working group regarding claims investigation (.9), prepare and send excerpt from ISDA Credit Default definitions to internal working group (.3).	Kaufman, David H.	2.60	3,185.00
15-Apr-19	Meet with internal working group regarding claims investigation (.9); call with D. Kaufman regarding auction and CDS issues for claims investigation (.8).	Levitt, Jamie A.	1.70	2,082.50
15-Apr-19	Review and revise legal memorandum regarding securities law and other market based claims in connection with investigation (3.4); meet with internal working group regarding claims investigation (.9); review ISDA auction documents (.9).	Marines, Jennifer L.	5.20	5,720.00
15-Apr-19	Meet with internal working group regarding claims investigation (.9); review recharacterization precedent (.6).	Marinuzzi, Lorenzo	1.50	1,950.00
15-Apr-19	Review documents in connection with claims investigation (3.9); call with Alix regarding claims investigation (1.0).	Masykanova, Aisulu	4.90	4,140.50
15-Apr-19	Meet with internal working group regarding claims investigation.	Rappoport, Steve	0.90	805.50
16-Apr-19	Conduct legal research and prepare summary of any updates regarding case law on true sale and leasebacks.	Anabi, Andrew Issa	5.00	2,625.00
16-Apr-19	Review correspondence regarding investigation status.	Dopsch, Peter C.	0.30	345.00
16-Apr-19	Review ISDA definitions and deemed representations of CDS parties (.6); review ISDA settlement auction settlement terms and customer physical settlement requirements (.3).	Kaufman, David H.	0.90	1,102.50
17-Apr-19	Discuss status of investigation workstreams with internal working group (.4); review subsequent draft of same (.6); discuss Uniti claims investigation tracker and revisions with K. Richardson (.5); review same (1.0).	Damast, Craig A.	2.50	2,312.50
17-Apr-19	Discuss status of investigation workstreams with internal working group (.4); conduct and analyze legal research regarding claims investigation (1.7).	Ferraioli, Raff	2.10	1,155.00
17-Apr-19	Draft memorandum summarizing debt exchange transactions (1.9); review credit documents and SEC filings (1.8).	Good, Thomas H.	3.70	2,775.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
17-Apr-19	Discuss status of investigation workstreams with internal working group (.4); review investigation tracker (.2); review and revise memorandum regarding potential claims (.8).	Goren, Todd M.	1.40	1,610.00
17-Apr-19	Coordinate strategy outline for Committee presentation regarding lines of investigation, discovery and open issues.	Marines, Jennifer L.	1.50	1,650.00
17-Apr-19	Review updates to dataroom regarding Uniti transaction (.9); correspond with J. Levitt regarding coordination with Debtors' newly-formed investigation Committee (.5); review outline of analysis regarding claims (.5); discuss Uniti strategy with B. Mendelsohn (Perella) (.3).	Marinuzzi, Lorenzo	2.20	2,860.00
17-Apr-19	Review transaction documents and summarize documents and findings (1.8); review relevant cases and articles (1.2); call with P. Dopsch and A. Anabi regarding due diligence review of leaseback documents (.8).	Masykanova, Aisulu	3.80	3,211.00
17-Apr-19	Discuss claims investigation tracker and revisions with C. Damast (.5); revise same (.2); revise investigations workstream tracker (.6).	Richardson Arnould, Ka	1.30	682.50
18-Apr-19	Review and prepare materials regarding recharacterization analysis (4.8); research case law regarding security interests in lieu of true sales (.5).	Anabi, Andrew Issa	5.30	2,782.50
18-Apr-19	Correspond with internal working group and Kirkland team regarding Debtors' claims investigation Committee and members (.2); correspond with R. Ferraioli and K. Richardson regarding draft presentation to Committee regarding claims (.4); review claims investigation and statute of limitations research (.4); discuss same with R. Ferraioli (.4); meet with internal working group regarding Uniti investigation status (1.1); correspond with R. Ferraioli regarding research on collapsing transactions in fraudulent transfer context (.2); review same (.2).	Damast, Craig A.	2.90	2,682.50
18-Apr-19	Review materials prepared by A. Masykanova regarding analysis in connection with sale leaseback (.9); meet with internal working group regarding Uniti investigation status (1.1).	Dopsch, Peter C.	2.00	2,300.00
18-Apr-19	Conduct and analyze legal research in connection with investigation (.8); meet with internal meeting regarding Uniti investigation status (1.1); discuss claims investigation and statute of limitations with C. Damast (.4).	Ferraioli, Raff	2.30	1,265.00
18-Apr-19	Draft memorandum summarizing debt exchange transactions (2.9); review credit documents (.9).	Good, Thomas H.	3.80	2,850.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Apr-19	Call with internal working group regarding Uniti investigation status (1.1); review and analyze investigation tracker regarding open projects (.1).	Goren, Todd M.	1.20	1,380.00
18-Apr-19	Revise workstream tracker.	Greer, Jocelyn Edith	0.50	350.00
18-Apr-19	Review updated claims memorandum and research (2); correspond with internal working group regarding claims research (.5).	Levitt, Jamie A.	2.50	3,062.50
18-Apr-19	Review task list regarding investigation (.6); meet with internal working group regarding Uniti investigation status (1.1); review factual memorandum regarding Uniti transaction background (1.2).	Marines, Jennifer L.	2.90	3,190.00
18-Apr-19	Review relevant transaction documents (1.9); call with internal working group regarding Uniti investigation status (1.1); revise summaries of transaction and analysis (.4).	Masykanova, Aisulu	3.40	2,873.00
18-Apr-19	Prepare presentation regarding investigation for Committee (1.8); revise investigations workstream tracker (1.3); correspond with J. Greer regarding same (.2); review true sale analysis factors (1.1); meet with internal working group regarding Uniti investigation status (1.1).	Richardson Arnould, Ka	5.50	2,887.50
19-Apr-19	Conduct legal research case law regarding security interest and true sale.	Anabi, Andrew Issa	2.10	1,102.50
19-Apr-19	Review credit documents (3.8); draft memorandum summarizing debt exchange offers and associated chart of revised capital structure (3.9).	Good, Thomas H.	7.70	5,775.00
19-Apr-19	Revise claims memorandum.	Greer, Jocelyn Edith	2.00	1,400.00
19-Apr-19	Review correspondence regarding transaction.	Masykanova, Aisulu	0.20	169.00
19-Apr-19	Prepare presentation regarding investigation for Committee.	Richardson Arnould, Ka	1.80	945.00
22-Apr-19	Research case law regarding remedies and granting clause (1.4); conduct legal research regarding case law regarding true sales and sale leaseback transactions (1.5).	Anabi, Andrew Issa	2.90	1,522.50
22-Apr-19	Correspond with A. Masykanova and A. Madori regarding title searches for claims investigation (.3); correspond with Alix team regarding Uniti transaction and determining which entities owned which assets sold to Uniti (.4); review return correspondence and documents regarding same (.4); correspond with internal working group regarding same (.2); subsequent correspondence with J. Dutton (Alix) and A. Masykanova regarding same (.4); review draft of factual description of sale leaseback transaction (.9).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
22-Apr-19	Analyze correspondence regarding claims investigation.	Ferraioli, Raff	0.10	55.00
22-Apr-19	Draft preliminary memorandum summarizing debt exchange transactions and changes to Debtor capital structure.	Good, Thomas H.	5.20	3,900.00
22-Apr-19	Review memorandum regarding investigation status and potential claims.	Goren, Todd M.	0.60	690.00
22-Apr-19	Conduct legal research and draft memorandum regarding potential claims (1.5); correspond with E. Richards and L. Westergaard regarding background meeting for initial claims investigation (.3); correspond with L. Marinuzzi, J. Levitt and R. Howell (Kirkland) regarding call to discuss special investigation committee (.3).	Greer, Jocelyn Edith	2.10	1,470.00
23-Apr-19	Research case law related to true sales in leaseback transactions (3.2); prepare memorandum regarding true sale research (.9).	Anabi, Andrew Issa	4.10	2,152.50
23-Apr-19	Correspond with internal working group regarding claims investigation (.3); review same (.3); correspond with M. Adomanis (Perella) regarding Uniti investor presentation (.1); review same (.2); correspond with internal working group regarding same (.2); discuss claims investigation related research with R. Ferraioli (.2).	Damast, Craig A.	1.30	1,202.50
23-Apr-19	Conduct and analyze legal research regarding potential claims and remedies (.7); discuss same with T. Goren (.4); draft memorandum in connection with same (.5); discuss claims investigation related research with C. Damast (.2).	Ferraioli, Raff	1.80	990.00
23-Apr-19	Review research regarding potential claims and remedies with R. Ferraioli (.4); call with Kirkland regarding investigation (.4); correspond with J. Levitt regarding same (.2); review Uniti investor presentation (.3).	Goren, Todd M.	1.30	1,495.00
23-Apr-19	Call with Kirkland regarding investigation (.4); correspond with J. Levitt regarding Windstream notes (.6).	Greer, Jocelyn Edith	1.00	700.00
23-Apr-19	Review Uniti investor presentation in connection with investigation.	Marines, Jennifer L.	1.10	1,210.00
24-Apr-19	Review investigation memorandum and powerpoint (.3); review and revise draft of factual description of sale leaseback transaction (2.7).	Damast, Craig A.	3.00	2,775.00
24-Apr-19	Discuss transaction documents and related matters with A. Masykanova and J. Greer.	Dopsch, Peter C.	0.80	920.00
24-Apr-19	Conduct and analyze legal research regarding potential claims and SDNY decision (1.1); correspond with C. Damast regarding same (.1).	Ferraioli, Raff	1.20	660.00

MORRISON | FOERSTER

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24-Apr-19	Discuss transaction documents and related matters with P. Dopsch and A. Masykanova.	Greer, Jocelyn Edith	0.80	560.00
24-Apr-19	Review factors for recharacterization and precedent claims (1.3); review potential avoidance actions regarding secured debt (.9).	Marinuzzi, Lorenzo	2.20	2,860.00
24-Apr-19	Review and summarize relevant transaction documents (.7); discuss transaction documents and related matters with P. Dopsch and J. Greer (.8).	Masykanova, Aisulu	1.50	1,267.50
25-Apr-19	Prepare memorandum regarding true sale research.	Anabi, Andrew Issa	3.10	1,627.50
25-Apr-19	Correspond with K. Richardson regarding preparation for claims investigation meeting (.2); correspond with A. Masykanova and J. Greer regarding recharacterization analysis (.2).	Damast, Craig A.	0.40	370.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Dopsch, Peter C.	1.00	1,150.00
25-Apr-19	Conduct and analyze legal research regarding potential claims (2.6); draft memorandum regarding same (.7); call with Milbank regarding potential claims against Aurelius or Windstream (.8); meet with internal working group regarding Uniti investigation status (1.0); analyze and provide comments to update regarding call with Milbank (.3).	Ferraioli, Raff	5.40	2,970.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream (.8); correspond with J. Levitt regarding same (.1); meet with internal working group regarding Uniti investigation status (1.0).	Goren, Todd M.	1.90	2,185.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream (.8); correspond with R. Ferraioli regarding update on call with Milbank (.2).	Greer, Jocelyn Edith	1.00	700.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream.	Kaufman, David H.	0.80	980.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream (.8); meet with internal working group regarding Uniti investigation status (1.0).	Levitt, Jamie A.	1.80	2,205.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status (1.0); review revised memorandum regarding recharacterization claims (1.0).	Marines, Jennifer L.	2.00	2,200.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
25-Apr-19	Meet with internal working group regarding Uniti investigation status (1.0); review revised draft memorandum regarding recharacterization claims (1.2); review financial projections from 2015 concerning Uniti (.6); review additional relevant materials on solvency regarding Uniti (.7).	Marinuzzi, Lorenzo	3.50	4,550.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Masykanova, Aisulu	1.00	845.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream.	Rappoport, Steve	0.80	716.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Richards, Erica J.	1.00	925.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status (1.0); draft presentation for Committee regarding claims investigation (1.6).	Richardson Arnould, Ka	2.60	1,365.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Westergaard, Lily Vale	1.00	525.00
26-Apr-19	Prepare memorandum regarding true sale research.	Anabi, Andrew Issa	6.50	3,412.50
26-Apr-19	Correspond with R. Ferraioli regarding Uniti claims investigation research and Judge Farnan's decision (.3); further review of draft of Uniti transaction factual description memorandum (2.0); correspond with A. Masykanova and R. Ferraioli regarding same and additions (.3).	Damast, Craig A.	2.60	2,405.00
26-Apr-19	Follow up on real estate analysis with respect to transfer by deed.	Dopsch, Peter C.	0.50	575.00
26-Apr-19	Correspond with internal working group regarding sale and lease back transaction (.1); conduct and analyze legal research regarding same (.6); correspond with J. Greer regarding claims investigation and memorandum in connection with same (.2); conduct and analyze legal research regarding same (4.1); draft memorandum regarding same (1.4).	Ferraioli, Raff	6.40	3,520.00
29-Apr-19	Research case law surrounding true sales and fixture filing requirements.	Anabi, Andrew Issa	2.10	1,102.50
29-Apr-19	Review and revise memorandum regarding Uniti transaction (3.2); correspond with A. Masykanova regarding same and revisions (.2); discuss same with R. Ferraioli and A. Masykanova (.2); discuss status of research with R. Ferraioli (.2).	Damast, Craig A.	3.80	3,515.00
29-Apr-19	Review correspondence regarding recharacterization analysis.	Dopsch, Peter C.	0.30	345.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
29-Apr-19	Conduct and analyze legal research regarding claims investigation (1.9); discuss status of research with C. Damast (.2); draft memorandum in connection with same (.4); discuss memorandum regarding Uniti transaction with C. Damast and A. Masykanova (.2).	Ferraioli, Raff	2.70	1,485.00
29-Apr-19	Analyze summary regarding investigation status.	Goren, Todd M.	0.60	690.00
29-Apr-19	Review title searches for claims investigation.	Madori, Andrea M.	0.80	316.00
29-Apr-19	Review Uniti management presentation (1.0); review litigation documents related to potential claims (1.0).	Marines, Jennifer L.	2.00	2,200.00
29-Apr-19	Discuss memorandum regarding Uniti transaction with C. Damast and R. Ferraioli.	Masykanova, Aisulu	0.20	169.00
29-Apr-19	Conduct legal research regarding potential claim and possible defense.	Richardson Arnould, Ka	3.90	2,047.50
30-Apr-19	Review documents and prepare chart of guarantors, collateral and perfected assets (2.2); meet with A. Masykanova, P. Dopsch and C. Damast regarding research, documents and summary of arguments (.5); research case law regarding true sales, fixtures and usefulness (.2).	Anabi, Andrew Issa	2.90	1,522.50
30-Apr-19	Correspond with A. Masykanova regarding Uniti memorandum, power point presentation and in-person Committee meeting (.8); meet with A. Masykanova, A. Anabi and P. Dopsch regarding research, documents and summary of arguments (.5); review current draft of Uniti memorandum (.6); discuss claims investigation research and results with R. Ferraioli (.3).	Damast, Craig A.	2.20	2,035.00
30-Apr-19	Meet with A. Masykanova, A. Anabi and C. Damast regarding research, documents and summary of arguments.	Dopsch, Peter C.	0.50	575.00
30-Apr-19	Conduct and analyze legal research regarding claims investigation (.1); discuss same and results with C. Damast (.3); revise memorandum in connection with same (.4); conduct and analyze legal research regarding procedural limitations and statute of limitations on certain claims (.3).	Ferraioli, Raff	1.10	605.00
30-Apr-19	Review research related to equitable subordination and trustee claims (1.2); review research regarding collapsed transaction (1.0).	Marines, Jennifer L.	2.20	2,420.00
30-Apr-19	Review relevant documents and research and revise summary of arguments (6.1); meet with C. Damast, P. Dopsch and A. Anabi regarding same (.5).	Masykanova, Aisulu	6.60	5,577.00
Total: 026	Claims Investigation		640.20	552,789.00

Lien Investigation

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
15-Mar-19	Discuss lien investigation with E. Richards.	Peck, Geoffrey R.	0.30	337.50
15-Mar-19	Discuss lien investigation with G. Peck.	Richards, Erica J.	0.30	277.50
26-Mar-19	Review documents related to lien perfection and debt authorizations.	Marines, Jennifer L.	1.00	1,100.00
28-Mar-19	Prepare lien investigation request.	Peck, Geoffrey R.	0.70	787.50
29-Mar-19	Prepare lien investigation request.	Peck, Geoffrey R.	2.60	2,925.00
04-Apr-19	Correspond with L. Sullivan regarding status of lien investigation.	Richards, Erica J.	0.10	92.50
04-Apr-19	Review pre-petition debt documents and intercreditor agreements (.2); correspond with internal working group regarding background of bankruptcy and existing liens (.4); review newly delivered pre-petition loan documentation (.3).	Sullivan, Lauren Marie	0.90	675.00
11-Apr-19	Order lien searches for A. Masykanova.	Zaccarelli, Monet D.	0.50	145.00
15-Apr-19	Review and distribute lien search results for A. Masykanova.	Zaccarelli, Monet D.	0.50	145.00
17-Apr-19	Review status of lien review, including document requests, perfection filings and related inquiries.	Marines, Jennifer L.	1.20	1,320.00
17-Apr-19	Correspond with service company and P. Dopsch regarding lien searches (.2); order additional lien searches (.8).	Zaccarelli, Monet D.	1.00	290.00
18-Apr-19	Review and distribute lien search results for A. Masykanova.	Zaccarelli, Monet D.	1.00	290.00
23-Apr-19	Review due diligence documentation received to date, including lien search results (1.6); review DIP credit agreement and security agreement to obtain list of guarantor entities' names and jurisdictions (2.0).	Sullivan, Lauren Marie	3.60	2,700.00
24-Apr-19	Review precedent documentation for collateral review (.7); draft lien review checklist and review types of collateral in JPM security agreement (1.1); review lien searches conducted to date (.8); review parties to DIP security agreement and collateral documents and jurisdictions of formation (1.2).	Sullivan, Lauren Marie	3.80	2,850.00
25-Apr-19	Review lien search results for JPM security agreement.	Sullivan, Lauren Marie	0.30	225.00
25-Apr-19	Correspond with A. Masykanova regarding lien searches (.3); order fixture filing searches (.2).	Zaccarelli, Monet D.	0.50	145.00
26-Apr-19	Review included and excluded collateral for JPM security agreement.	Sullivan, Lauren Marie	0.50	375.00
30-Apr-19	Review status of lien review in connection with debt issuances, mortgage searches and other lien review matters.	Marines, Jennifer L.	1.10	1,210.00
30-Apr-19	Review Committee requirements for certain collateral perfection requirements.	Sullivan, Lauren Marie	0.20	150.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
Total: 027	Lien Investigation		20.10	16,040.00
Other Motions/Applications				
13-Mar-19	Discuss request for equity committee with L. Marinuzzi.	Goren, Todd M.	0.40	460.00
13-Mar-19	Review request for equity Committee (.1); discuss same with T. Goren (.4).	Marinuzzi, Lorenzo	0.50	650.00
15-Mar-19	Review equity Committee request (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00
16-Mar-19	Correspond with internal working group regarding letter request for formation of equity committee (.3); review letter (.2).	Damast, Craig A.	0.50	462.50
16-Mar-19	Review equity committee request and considerations regarding value.	Marinuzzi, Lorenzo	0.60	780.00
19-Mar-19	Correspond with Kirkland regarding upcoming motions and claims analysis.	Richardson Arnould, Ka	1.10	577.50
24-Mar-19	Conduct and analyze research regarding appointment of equity committee.	Ferraioli, Raff	0.60	330.00
25-Mar-19	Conduct and analyze research regarding appointment of equity committee (1.4); draft response to request to appoint equity committee (2.6); analyze comments regarding same (.3); correspond with Committee professionals in connection with research regarding same (.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	4.70	2,585.00
25-Mar-19	Revise draft letter responding to request for appointment of equity committee.	Richards, Erica J.	0.90	832.50
25-Mar-19	Conduct and analyze legal research regarding request for equity committee and factors considered by courts in their determinations (1.9); analyze precedent regarding same (1.5).	Richardson Arnould, Ka	3.40	1,785.00
26-Mar-19	Review and revise draft of letter response to equity holders' request to appoint equity committee (1.4); correspond with R. Ferraioli regarding same and comments (.3); correspond with internal working group regarding same and additional comments (.6); review revised draft of letter response (.4).	Damast, Craig A.	2.70	2,497.50
26-Mar-19	Review and fact and cite check letter response regarding equity committee.	Delehanty, Danielle Ei	1.00	360.00
26-Mar-19	Analyze comments to Committee response to request to appoint equity committee (.8); revise same (1.1).	Ferraioli, Raff	1.90	1,045.00
26-Mar-19	Review and revise letter to U.S. Trustee regarding equity committee.	Goren, Todd M.	0.60	690.00
26-Mar-19	Review response to equity committee request.	Marines, Jennifer L.	0.70	770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
26-Mar-19	Conduct and analyze legal research regarding equity committee requests (2.6); draft memorandum regarding same (1.5).	Richardson Arnould, Ka	4.10	2,152.50
27-Mar-19	Review response to equity committee request (.9); conduct and analyze legal research regarding same (.4).	Richardson Arnould, Ka	1.30	682.50
01-Apr-19	Correspond with P. Schwartzberg (U.S. Trustee) regarding equity committee response (.2); review internally status of response letter (.3).	Marinuzzi, Lorenzo	0.50	650.00
02-Apr-19	Correspond with F. Petrie (Kirkland) regarding Debtors' response to request for appointment of equity committee (.1); review draft of same (.4); correspond with internal working group regarding Committee's letter response to request to appoint equity committee (.2); review same (.2).	Damast, Craig A.	0.90	832.50
02-Apr-19	Analyze and revise response to letter requesting equity committee.	Ferraioli, Raff	1.10	605.00
02-Apr-19	Review updated draft of letter to U.S. Trustee regarding equity committee (.4); review Kirkland draft letter regarding same (.5).	Goren, Todd M.	0.90	1,035.00
03-Apr-19	Correspond with R. Ferraioli and P. Schwartzberg (U.S. Trustee) regarding Committee's letter response to request to appoint equity committee (.2); correspond with T. Lynch (equity holder) and P. Schwartzberg regarding equity committee request and additional information (.2); review same (.4).	Damast, Craig A.	0.80	740.00
03-Apr-19	Conduct and analyze legal research regarding information sharing motion (.3); analyze response to letter requesting equity committee (.9).	Ferraioli, Raff	1.20	660.00
03-Apr-19	Finalize letter to U.S. Trustee regarding equity committee (.8); review former employee submission for equity committee (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
04-Apr-19	Review letter from P. Schwartzberg (U.S. Trustee) regarding U.S. Trustee decision not to appoint equity committee at this time (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.40	370.00
04-Apr-19	Conduct and analyze legal research regarding information sharing procedures (.5); draft motion in connection with same (.4).	Ferraioli, Raff	0.90	495.00
04-Apr-19	Review U.S. Trustee determination on equity committee (.3); review correspondence from equity holder regarding basis for U.S. Trustee determination (.3); draft memorandum to internal working group regarding equity committee determination memorandum (.2).	Marinuzzi, Lorenzo	0.80	1,040.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
22-Apr-19	Correspond with R. Ferraioli and K. Richardson regarding various motions to be filed by Debtors and need for Committee update (.2); review and revise summaries of same (.8); correspond (.2) and discuss (.2) same with R. Ferraioli; correspond with internal working group regarding same (.2).	Damast, Craig A.	1.60	1,480.00
22-Apr-19	Analyze draft removal motion (.3); correspond with internal working group regarding upcoming filings (.1).	Ferraioli, Raff	0.40	220.00
22-Apr-19	Review draft removal motion.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review draft removal extension motion.	Richards, Erica J.	0.20	185.00
24-Apr-19	Analyze recently filed pleadings (.7); circulate internal memorandum regarding same (.3).	Ferraioli, Raff	1.00	550.00
24-Apr-19	Review recently filed motions.	Richardson Arnould, Ka	1.20	630.00
25-Apr-19	Review Ohio utility request for additional adequate assurance.	Marinuzzi, Lorenzo	0.30	390.00
26-Apr-19	Call and correspond with B. Weiland (Kirkland) regarding upcoming motions.	Goren, Todd M.	0.40	460.00
Total: 029	Other Motions/Applications		39.60	29,467.50
Time Entry Review				
22-Apr-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.60	880.00
24-Apr-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
Total: 032	Time Entry Review		2.20	1,210.00
Governmental/Regulatory				
13-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.20	225.00
14-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.20	225.00
15-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.60	675.00
15-Mar-19	Conduct legal research regarding FCC related bankruptcy issues.	Plymale, Rachael K.	4.90	3,405.50
16-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.10	112.50
17-Mar-19	Review proposals by investment bankers in order to identify FCC and regulatory issues.	Palmore, Joseph R.	1.00	1,125.00
18-Mar-19	Listen to investment banker presentations in order to identify FCC and regulatory issues.	Palmore, Joseph R.	3.00	3,375.00
18-Mar-19	Conduct legal research regarding FCC related bankruptcy issues and security interests in FCC licenses.	Plymale, Rachael K.	2.90	2,015.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
20-Mar-19	Conduct legal research regarding FCC related bankruptcy issues and security interests in FCC licenses.	Plymale, Rachael K.	2.60	1,807.00
22-Mar-19	Conduct legal research regarding FCC license transfers in bankruptcy proceedings.	Plymale, Rachael K.	4.80	3,336.00
26-Mar-19	Conduct legal research regarding FCC related bankruptcy issues.	Plymale, Rachael K.	2.40	1,668.00
27-Mar-19	Correspond with internal working group regarding FCC issues.	Palmore, Joseph R.	0.20	225.00
27-Mar-19	Conduct legal research regarding FCC related bankruptcy issues and prepare summary regarding same.	Plymale, Rachael K.	3.30	2,293.50
28-Mar-19	Discuss FCC issues with R. Plymale.	Palmore, Joseph R.	0.40	450.00
28-Mar-19	Conduct legal research regarding FCC issues (2.2); discuss same with J. Palmore (.4).	Plymale, Rachael K.	2.60	1,807.00
02-Apr-19	Draft summary of relevant FCC related bankruptcy considerations.	Plymale, Rachael K.	1.80	1,251.00
04-Apr-19	Review and revise FCC issues memorandum.	Palmore, Joseph R.	0.50	562.50
04-Apr-19	Review and revise FCC issues summary.	Plymale, Rachael K.	0.20	139.00
05-Apr-19	Analyze legal research related to FCC licenses.	Marines, Jennifer L.	1.00	1,100.00
Total: 035	Governmental/Regulatory		32.70	25,797.50

Current Fees	1,703,186.00
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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
 Invoice Date: May 31, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
22602	Birnbaum, Michael D.	1,125.00	2.10	2,362.50
22793	Carbone, Anthony J.	1,500.00	1.80	2,700.00
14140	Goren, Todd M.	1,150.00	151.70	174,455.00
10213	Kaufman, David H.	1,225.00	31.50	38,587.50
04458	Levitt, Jamie A.	1,225.00	56.00	68,600.00
17456	Marines, Jennifer L.	1,100.00	157.20	172,920.00
14116	Marinuzzi, Lorenzo	1,300.00	197.70	257,010.00
14117	Miller, Brett H.	1,400.00	21.50	30,100.00
19284	Palmore, Joseph R.	1,125.00	6.80	7,650.00
12345	Peck, Geoffrey R.	1,125.00	27.60	31,050.00
21822	Anabi, Andrew Issa	525.00	85.40	44,835.00
22181	Ferraioli, Raff	550.00	249.30	137,115.00
23534	Greer, Jocelyn Edith	700.00	164.50	115,150.00
19988	Masykanova, Aisulu	845.00	49.20	41,574.00
20344	Plymale, Rachael K.	695.00	34.80	24,186.00
19721	Rappoport, Steve	895.00	37.50	33,562.50
21823	Richardson Arnould, Ka	525.00	213.60	112,140.00
23425	Sullivan, Lauren Marie	750.00	23.10	17,325.00
21829	Westergaard, Lily Vale	525.00	6.10	3,202.50
08676	Dopsch, Peter C.	1,150.00	22.30	25,645.00
14863	Carey, Chrys A.	875.00	5.90	5,162.50
18499	Hammar, Julian E.	975.00	16.80	16,380.00
14078	Richards, Erica J.	925.00	131.30	121,452.50
17117	Schwartz, James	995.00	15.90	15,820.50
17323	Damast, Craig A.	925.00	169.00	156,325.00
21115	Good, Thomas H.	750.00	42.10	31,575.00
16238	Madori, Andrea M.	395.00	2.30	908.50
18387	Delehanty, Danielle Ei	360.00	50.20	18,072.00
19867	Zaccarelli, Monet D.	290.00	3.50	1,015.00
15029	Bergelson, Vadim	345.00	6.10	2,104.50
15298	Nguyen, Thuan H.	345.00	0.40	138.00
99850	Research Services*	375.00	0.50	187.50
	Client Accommodation – ½ Non-Working Travel			(4,915.00)
	Client Accommodation – Time Entry Review			(1,210.00)
TOTAL			1,983.70	1,703,186.00

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.

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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
 Invoice Date: May 31, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	4.70	4,675.00
005	Budgeting (Case)	2.40	2,025.00
006	Business Operations	5.50	5,545.00
007	Case Administration	154.90	120,267.50
008	Claims Administration and Objections	5.20	4,727.50
010	Employee Benefits and Pensions	42.10	41,020.00
011	Employment and Fee Applications	64.10	47,144.00
013	Financing and Cash Collateral	213.40	211,682.00
014	Other Litigation	81.00	70,853.00
015	Meetings and Communications with Creditors	212.20	205,110.00
016	Non-Working Travel	14.30	9,830.00
019	Relief from Stay and Adequate Protection	7.90	7,030.00
020	Reporting	0.80	740.00
023	Discovery	181.40	157,520.00
024	Hearings	79.60	65,193.00
025	First and Second Day Motions	179.40	130,645.00
026	Claims Investigation	640.20	552,789.00
027	Lien Investigation	20.10	16,040.00
029	Other Motions/Applications	39.60	29,467.50
032	Time Entry Review	2.20	1,210.00
035	Governmental/Regulatory	32.70	25,797.50
	Client Accommodation – ½ Non-Working Travel		(4,915.00)
	Client Accommodation – Time Entry Review		(1,210.00)
	TOTAL	1,983.70	1,703,186.00

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Disbursement Detail

Date	Description	Value
30-Apr-19	On-line Research - LEXIS	8.40
30-Apr-19	On-line Research - WESTLAW	15,241.80
30-Apr-19	On-line Research - OTHER DATABASE	2.30
30-Apr-19	Air Freight	82.56
15-Apr-19	Court filing service, CourtSolutions, K. Richardson, 4/15/19, hearing	70.00
18-Apr-19	Court filing service, CourtCall, K. Richardson, 4/16/19, hearing	128.00
15-Apr-19	Search fees, CT Lien Solutions, lien search	144.13
18-Apr-19	Search fees, CT Lien Solutions, lien searches	7,281.37
19-Mar-19	Local travel, taxi/car service, T. Goren, 9:11 pm, 3/12/19	147.38
08-Apr-19	Travel, taxi/car service, J. Marines, ground travel to Committee meeting, 4/8/19	40.56
08-Apr-19	Travel, taxi/car service, J. Marines, ground travel from Committee meeting, 4/8/19	128.88
09-Apr-19	Local travel, taxi/car service, E. Richards, 11:25 pm, 4/9/19	47.81
10-Apr-19	Local travel, taxi/car service, T. Goren, 9:02pm, 4/10/19	151.60
15-Apr-19	Travel, taxi/car service, E. Richards, travel to White Plains for hearing, 4/15/19	86.92
15-Apr-19	Travel, train, J. Greer, travel to White Plains for hearing, 4/15/19	12.25
15-Apr-19	Travel, train, R. Ferraioli, travel to White Plains for hearing, 4/15/19	12.25
16-Apr-19	Travel, taxi/car service, R. Ferraioli and E. Richards, travel from White Plains following hearing, 4/16/19	46.03
16-Apr-19	Travel, taxi/car service, R. Ferraioli, travel to White Plains for hearing, 4/16/19	11.42
16-Apr-19	Travel, taxi/car service, E. Richards, travel to White Plains for hearing, 4/16/19	87.46
30-Apr-19	Travel, plane, J. Greer, travel to Little Rock for deposition, 4/30/19	955.50
30-Apr-19	Travel, taxi/car service, J. Greer, ground travel from airport, traveling to Little Rock for deposition, 4/30/19	28.49
30-Apr-19	Travel, hotel, J. Greer, one night stay in Marriott, in Little Rock for deposition, 4/30/19	125.36
12-Mar-19	Business meals, 9 attendees, Windstream meeting, 3/12/19	180.00
13-Mar-19	Business meals, 18 attendees, Windstream meeting, 3/13/19	244.22
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	300.00
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	231.72
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	300.00
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	300.00
25-Mar-19	Business meals, 6 attendees, Windstream meeting, 3/25/19	120.00
01-Apr-19	Business meals, 8 attendees, Windstream meeting, 4/2/19	160.00
08-Apr-19	Business meals, 28 attendees, Windstream meeting, 4/8/19	560.00
08-Apr-19	Business meals, 8 attendees, Windstream meeting, 4/9/19	160.00
22-Apr-19	Business meals, 7 attendees, Windstream meeting, 4/22/19	140.00
29-Apr-19	Business meals, 7 attendees, Windstream meeting, 4/29/19	140.00
Current Disbursements		27,676.41

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	1,703,186.00
Total Disbursements	27,676.41
Total Amount Due	1,730,862.41

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 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)
)	

**SECOND MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
 AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD MAY 1, 2019 THROUGH MAY 31, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	May 1, 2019 through May 31, 2019 (the “ <u>Fee Period</u> ”)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$921,873.25 (80% = \$737,498.60)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$13,585.04

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$921,873.25 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$184,374.65, for a total fee request of 737,498.60;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$13,585.04

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from May 1, 2019 through and including May 31, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 1,128.50 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$921,873.25 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$184,374.65 for a total fee request of \$737,498.60 together with reimbursement of expenses in the amount of \$13,585.04 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
July 15, 2019

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

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
003	Assumption and Rejection of Leases and Contracts	2.60	\$2,142.50
006	Business Operations	6.80	\$7,440.00
007	Case Administration	29.10	\$21,177.00
008	Claims Administration and Objections	2.80	\$3,040.00
010	Employee Benefits and Pensions	143.00	\$133,131.50
011	Employment and Fee Applications	8.50	\$6,365.00
014	Other Litigation	41.60	\$38,254.00
015	Meetings and Communications with Creditors	81.20	\$70,468.00
016	Non-Working Travel	20.80	\$17,792.50
017	Plan and Disclosure Statement	4.60	\$4,390.00
019	Relief from Stay and Adequate Protection	13.30	\$10,095.00
020	Reporting	1.20	\$1,110.00
021	Tax	6.60	\$7,677.50
023	Discovery	144.00	\$109,795.00
024	Hearings	54.90	\$40,286.50
025	First and Second Day Motions	1.20	\$1,297.50
026	Claims Investigation	500.10	\$422,191.50
027	Lien Investigation	34.40	\$23,170.00
029	Other Motions/Applications	5.90	\$3,112.50
030	Schedules and Statements	13.80	\$7,833.50
032	Time Entry Review	12.10	\$8,342.50
Total Incurred:		1,128.50	\$939,112.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred)			(\$8,896.25)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$8,342.50)
Total Requested:			\$921,873.25

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Blaivas, Jay	Partner	1996	Tax	\$1,175.00	5.60	\$6,580.00
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	78.00	\$89,700.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	1.60	\$1,960.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	63.30	\$77,542.50
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	62.20	\$68,420.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	92.10	\$119,730.00
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	6.30	\$7,087.50
Salon, Justin R.	Partner	2005	Corporate	\$1,065.00	0.50	\$532.50
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	27.20	\$31,280.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	45.80	\$42,365.00
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	132.40	\$122,470.00
Anabi, Andrew Issa	Associate	2019	Finance	\$525.00	61.30	\$32,182.50
Bullard, Miranda	Associate	2018	Finance	\$550.00	1.10	\$605.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	129.50	\$71,225.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Good, Thomas H.	Associate	2007	Business Restructuring & Insolvency	\$750.00	14.30	\$10,725.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	120.60	\$84,420.00
Masyllkanova, Aisulu	Associate	2013	Finance	\$845.00	44.20	\$37,349.00
Plymale, Rachael K.	Associate	2015	Litigation	\$695.00	3.30	\$2,293.50
Rappoport, Steve	Associate	2009	Litigation	\$895.00	43.00	\$38,485.00
Richardson Arnould, Kat	Associate	Pending	Business Restructuring & Insolvency	\$525.00	98.40	\$51,660.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	9.40	\$7,050.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	28.00	\$14,700.00
Grandeau, Ryan J.	Summer Associate	N/A	N/A	\$285.00	2.90	\$826.50
Jensen, Sofie	Int'l Visiting Attorney	N/A	Finance	\$275.00	0.10	\$27.50

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Guido, Laura	Senior Paralegal	11 years	Business Restructuring & Insolvency	\$375.00	4.60	\$1,725.00
Haley, Sharon L.	Senior Paralegal	4.5 years	Real Estate	\$400.00	2.10	\$840.00
Madori, Andrea	Senior Paralegal	8 years	Real Estate	\$395.00	0.30	\$118.50
Delehanty, Danielle E.	Paralegal	6 years	Business Restructuring & Insolvency	\$360.00	26.80	\$9,648.00
Kweon, Christie Y.	Paralegal	2 years	Finance	\$295.00	3.30	\$973.50
Zaccarelli, Monet D.	Paralegal	3.5 years	Finance	\$290.00	7.00	\$2,030.00
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	10.10	\$3,484.50
Nguyen, Thuan H.	eDiscovery Project Manager	3.5 years	Litigation	\$345.00	1.00	\$345.00
Research Services*	Staff	N/A	Litigation	\$375.00	0.90	\$315.00
eDiscovery Services**	Staff	N/A	Litigation	\$375.00	1.30	\$416.00

* 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.

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,163.61	382.60	\$445,197.50
Associates and Attorneys	\$688.48	688.50	\$474,019.00
Total Incurred by all Attorneys:	\$858.20	1,071.10	\$919,216.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$8,896.25)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			(\$8,342.50)
Blended Attorney Rate:	\$842.10	1,071.10	\$901,977.75
Paraprofessionals and Non-Legal Staff	\$346.60	57.40	\$19,895.50
Total Requested:	\$816.90	1,128.50	\$921,873.25

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Reporting Fees	\$100.00
Search Fees	\$4,771.06
Travel	\$367.46
On-line Research – LEXIS	\$106.40
On-line Research – WESTLAW	\$7,075.60
Epiq eDiscovery Managed Services	\$568.30
Business Meals	\$420.00
Travel Meals	\$12.14
Air Freight	\$24.76
Transportation	\$139.32
Total Requested	\$13,585.04

Exhibit D

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
15-May-19	Correspond with J. Luze (Kirkland) regarding rejection schedule in connection with GLM and related contracts (.1); review same (.2).	Damast, Craig A.	0.30	277.50
16-May-19	Review notice of rejection regarding certain executory contracts.	Damast, Craig A.	0.20	185.00
24-May-19	Review Debtors' motion to extend time to assume or reject leases (.6); review and revise summary of same for Committee (.6); correspond with internal working group regarding same (.2).	Damast, Craig A.	1.40	1,295.00
24-May-19	Analyze motion to extend deadline to assume or reject leases of non-residential real property (.3); draft internal memorandum regarding same (.3); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.70	385.00
Total: 003	Assumption and Rejection of Leases and Contracts		2.60	2,142.50
Business Operations				
03-May-19	Review cash flow reporting.	Marinuzzi, Lorenzo	0.50	650.00
06-May-19	Correspond with internal working group and Kirkland team regarding cash management and tax monthly reporting (.2); review same (.2).	Damast, Craig A.	0.40	370.00
13-May-19	Correspond with internal working group and Kirkland team regarding Debtors' opening of new bank accounts.	Damast, Craig A.	0.20	185.00
13-May-19	Review correspondence from Debtors regarding new bank accounts (.2); correspond with Alix partners regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
14-May-19	Analyze Uniti Q1-19 earnings update presentation.	Richardson Arnould, Ka	0.40	210.00
15-May-19	Review Debtors' monthly operating report (.3); correspond with B. Mendelsohn (Perella) regarding Debtors' Q1 earnings release (.1); review same (.2).	Damast, Craig A.	0.60	555.00
15-May-19	Review business operations and financial reporting (.4); review Uniti performance (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
17-May-19	Review first day and cash variance reporting.	Goren, Todd M.	0.60	690.00
28-May-19	Correspond with internal working group regarding Debtors' business plan and status.	Damast, Craig A.	0.30	277.50
28-May-19	Correspond with Alix and Perella regarding status of business plan.	Goren, Todd M.	0.20	230.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
29-May-19	Analyze correspondence regarding Uniti lease and potential workout structures.	Richards, Erica J.	0.10	92.50
31-May-19	Call with Uniti advisors regarding lease and potential workout structures.	Blaivas, Jay	0.50	587.50
31-May-19	Call with Uniti advisors regarding lease and potential workout structures (.5); follow-up discussion with Perella regarding same (.3).	Goren, Todd M.	0.80	920.00
31-May-19	Call with Uniti advisors regarding lease and potential workout structures.	Marinuzzi, Lorenzo	0.50	650.00
31-May-19	Call with Uniti advisors regarding lease and potential workout structures.	Richards, Erica J.	0.50	462.50
Total: 006	Business Operations		6.80	7,440.00
Case Administration				
01-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
01-May-19	Coordinate with internal working group regarding upcoming in-person Committee meeting.	Ferraioli, Raff	0.10	55.00
02-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
03-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
06-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
07-May-19	Correspond with P. Dopsch and A. Masyllkanova regarding weekly professionals' call, participation and arrangements for in-person Committee meeting (.4); prepare for (.4) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.60	1,480.00
07-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.3).	Delehanty, Danielle Ei	0.50	180.00
07-May-19	Prepare for (.2) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.3).	Ferraioli, Raff	1.00	550.00
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Goren, Todd M.	0.80	920.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Greer, Jocelyn Edith	0.80	560.00
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
07-May-19	Participate on weekly professionals' call.	Plymale, Rachael K.	0.50	347.50
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Richards, Erica J.	0.80	740.00
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	0.80	420.00
09-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
09-May-19	Correspond with Perella regarding case status and discussions with PJT.	Goren, Todd M.	0.20	230.00
10-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
10-May-19	Correspond with Committee members regarding expense reimbursements (.2); analyze remittance details in connection with same (.1); correspond with Alvarez regarding same (.1).	Ferraioli, Raff	0.40	220.00
13-May-19	Call with J. Luze (Kirkland) regarding status of hearing and upcoming motions.	Goren, Todd M.	0.20	230.00
14-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
15-May-19	Review signed removal extension order.	Damast, Craig A.	0.10	92.50
16-May-19	Review Debtors' notice of amendment of ordinary course professionals list.	Damast, Craig A.	0.10	92.50
16-May-19	Correspond with Alvarez regarding Committee member expense reimbursement (.1); analyze materials in connection with same (.2).	Ferraioli, Raff	0.30	165.00
17-May-19	Correspond with D. Delehanty regarding docket update, information and recent filings.	Damast, Craig A.	0.30	277.50
17-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5833688
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Date	Services	Timekeeper	Hours	Value
19-May-19	Analyze Committee member expense reimbursement information; correspond with Alvarez regarding same.	Ferraioli, Raff	0.10	55.00
20-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
21-May-19	Prepare for (.2) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.3); correspond with D. Delehanty regarding recently-docketed matters and calendaring (.2).	Damast, Craig A.	1.10	1,017.50
21-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	0.70	385.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Goren, Todd M.	0.70	805.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Greer, Jocelyn Edith	0.70	490.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Marinuzzi, Lorenzo	0.70	910.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	0.70	647.50
21-May-19	Update Committee documents and circulate internally (.3); review docket and recent pleadings (.8).	Richardson Arnould, Ka	1.10	577.50
22-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
22-May-19	Correspond with B. Friedman (KCC) regarding claims and noticing services and next steps (.1); discuss in-person Committee meeting scheduling and arrangements with K. Richardson (.2).	Ferraioli, Raff	0.30	165.00
22-May-19	Discuss in-person Committee meeting scheduling and arrangements with R. Ferraioli (.2); coordinate arrangements regarding same (.7).	Richardson Arnould, Ka	0.90	472.50
23-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

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Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
23-May-19	Prepare for (.1) and participate on (.3) call with KCC regarding claims and noticing services; analyze correspondence regarding same (.1).	Ferraioli, Raff	0.50	275.00
24-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
28-May-19	Participate on weekly professionals' call.	Damast, Craig A.	0.60	555.00
28-May-19	Participate on weekly professionals' call.	Dopsch, Peter C.	0.60	690.00
28-May-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.60	330.00
28-May-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00
28-May-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.60	420.00
28-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys (.2); update case calendar and provide updates to attorneys (.3).	Guido, Laura	0.50	187.50
28-May-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.60	660.00
28-May-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.60	780.00
28-May-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
28-May-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
29-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys.	Guido, Laura	0.20	75.00
30-May-19	Correspond with D. Delehanty regarding docketing and calendaring matters.	Damast, Craig A.	0.40	370.00
30-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys.	Guido, Laura	0.20	75.00
31-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.60	225.00
31-May-19	Edit case documents regarding Committee members and professionals (.2); circulate updated documents internally (.1).	Richardson Arnould, Ka	0.30	157.50
Total: 007	Case Administration		29.10	21,177.00
Claims Administration and Objections				
02-May-19	Correspond with internal working group and Kirkland team regarding revisions to proposed form of bar date order.	Damast, Craig A.	0.30	277.50
02-May-19	Review revisions to bar date order (.3); review correspondence from R. Seltzer (CWA) regarding bar date order (.3); review bar date order precedent regarding union claims (.3).	Marinuzzi, Lorenzo	0.90	1,170.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Date	Services	Timekeeper	Hours	Value
07-May-19	Review status of bar date order (.4); correspond with R. Seltzer (CWA) and J. Luze (Kirkland) regarding revisions to bar date order (.3).	Marinuzzi, Lorenzo	0.70	910.00
13-May-19	Correspond with internal working group and Kirkland team regarding new language in bar date order (.2); review signed bar date order (.2).	Damast, Craig A.	0.40	370.00
13-May-19	Analyze revision to proposed bar date order (.3); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.40	220.00
13-May-19	Review draft bar date order.	Richards, Erica J.	0.10	92.50
Total: 008	Claims Administration and Objections		2.80	3,040.00
Employee Benefits and Pensions				
01-May-19	Correspond with internal working group, Alix and Perella teams regarding KEIP/KERP analysis and counterproposal.	Damast, Craig A.	0.40	370.00
01-May-19	Correspond with Alix regarding KEIP/KERP status.	Goren, Todd M.	0.30	345.00
01-May-19	Review status of open points regarding KEIP/KERP and possible resolution.	Marinuzzi, Lorenzo	1.00	1,300.00
01-May-19	Review SEC filings in connection with executive compensation.	Richardson Arnould, Ka	1.40	735.00
02-May-19	Call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
02-May-19	Call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3); conduct and analyze legal research regarding KEIP/KERP (1.0); draft KEIP objection (.9).	Ferraioli, Raff	3.10	1,705.00
02-May-19	Call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3); call with B. Weiland (Kirkland) regarding KEIP/KERP (.2); call with K. McGlynn (Alix) regarding same (.3); call with Milbank regarding same (.6); review recent SEC filings regarding executive retention bonuses (1.1).	Goren, Todd M.	3.40	3,910.00
02-May-19	Review revised KEIP due diligence (.3); call with Alix and Perella teams regarding KEIP/KERP (.9).	Marinuzzi, Lorenzo	1.20	1,560.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
02-May-19	Review 8K disclosing CEO's renewed employment agreement (.7); review 10K amendment disclosing executive compensation (.6); draft internal memorandum regarding same (.4); call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	2.90	1,522.50
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); review Alix's proposed KEIP/KERP presentation and suggested revisions to plans (.2); review U.S. Trustee's objections to KEIP (.2) and KERP (.3); correspond with P. Schwartzberg (U.S. Trustee) and internal working group regarding same (.2).	Damast, Craig A.	1.90	1,757.50
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); analyze internal correspondence regarding same (.1); conduct and analyze legal research regarding objection to KERP (1.8); analyze Alix analysis regarding KEIP (.6); draft objection to KEIP motion (2.7).	Ferraioli, Raff	6.20	3,410.00
03-May-19	Review Alix KEIP/KERP (.6); call with Alix and Perella teams regarding same (1.0); calls with Milbank (.3) and S. Lovett (Paul Weiss) (.2) regarding same; correspond with Kirkland regarding same (.2); review key points for potential KEIP/KERP objection (.4); review precedents regarding potential KEIP objection (.5).	Goren, Todd M.	3.20	3,680.00
03-May-19	Review KEIP metrics and presentation in connection with same.	Marines, Jennifer L.	1.00	1,100.00
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); calls with S. Lovett (Paul Weiss) (.2) and Milbank (.3) regarding same; review Alix summary of KEIP and comparables (.6); review U.S. Trustee objection to KERP (.5) and KEIP (.6); review Alix proposed revisions to same (.6).	Marinuzzi, Lorenzo	3.80	4,940.00
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); follow-up correspondence regarding same (.6); conduct legal research regarding precedent of KEIP objections (1.2); analyze U.S. Trustee objection to KEIP/KERP (.3).	Richards, Erica J.	3.10	2,867.50
03-May-19	Review proposed KERP and KEIP revisions (.5); analyze KEIP proposal (.4); review objections by U.S. Trustee to KEIP/KERP motions (1.4).	Richardson Arnould, Ka	2.30	1,207.50
04-May-19	Correspond with internal working group regarding KEIP/KERP status, counterproposal and discussion with Kirkland team regarding same.	Damast, Craig A.	0.30	277.50
04-May-19	Analyze update regarding KEIP/KERP.	Ferraioli, Raff	0.10	55.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
04-May-19	Correspond with Alix regarding KEIP/KERP (.4); calls with B. Weiland (Kirkland) (.3) and Milbank (.3) regarding same.	Goren, Todd M.	1.00	1,150.00
05-May-19	Analyze KEIP update and correspondence regarding same.	Ferraioli, Raff	0.20	110.00
05-May-19	Correspond with Alix regarding KEIP/KERP status.	Goren, Todd M.	0.30	345.00
06-May-19	Review U.S. Trustee's objections to Debtors' KEIP/KERP motions.	Damast, Craig A.	0.50	462.50
06-May-19	Analyze correspondence regarding KEIP issues list (.2); analyze issues list and comments to same (.3); analyze KERP motion and related pleadings (.6); draft reservation of rights regarding KERP (.7); conduct and analyze legal research regarding historic compensation and comparable KEIPs and KERPs (.9); call with Alix regarding KEIP issues list (.8); analyze comments to KEIP objection (.7); revise same (.6).	Ferraioli, Raff	4.80	2,640.00
06-May-19	Prepare KEIP issues list for Debtors (1.6); correspond (.3) and call (.8) with Alix regarding same; call with Kirkland regarding KEIP status (.4); call with Milbank regarding same (.3).	Goren, Todd M.	3.40	3,910.00
06-May-19	Call with Alix regarding KEIP issues list.	Levitt, Jamie A.	0.80	980.00
06-May-19	Review status of counter to Debtors regarding KEIP (.8); call with Alix regarding KEIP issues list (.8); review revised KEIP proposal (.4); call with Milbank regarding KEIP status (.3); call with Kirkland regarding same (.4).	Marinuzzi, Lorenzo	2.70	3,510.00
06-May-19	Call with Alix regarding KEIP issues list (.8); review correspondence regarding same (.4); revise draft objection to KEIP (.8); call with Milbank regarding KEIP status (.3).	Richards, Erica J.	2.30	2,127.50
07-May-19	Correspond with internal working group regarding U.S. Trustee's objections to KEIP/KERP motions (.3); discuss same with R. Ferraioli (.2); review and comment on same (1.5); correspond with R. Ferraioli regarding same (.2); correspond with internal working group regarding same and revisions (.2); review and revise draft of summary (.6); correspond with K. Richardson regarding finalizing same (.3); correspond with internal working group and Alix team regarding KEIP/KERP negotiations and framework for counterproposal and possible settlement (.6).	Damast, Craig A.	3.90	3,607.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Correspond with internal working group regarding U.S. Trustee objection to KEIP/KERP motions (.1); draft internal memorandum regarding same (.6); discuss same with C. Damast (.2); correspond with E. Richards regarding same (.2); draft declaration in support of KEIP objection (1.3); analyze correspondence regarding proposal (.3); conduct and analyze legal research regarding same (.6); revise KEIP objection (2.1).	Ferraioli, Raff	5.40	2,970.00
07-May-19	Review diligence materials regarding KEIP/KERP (1.2); meet with internal working group regarding KEIP/KERP depositions (1.1); call with Debtors regarding KEIP/KERP (1.0); review Alix materials regarding KEIP (.7); call and correspond with M. Brod (Milbank) regarding KEIP (.6); call with B. Weiland (Kirkland) regarding same (.3); review and revise summary of U.S. Trustee's KEIP/KERP objection (.3); call and correspond with S. Lovett (Paul Weiss) regarding same (.2).	Goren, Todd M.	5.40	6,210.00
07-May-19	Prepare for KEIP/KERP depositions (3.9); draft deposition notices (.8); correspond with M. Yanez and S. Rappoport regarding KEIP/KERP depositions (.8); meet with internal working group regarding KEIP/KERP depositions (1.1).	Greer, Jocelyn Edith	6.60	4,620.00
07-May-19	Review KEIP/KERP motion papers and U.S. Trustee objection (2.7); review KEIP/KERP Committee memorandum of issues (.8); meet with internal working group regarding KEIP/KERP depositions (1.1); review deposition notices and document request for KEIP/KERP (.9).	Levitt, Jamie A.	5.50	6,737.50
07-May-19	Review objections to KEIP (1.0); review KEIP metrics and settlement proposals (.7).	Marines, Jennifer L.	1.70	1,870.00
07-May-19	Review additional KEIP models and financials as part of counter (1.4); review historical compensation details (.6); review precedent KEIP programs and retention payments (.8); call (.3) and correspond (.3) with B. Weiland (Kirkland) regarding KEIP.	Marinuzzi, Lorenzo	3.40	4,420.00
07-May-19	Review KEIP/KERP materials (2.6); meet with internal working group regarding KEIP/KERP depositions (1.1).	Rappoport, Steve	3.70	3,311.50
07-May-19	Comment on draft reservation of rights regarding KERP motion (.2); correspond with J. Greer regarding preparation of deposition notices in connection with KEIP/KERP (.3); meet with internal working group regarding KEIP/KERP depositions (1.1); review and revise draft KEIP objection (2.6); review draft deposition notices (.1).	Richards, Erica J.	4.30	3,977.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Draft memorandum for Committee update summarizing U.S. Trustee's objections to KEIP/KERP motions (.6); incorporate comments per R. Ferraioli and revisions per C. Damast regarding same (.8).	Richardson Arnould, Ka	1.40	735.00
08-May-19	Correspond with J. Greer regarding deposition notices regarding possible KEIP objection (.1); review same (.2).	Damast, Craig A.	0.30	277.50
08-May-19	Call with Alix regarding KEIP analysis and counter proposal (.5); call with D. MacGreevey (Alix) regarding KEIP declaration (1.0); revise draft KEIP objection (.4); analyze comments to same (.4).	Ferraioli, Raff	2.30	1,265.00
08-May-19	Review and revise KEIP objection (.9); call with B. Weiland (Kirkland) regarding KEIP dispute (.9); call with Alix regarding KEIP analysis and counter proposal (.5); review updated KEIP analysis (.4); discuss ad hoc group position regarding KEIP with L. Marinuzzi (.5).	Goren, Todd M.	3.20	3,680.00
08-May-19	Correspond with M. Yanez regarding KEIP/KERP depositions (.5); correspond with D. Delehanty regarding same (.5).	Greer, Jocelyn Edith	1.00	700.00
08-May-19	Call with Alix regarding KEIP analysis and counter proposal (.5); review Committee and Milbank deposition notices (.4); correspond with Milbank regarding KEIP/KERP discovery requests (.5).	Levitt, Jamie A.	1.40	1,715.00
08-May-19	Review multiple analyses of modifications to proposed KEIP (1.6); call with D. MacGreevey (Alix) regarding KEIP declaration (1.0); call with B. Weiland (Kirkland) regarding KEIP dispute (.9); review ad hoc group position regarding KEIP (.3); discuss same with T. Goren (.5), call with Alix regarding KEIP analysis and counter proposal (.5).	Marinuzzi, Lorenzo	4.80	6,240.00
08-May-19	Prepare for deposition regarding KEIP/KERP motions.	Rappoport, Steve	4.50	4,027.50
08-May-19	Review correspondence regarding KEIP/KERP analysis (.5); further review and revise KEIP objection (3.8); call with Alix regarding KEIP analysis and counter proposal (.5).	Richards, Erica J.	4.80	4,440.00
08-May-19	Call with Alix regarding KEIP analysis and counter proposal (.5); call with D. Macgreevey (Alix) regarding KEIP declaration (1.0).	Richardson Arnould, Ka	1.50	787.50

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
09-May-19	Correspond with internal working group and Kirkland team regarding KEIP settlement terms (.3); correspond with R. Ferraioli regarding KEIP settlement update for Committee (.1); review same (.2); correspond with R. Ferraioli regarding draft of Committee's statement regarding KEIP (.1); review same (.2); correspond with internal working group regarding revised KEIP order reflecting agreement with Committee (.2); review same (.2).	Damast, Craig A.	1.30	1,202.50
09-May-19	Analyze KEIP revisions (.1); draft statement regarding KEIP motion (.7); analyze comments to same (.2); revise same (.1); correspond with Committee regarding KEIP settlement and case updates (.4); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.70	935.00
09-May-19	Correspond with Debtors regarding KEIP/KERP (.4); correspond with M. Brod (Milbank) regarding same (.2); review updated draft KEIP order (.3); review and revise correspondence to Committee regarding KEIP/KERP status (.2).	Goren, Todd M.	1.10	1,265.00
09-May-19	Correspond with J. Levitt, S. Rappoport, T. Goren and E. Richards regarding KEIP/KERP depositions (.2); call with M. Yanez regarding same (.1).	Greer, Jocelyn Edith	0.30	210.00
09-May-19	Review KEIP/KERP motion papers and analyses (1.9); review and revise KEIP deposition outlines (2.1).	Levitt, Jamie A.	4.00	4,900.00
09-May-19	Review and revise draft Committee statement regarding KEIP.	Richards, Erica J.	0.20	185.00
10-May-19	Correspond with internal working group regarding Committee's statement regarding KEIP (.6); review same (.2).	Damast, Craig A.	0.80	740.00
10-May-19	Correspond with internal working group regarding statement regarding KEIP motion (.1); analyze comments to same (.3); call with L. Marinuzzi regarding same (.3); revise same (.9).	Ferraioli, Raff	1.60	880.00
10-May-19	Review draft KEIP order (.3); correspond with Kirkland regarding changes to same (.1); review draft KEIP filings (.9); review and revise draft Committee statement regarding KEIP (.3).	Goren, Todd M.	1.60	1,840.00
10-May-19	Review KEIP/KERP settlement summary (.4); review KEIP/KERP discovery requests (.5).	Levitt, Jamie A.	0.90	1,102.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
10-May-19	Review updated KEIP order (.4); review Alix presentation materials regarding KEIP (.4); review file regarding KEIP motion to finalize revised program (.5); review and revise Committee statement regarding KEIP (.3); call with R. Ferraioli regarding same (.3); review draft KEIP/KERP reply (.7).	Marinuzzi, Lorenzo	2.60	3,380.00
10-May-19	Analyze Committee statement regarding KEIP.	Richardson Arnould, Ka	0.40	210.00
11-May-19	Review Debtors' draft reply in support of KEIP.	Richards, Erica J.	0.30	277.50
13-May-19	Review revised proposed KEIP order (.2); review Debtors' reply in support of KEIP/KERP motions (.7); correspond with K. Richardson regarding same (.3); review revised memorandum regarding same for Committee (.6); discuss same and revisions with K. Richardson (.2).	Damast, Craig A.	2.00	1,850.00
13-May-19	Analyze Committee statement regarding KEIP (.2); analyze KEIP reply (.6) and supplemental declaration in support of same (.1).	Ferraioli, Raff	0.90	495.00
13-May-19	Review Committee statement regarding KEIP (.3); review Debtors' pleadings regarding same (.4).	Goren, Todd M.	0.70	805.00
13-May-19	Review KEIP reply and testimony (.9); review revised KEIP order (.3); prepare narrative for hearing regarding KEIP/KERP (.9).	Marinuzzi, Lorenzo	2.10	2,730.00
13-May-19	Analyze KEIP/KERP pleadings (1.0); draft memorandum regarding same to update Committee (.8); discuss same and revisions with C. Damast (.2); revise Committee update per comment by C. Damast (.4).	Richardson Arnould, Ka	2.40	1,260.00
15-May-19	Review signed KEIP (.1) and KERP (.1) orders.	Damast, Craig A.	0.20	185.00
Total: 010	Employee Benefits and Pensions		143.00	133,131.50
Employment and Fee Applications				
01-May-19	Analyze correspondence regarding notice of employment application; correspond with D. Delehanty regarding same; analyze revised notice of employment application.	Ferraioli, Raff	0.20	110.00
03-May-19	Review Perella fee comparables requested by Kirkland.	Goren, Todd M.	0.30	345.00
10-May-19	Correspond with internal working group regarding Committee retention applications and CNOs.	Damast, Craig A.	0.20	185.00
10-May-19	Draft CNOs regarding MoFo, Alix and Perella retention applications and circulate same for review.	Delehanty, Danielle Ei	1.20	432.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
13-May-19	Correspond with internal working group regarding CNOs for Committee professionals' retention orders (.2); discuss same with D. Delehanty (.2).	Damast, Craig A.	0.40	370.00
13-May-19	Draft index and prepare binder for retention applications (.6); discuss CNO's for Committee professionals' retention orders with C. Damast (.2).	Delehanty, Danielle Ei	0.80	288.00
13-May-19	Analyze certificates of no objection regarding Committee professional fee applications (.2); correspond with internal working group regarding filing of same and U.S. Trustee inquiries (.2); correspond with F. Munshi (Perella) regarding same (.1).	Ferraioli, Raff	0.50	275.00
13-May-19	Review MoFo (.6), Perella (.9) and Alix (.7) retention application in preparation for hearing.	Marinuzzi, Lorenzo	2.20	2,860.00
14-May-19	Analyze guidelines from Debtors' advisors regarding employment and fee applications.	Ferraioli, Raff	0.10	55.00
16-May-19	Review signed MoFo, Alix and Perella retention orders.	Damast, Craig A.	0.30	277.50
20-May-19	Correspond with Perella regarding fee applications (.1); conduct and analyze legal research in connection with same (.2).	Ferraioli, Raff	0.30	165.00
23-May-19	Draft first monthly fee statement.	Delehanty, Danielle Ei	1.50	540.00
28-May-19	Review Debtors' application to retain KPMG as tax consultants (.3); correspond with K. Richardson regarding same and summary (.2).	Damast, Craig A.	0.50	462.50
Total: 011	Employment and Fee Applications		8.50	6,365.00
Other Litigation				
01-May-19	Review further updated intervention stipulation (.3); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.60	690.00
01-May-19	Finalize intervention stipulation in Charter dispute.	Marinuzzi, Lorenzo	0.60	780.00
01-May-19	Revise stipulation regarding intervention.	Rappoport, Steve	0.80	716.00
02-May-19	Review updated intervention stipulation (.2); review GLM appeal notice and statement of issues (.2).	Goren, Todd M.	0.40	460.00
02-May-19	Review Debtors' revisions to Charter intervention stipulation.	Levitt, Jamie A.	0.80	980.00
02-May-19	Review summary of Windstream deposition (.3); correspond with Katten regarding intervention stipulation (.2).	Rappoport, Steve	0.50	447.50
02-May-19	Review correspondence regarding status of Charter adversary proceeding.	Richards, Erica J.	0.60	555.00

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
03-May-19	Review and revise draft stipulation of intervention in Charter litigation (.7); correspond with Debtors' counsel regarding same (.2).	Levitt, Jamie A.	0.90	1,102.50
03-May-19	Review revised stipulation regarding intervention in Charter litigation.	Marinuzzi, Lorenzo	0.60	780.00
03-May-19	Revise and send stipulation of intervention to Charter's counsel.	Rappoport, Steve	0.50	447.50
06-May-19	Review Debtors' draft brief in support of preliminary injunction in Charter litigation.	Greer, Jocelyn Edith	0.80	560.00
06-May-19	Review Debtors' draft preliminary injunction brief and correspondence regarding same.	Levitt, Jamie A.	1.00	1,225.00
06-May-19	Conduct legal research regarding Tindle vs. Windstream case.	Loftus, Joan*	0.40	140.00
06-May-19	Review memorandum in support of injunction in Charter litigation.	Marines, Jennifer L.	1.00	1,100.00
06-May-19	Review and revise Debtors' brief regarding preliminary injunction motion.	Rappoport, Steve	0.80	716.00
07-May-19	Correspond with J. Greer regarding Aurelius and Charter litigation updates (.3); analyze Debtors' memorandum of law in support of preliminary injunction against Charter (1.0).	Richardson Arnould, Ka	1.30	682.50
08-May-19	Review reply by Charter (.9); call with S. Rochester (Katten) regarding same and possible settlement (.4); draft memorandum to internal working group regarding Charter reply and discussion with KMZ (.4).	Marinuzzi, Lorenzo	1.70	2,210.00
08-May-19	Correspond with Charter's counsel regarding stipulation.	Rappoport, Steve	0.20	179.00
09-May-19	Review Charter objection to preliminary injunction (.6); correspond with internal working group regarding status of invention stipulation (.2).	Goren, Todd M.	0.80	920.00
09-May-19	Draft joinder to Windstream motion for preliminary injunction in Windstream vs. Charter.	Greer, Jocelyn Edith	3.90	2,730.00
09-May-19	Review intervention stipulation for Charter litigation (.4); correspond with internal working group and Debtors counsel regarding same (.5).	Levitt, Jamie A.	0.90	1,102.50
09-May-19	Revise draft joinder of motion for preliminary injunction (1.0); correspond with Charter and Debtors regarding intervention stipulation (.3).	Rappoport, Steve	1.30	1,163.50
10-May-19	Review and cite check joinder of Committee to motion for preliminary injunction (1.4); prepare, file and serve same (.5).	Delehanty, Danielle Ei	1.90	684.00
10-May-19	Review and revise Committee joinder to Charter preliminary injunction (.8); review draft Debtor reply regarding same (.6).	Goren, Todd M.	1.40	1,610.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
10-May-19	Finalize joinder in Windstream vs. Charter for filing.	Greer, Jocelyn Edith	7.10	4,970.00
10-May-19	Review Debtor and Charter litigation and caselaw (2.1); review and revise Committee joinder to PI motion (1.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	4.10	5,022.50
10-May-19	Review Debtor reply regarding Charter TRO.	Marinuzzi, Lorenzo	0.60	780.00
10-May-19	Revise joinder to Charter motion.	Rappoport, Steve	1.80	1,611.00
10-May-19	Analyze Charter PI pleadings.	Richards, Erica J.	1.00	925.00
11-May-19	Review Committee joinder regarding Charter litigation.	Marinuzzi, Lorenzo	0.70	910.00
13-May-19	Prepare for preliminary injunction hearing for Charter matter.	Rappoport, Steve	0.80	716.00
17-May-19	Review protective order regarding sharing materials with White & Case (.3); review Aurelius comments to draft protective order (.4).	Rappoport, Steve	0.70	626.50
29-May-19	Conduct legal research in connection with SEC litigation.	Duggan, Tom*	0.50	175.00
29-May-19	Review changes to protective order for Aurelius matter (.3); Rule 26 call for Charter matter (.3).	Rappoport, Steve	0.60	537.00
Total: 014	Other Litigation		41.60	38,254.00

Meetings and Communications with Creditors

01-May-19	Prepare for (.3) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.5).	Damast, Craig A.	1.20	1,110.00
01-May-19	Prepare for (.3) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.5).	Ferraioli, Raff	1.20	660.00
01-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.5).	Marines, Jennifer L.	0.90	990.00
01-May-19	Prepare for (.1) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.5); correspond with R. Seltzer (CWA) and CJ Teasley (VeloCloud) regarding upcoming meeting (.4).	Marinuzzi, Lorenzo	1.40	1,820.00
01-May-19	Prepare for (.2) and participate on (.4) weekly Committee call.	Plymale, Rachael K.	0.60	417.00
01-May-19	Participate on weekly Committee call.	Richards, Erica J.	0.40	370.00
01-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.5).	Richardson Arnould, Ka	0.90	472.50
02-May-19	Review adjourned 341 meeting notice.	Damast, Craig A.	0.10	92.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
02-May-19	Correspond with Perella and Alix regarding in-person Committee meeting.	Goren, Todd M.	0.30	345.00
02-May-19	Call with CJ Teasley (VeloCloud) regarding in-person meeting to evaluate claims (.4); review format and organize for in-person investigation meeting with Committee (.6).	Marinuzzi, Lorenzo	1.00	1,300.00
03-May-19	Correspond with K. Richardson and D. Delehanty regarding adjourned 341 meeting, calendar and attendance.	Damast, Craig A.	0.30	277.50
03-May-19	Review docket and notice of continuance of creditors meeting to update Committee call agenda.	Richardson Arnould, Ka	0.20	105.00
07-May-19	Correspond with internal working group regarding draft agenda for Committee call (.4); review same and comments (.3); correspond with K. Richardson regarding revised agenda and further revisions (.3).	Damast, Craig A.	1.00	925.00
07-May-19	Analyze draft agenda for upcoming Committee call (.3); correspond with Committee member regarding draft agenda (.1); analyze and revise presentation materials for upcoming Committee call (.4); correspond with Alix regarding same (.1).	Ferraioli, Raff	0.90	495.00
07-May-19	Review and revise agenda and correspondence to Committee regarding call.	Goren, Todd M.	0.40	460.00
07-May-19	Draft agenda for Committee's professionals call (.3); correspond with C. Damast and E. Richards regarding agenda and case updates and revise accordingly (.4); analyze materials for upcoming Committee call (1.9); draft and circulate update for Committee and agenda for Committee call (.4); revise same per internal working group's comments (.3).	Richardson Arnould, Ka	3.30	1,732.50
08-May-19	Prepare for (.5) and participate on (.8) weekly Committee call.	Damast, Craig A.	1.30	1,202.50
08-May-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Ferraioli, Raff	0.90	495.00
08-May-19	Prepare for (.3) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.10	1,265.00
08-May-19	Call with D. Kamensky regarding case status and claims (.5); prepare for (.5) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.80	2,340.00
08-May-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
08-May-19	Participate on weekly Committee call (.8); revise Committee participation documents (.3).	Richardson Arnould, Ka	1.10	577.50
09-May-19	Call with D. Clark (Stinson) regarding case status.	Goren, Todd M.	0.20	230.00
09-May-19	Call with Milbank regarding case status.	Richards, Erica J.	0.10	92.50
10-May-19	Analyze draft update for the Committee; revise same.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
13-May-19	Analyze update for the Committee.	Ferraioli, Raff	0.10	55.00
13-May-19	Correspond with counsel for unsecured creditor (Byers Engineering) regarding case status.	Richards, Erica J.	0.40	370.00
14-May-19	Correspond with A. Masykanova regarding weekly Committee and claims investigation calls (.3); review revised draft update in connection with same (.2); correspond with Perella team regarding weekly Debtors and Uniti trading update (.1); review same (.2); review and comment on draft agenda for Committee call (.3); correspond with R. Ferraioli and K. Richardson regarding same (.2); correspond with internal working group regarding same and revisions (.2).	Damast, Craig A.	1.50	1,387.50
14-May-19	Analyze and revise agenda for upcoming Committee call (.2); correspond with Committee member regarding same (.1); analyze and revise update for Committee (.3); analyze comments to same (.3); analyze and revise materials for upcoming Committee call (.3); correspond with Alix regarding same (.1).	Ferraioli, Raff	1.30	715.00
14-May-19	Review and revise agenda and correspondence to Committee regarding hearing summary and call.	Goren, Todd M.	0.40	460.00
14-May-19	Meet with C. Shore (counsel for UMB) to discuss views regarding case (.3); draft memorandum to internal working group regarding meeting (.2); review and revise agenda and hearing summary for Committee call (.4); call with E. Wilson (Kelly Drye; UMB Bank) regarding case status (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
14-May-19	Draft agenda for Committee call and circulate for comments; analyze financial materials to circulate to Committee with comments per R. Ferraioli.	Richardson Arnould, Ka	0.50	262.50
15-May-19	Prepare for (.2) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.40	1,295.00
15-May-19	Prepare for (.5); and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); correspond with Committee members regarding expense reimbursements (.2).	Ferraioli, Raff	1.90	1,045.00
15-May-19	Prepare for (.4) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); correspond with internal working group and Perella regarding meeting with White & Case (.2).	Goren, Todd M.	1.80	2,070.00
15-May-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Marines, Jennifer L.	1.20	1,320.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
15-May-19	Prepare for (.5) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Marble Ridge regarding case views (.6); call and correspond with White & Case regarding meeting and investigation status (.4).	Marinuzzi, Lorenzo	2.70	3,510.00
15-May-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Masykanova, Aisulu	1.20	1,014.00
15-May-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Richardson Arnould, Ka	1.20	630.00
16-May-19	Prepare for (.7) and meet with (1.6) White & Case regarding claims.	Blaivas, Jay	2.30	2,702.50
16-May-19	Meet with White and Case regarding claims (1.6); correspond with C. Koster (White & Case) regarding follow-up requests regarding Uniti meeting (.1); review same (.1).	Damast, Craig A.	1.80	1,665.00
16-May-19	Correspond with Committee members regarding upcoming in-person Committee meeting (.3); attend meeting with White & Case regarding claims (telephonically) (1.6).	Ferraioli, Raff	1.90	1,045.00
16-May-19	Prepare for (.3) and attend (1.6) meeting with White & Case regarding claims; follow-up discussion with Alix and Perella regarding same (.5); call with B. Oberg regarding case status (.3).	Goren, Todd M.	2.70	3,105.00
16-May-19	Meet with White & Case regarding claims (1.6); revise Committee presentation to incorporate S. Rappoport's comments (3.1); draft talking points for Committee presentation (3.8).	Greer, Jocelyn Edith	8.50	5,950.00
16-May-19	Meet with White & Case regarding claims.	Marines, Jennifer L.	1.60	1,760.00
16-May-19	Meet with White & Case regarding claims.	Masykanova, Aisulu	1.60	1,352.00
17-May-19	Correspond with Committee members regarding in-person meeting (.2); analyze arrangements in connection with same (.3).	Ferraioli, Raff	0.50	275.00
17-May-19	Correspond with White & Case regarding document requests and Committee participation (.3); review protective order regarding same (.4).	Goren, Todd M.	0.70	805.00
19-May-19	Correspond with Committee member regarding upcoming in-person meeting.	Ferraioli, Raff	0.10	55.00
21-May-19	Review Alix weekly financial presentation and update for Committee (.2); correspond with R. Ferraioli and K. Richardson regarding preparation for Committee call (.3); correspond with K. Richardson regarding agenda for Committee meeting (.2); review same (.1); discuss agenda for Committee call with R. Ferraioli (.3).	Damast, Craig A.	1.10	1,017.50

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
21-May-19	Analyze draft agenda for upcoming Committee call (.1); discuss agenda for Committee call with C. Damast (.3); correspond with internal working group regarding same (.1); analyze and revise materials for upcoming Committee call (.7).	Ferraioli, Raff	1.20	660.00
21-May-19	Review and revise agenda for Committee call (.3); review Alix and Perella presentations for call (.6).	Goren, Todd M.	0.90	1,035.00
21-May-19	Draft agenda for upcoming Committee call (.3); correspond with E. Richards, R. Ferraioli and C. Damast regarding agenda (.2); revise agenda and circulate internally (.2); review Perella trading update (.5); correspond with Perella regarding changes to presentation (.2); draft update for Committee and circulate internally (.4); circulate materials and update to Committee (.3).	Richardson Arnould, Ka	2.10	1,102.50
22-May-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Damast, Craig A.	0.90	832.50
22-May-19	Call with K. McGlynn (Alix) regarding upcoming Committee call (.1); prepare for (.1) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Ferraioli, Raff	0.90	495.00
22-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Levitt, Jamie A.	0.70	857.50
22-May-19	Prepare for (.5) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
22-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Richardson Arnould, Ka	0.70	367.50
23-May-19	Call with T. Lyster (Sigma) regarding case status.	Ferraioli, Raff	0.20	110.00
23-May-19	Call with counsel for creditor regarding case status.	Richards, Erica J.	0.10	92.50
24-May-19	Draft update for Committee (.1); revise same (.1); correspond with Committee regarding case update (.1).	Ferraioli, Raff	0.30	165.00
24-May-19	Review and revise correspondence to Committee.	Goren, Todd M.	0.30	345.00
27-May-19	Correspond with J. Levitt and R. Ferraioli regarding in-person Committee meeting.	Richardson Arnould, Ka	0.40	210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
28-May-19	Correspond with K. Richardson regarding agenda for Committee call (.2); review and revise draft of agenda for Committee call (.6); subsequently correspond with K. Richardson regarding same and comments (.3); correspond with internal working group regarding same (.2); review and revise update regarding recently-filed pleadings for Committee (.9); correspond with internal working group regarding same (.3).	Damast, Craig A.	2.50	2,312.50
28-May-19	Correspond with Committee regarding upcoming in-person meeting (.1); correspond with Committee professionals and internal working group regarding upcoming Committee call (.1); analyze agenda for same (.1); analyze correspondence to Committee regarding same (.2); analyze presentation materials for same (.2); correspond with Alix team regarding same (.2).	Ferraioli, Raff	0.90	495.00
28-May-19	Review and revise agenda and correspondence to Committee regarding upcoming call (.4); review Alix presentation for Committee call (.5).	Goren, Todd M.	0.90	1,035.00
28-May-19	Draft update for Committee in advance of Committee call (.6); correspond with C. Damast, R. Ferraioli and E. Richards regarding agenda and Committee update (.4); revise agenda to incorporate comments per C. Damast (.1); circulate update and agenda to internal working group (.2); circulate financial presentation to Committee (.2).	Richardson Arnould, Ka	1.50	787.50
29-May-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.80	740.00
29-May-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.80	440.00
29-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	0.60	660.00
29-May-19	Prepare for (.4) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2); call and correspond with R. Seltzer (CWA) regarding transcripts and KEIP status (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
29-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	0.60	315.00
30-May-19	Correspond with Committee member regarding upcoming in-person meeting.	Ferraioli, Raff	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
31-May-19	Correspond with Committee members regarding upcoming in-person meeting.	Ferraioli, Raff	0.10	55.00
Total: 015	Meetings and Communications with Creditors		81.20	70,468.00
Non-Working Travel				
01-May-19	Return travel from Little Rock, AR for Windstream deposition in Windstream vs. Charter.	Greer, Jocelyn Edith	7.50	5,250.00
01-May-19	Travel to/from Charter deposition in Stamford.	Rappoport, Steve	3.00	2,685.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Ferraioli, Raff	1.90	1,045.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Goren, Todd M.	2.50	2,875.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Greer, Jocelyn Edith	1.20	840.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.20	2,860.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Rappoport, Steve	2.50	2,237.50
Total: 016	Non-Working Travel		20.80	17,792.50
Plan and Disclosure Statement				
24-May-19	Review Debtors' motion to extend exclusivity (.6); review summary of same for Committee (.6); correspond with internal working group regarding same (.4).	Damast, Craig A.	1.60	1,480.00
24-May-19	Analyze exclusivity motion.	Ferraioli, Raff	0.40	220.00
24-May-19	Review draft exclusivity motion (.4); call with M. Brod (Milbank) regarding same (.2).	Goren, Todd M.	0.60	690.00
28-May-19	Call with M. Brod (Milbank) regarding exclusivity (.2); call with B. Weiland (Kirkland) regarding same (.4); review exclusivity motion (.5).	Goren, Todd M.	1.10	1,265.00
29-May-19	Conduct and analyze legal research regarding motion to extend exclusive periods to file and solicit plan.	Ferraioli, Raff	0.50	275.00
29-May-19	Call with M. Brod (Milbank) (.2) and Paul Weiss (.2) regarding exclusivity.	Goren, Todd M.	0.40	460.00
Total: 017	Plan and Disclosure Statement		4.60	4,390.00
Relief from Stay and Adequate Protection				
01-May-19	Review as-filed Debtors' motion to enforce automatic stay regarding 911 litigation in Florida.	Damast, Craig A.	0.30	277.50
02-May-19	Analyze motion to enforce stay (.8) and stay relief motions (.4); review and revise draft summaries of same (1.0).	Richards, Erica J.	2.20	2,035.00
09-May-19	Review lift stay pleadings from Debtors.	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
10-May-19	Correspond with internal working group regarding stipulation and agreed order to lift stay regarding Tindle litigation (.2); correspond with internal working group regarding Williams motion to lift automatic stay and Debtors' objection thereto (.2); review summary for Committee regarding same (.2); correspond with internal working group regarding same and comments (.3).	Damast, Craig A.	0.90	832.50
10-May-19	Analyze objection to lift stay motion and settlement regarding lift stay motion (.4); analyze internal memorandum regarding same (.2); analyze comments to same (.1).	Ferraioli, Raff	0.70	385.00
10-May-19	Review and revise summary of lift stay pleadings for Committee.	Goren, Todd M.	0.40	460.00
10-May-19	Review summary of Tindle and Williams lift stay motions and stipulation.	Marinuzzi, Lorenzo	0.40	520.00
10-May-19	Analyze lift stay motions (.9); summarize same for Committee update (1.1).	Richardson Arnould, Ka	2.00	1,050.00
15-May-19	Review signed stipulation and order lifting stay regarding Tindle litigation (.2); review signed order denying Williams motion for relief from stay (.1).	Damast, Craig A.	0.30	277.50
28-May-19	Review Bull Communications motion for relief from stay (.3); correspond with K. Richardson regarding same and summary (.2).	Damast, Craig A.	0.50	462.50
28-May-19	Analyze Bull Communications lift stay motion (.6); draft summary regarding same (.5); correspond with C. Damast, R. Ferraioli and E. Richards regarding same (.2); revise summary accordingly (.3).	Richardson Arnould, Ka	1.60	840.00
30-May-19	Review and revise summary of motion of securities action lead plaintiff for relief from stay (.5); correspond with internal working group regarding same and comments (.3).	Damast, Craig A.	0.80	740.00
30-May-19	Analyze lift stay motion (.8); draft initial summary regarding same and case update to circulate internally for comments (.8).	Richardson Arnould, Ka	1.60	840.00
31-May-19	Correspond with internal working group regarding securities class action plaintiff's lift stay motion and summary for Committee.	Damast, Craig A.	0.40	370.00
31-May-19	Analyze lift stay motion and filings in adversary complaint.	Richardson Arnould, Ka	0.60	315.00
Total: 019	Relief from Stay and Adequate Protection		13.30	10,095.00
Reporting				
01-May-19	Update weekly fee report.	Richards, Erica J.	0.10	92.50
08-May-19	Update weekly fee report.	Richards, Erica J.	0.30	277.50

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
14-May-19	Correspond with G. Goldmintz (Kirkland) regarding first day reporting (.1); review same (.2).	Damast, Craig A.	0.30	277.50
17-May-19	Review weekly fee report on first day motion payments.	Richards, Erica J.	0.10	92.50
22-May-19	Update weekly fee report.	Richards, Erica J.	0.10	92.50
28-May-19	Review weekly fee report regarding first day motion payments.	Richards, Erica J.	0.10	92.50
29-May-19	Update weekly fee report.	Richards, Erica J.	0.20	185.00
Total: 020	Reporting		1.20	1,110.00
Tax				
14-May-19	Correspond with internal working group regarding tax implications and transaction background.	Ferraioli, Raff	0.10	55.00
14-May-19	Review REIT structuring of Uniti and potential tax savings/costs related to various structures.	Marines, Jennifer L.	1.80	1,980.00
14-May-19	Review REIT aspects and IPO options (.5); call with J. Salon regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
14-May-19	Review REIT aspects and IPO options (.2); call with L. Marinuzzi regarding same (.3).	Salon, Justin R.	0.50	532.50
15-May-19	Review REIT structuring for Uniti spin off and consider possible tax implications for holders (2.5); discuss REIT structuring and claims with L. Marinuzzi (.3).	Blaivas, Jay	2.80	3,290.00
15-May-19	Review REIT structuring for Uniti spin off and consider possible tax implications for holders (.3); discuss REIT structuring and claims with J. Blaivas (.3).	Marinuzzi, Lorenzo	0.60	780.00
Total: 021	Tax		6.60	7,677.50
Discovery				
01-May-19	Coordinate Relativity database update (.9); correspond with vendor regarding same (.2).	Bergelson, Vadim	1.10	379.50
01-May-19	Review summaries of depositions.	Goren, Todd M.	0.50	575.00
01-May-19	Attend deposition of Windstream's 30(b)(6) witness, L. Langston.	Greer, Jocelyn Edith	7.30	5,110.00
01-May-19	Prepare for (1.2) and attend (6.5) Charter 30(b)(6) deposition; prepare summary of same (.5).	Rappoport, Steve	8.20	7,339.00
02-May-19	Review correspondence regarding Debtors draft information sharing protocol (.3); draft summary of Charter deposition (1.6).	Greer, Jocelyn Edith	1.90	1,330.00
02-May-19	Review summary of 30(b)(6) depositions in Charter litigation (1.0); review draft information sharing protocol from Debtors (.1).	Levitt, Jamie A.	1.10	1,347.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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02-May-19	Correspond with J. Greer regarding discovery protocol.	Richards, Erica J.	0.30	277.50
02-May-19	Conduct first pass review of documents in dataroom for relevance to various claims.	Westergaard, Lily Vale	0.90	472.50
03-May-19	Review and retrieve recently added documents to dataroom and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00
03-May-19	Review draft discovery protocol from Debtors (.4); review alternative precedent regarding same (.7); correspond with internal working group regarding same (.3).	Goren, Todd M.	1.40	1,610.00
03-May-19	Review information sharing protocol precedent (.5); correspond with E. Richards and T. Goren regarding information-sharing protocol with Debtors (.3).	Greer, Jocelyn Edith	0.80	560.00
03-May-19	Review Debtors discovery and investigation protocol (.8); correspond with internal working group regarding revisions to same (.5); review comparison protocols (.4).	Levitt, Jamie A.	1.70	2,082.50
03-May-19	Review proposed discovery protocol.	Marinuzzi, Lorenzo	0.70	910.00
03-May-19	Review potential precedent for discovery protocols.	Richards, Erica J.	0.60	555.00
05-May-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	3.40	1,785.00
06-May-19	Correspond with J. Greer regarding Kirkland response to first set of document requests (.2); review same (.4).	Damast, Craig A.	0.60	555.00
06-May-19	Review Aurelius' response to request for productions (.6); correspond with internal working group regarding Debtors' production (.3); call with Y. French regarding same (.3).	Greer, Jocelyn Edith	1.20	840.00
06-May-19	Review Aurelius discovery proposal (.4); review Aurelius response regarding document requests (.6).	Levitt, Jamie A.	1.00	1,225.00
06-May-19	Review and consider responses from Aurelius regarding discovery requests.	Marines, Jennifer L.	1.10	1,210.00
06-May-19	Review Aurelius' response to discovery demands.	Rappoport, Steve	0.50	447.50
06-May-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	0.20	105.00
07-May-19	Correspond with internal working group and Perella team regarding diligence requests from PJT (.2); review same (.4).	Damast, Craig A.	0.60	555.00
07-May-19	Draft confidentiality agreement for Aurelius production (2.0); review draft protective order from Debtors (1.0); meet with J. Levitt and S. Rappoport regarding Aurelius request for productions (.5); prepare summary of Aurelius' response to request for productions (.5).	Greer, Jocelyn Edith	4.00	2,800.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Review draft reply to document request counterproposal from Aurelius' counsel.	Kaufman, David H.	0.30	367.50
07-May-19	Meet with S. Rappoport and J. Greer regarding Aurelius request for productions (.5); review draft response to Aurelius regarding discovery (.3); review correspondence regarding document review (1.2).	Levitt, Jamie A.	2.00	2,450.00
07-May-19	Review and revise response regarding Aurelius discovery.	Marines, Jennifer L.	0.90	990.00
07-May-19	Meet with J. Levitt and J. Greer regarding Aurelius request for productions.	Rappoport, Steve	0.50	447.50
08-May-19	Assist with Relativity review and update coding layout.	Bergelson, Vadim	1.20	414.00
08-May-19	Prepare transcripts for attorney review.	Chan, David**	0.30	96.00
08-May-19	Draft confidentiality agreement for Aurelius document production (1.6); correspond with J. Levitt and S. Rappoport regarding same (.5).	Greer, Jocelyn Edith	2.10	1,470.00
08-May-19	Review and revise protective order for Aurelius discovery.	Levitt, Jamie A.	1.20	1,470.00
08-May-19	Review and revise protective order for Aurelius discovery (.8); review diligence request list from Rothschild regarding prepetition transaction (1.0).	Marines, Jennifer L.	1.80	1,980.00
08-May-19	Review form of protective order for Aurelius discovery.	Marinuzzi, Lorenzo	0.60	780.00
08-May-19	Review and comment on draft protective order for Aurelius production.	Rappoport, Steve	0.50	447.50
09-May-19	Correspond with K. Eckstein (Aurelius) regarding Aurelius discovery.	Levitt, Jamie A.	0.50	612.50
09-May-19	Correspond with J. Greer regarding status of discovery requests.	Richards, Erica J.	0.20	185.00
10-May-19	Review and retrieve recently added documents to dataroom (.1); circulate same to internal working group (.1).	Delehanty, Danielle Ei	0.20	72.00
10-May-19	Call with R. Subramanian (Kirkland) regarding protective order for Windstream production; correspond with J. Levitt, L. Marinuzzi and R. Subramanian regarding same.	Greer, Jocelyn Edith	0.40	280.00
10-May-19	Review Kirkland revisions to Debtor protective order (.3); correspond with internal working group regarding same (.2); review correspondence regarding discovery for settlement (.2).	Levitt, Jamie A.	0.70	857.50
10-May-19	Analyze discovery matters in connection with claims investigation.	Marines, Jennifer L.	1.20	1,320.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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13-May-19	Coordinate document processing and Relativity database update (.8); download incoming Debtor production (Kirkland) and update Relativity database (1.3).	Bergelson, Vadim	2.10	724.50
13-May-19	Correspond with internal working group regarding review status of document production.	Goren, Todd M.	0.30	345.00
13-May-19	Call with R. Subramanian (Kirkland) regarding protective order and Debtors' first production (.2); correspond with J. Levitt regarding protective order and Debtors' production (.4); correspond with L. Wiggins and V. Bergelson regarding Debtors' first production (.5).	Greer, Jocelyn Edith	1.10	770.00
13-May-19	Correspond with internal working group regarding Debtor protective order and production of documents.	Levitt, Jamie A.	0.50	612.50
14-May-19	Coordinate document processing and Relativity database update (.8); download incoming Debtor production (Kirkland) and update Relativity database (1.3).	Bergelson, Vadim	2.10	724.50
14-May-19	Correspond with A. Masykanova and J. Greer regarding additional items for next document request to Debtors and status of review of first production.	Damast, Craig A.	0.40	370.00
14-May-19	Review and retrieve certain search result documents and circulate same to internal working group.	Delehanty, Danielle Ei	1.10	396.00
14-May-19	Correspond with internal working group regarding status of Aurelius production.	Goren, Todd M.	0.30	345.00
14-May-19	Correspond with internal working group regarding second level review of Windstream documents (.5); call with Kramer regarding Aurelius discovery (.8); review Debtors' responses and objections to document requests (1.4).	Greer, Jocelyn Edith	2.70	1,890.00
14-May-19	Review terms of counterproposal from Aurelius counsel regarding discovery request (.2); correspond with J. Greer regarding same (.1).	Kaufman, David H.	0.30	367.50
14-May-19	Call with Kramer regarding Aurelius discovery (.8); correspond with Kramer summarizing discovery agreement (.6); review protective order for Aurelius discovery (.7).	Levitt, Jamie A.	2.10	2,572.50
14-May-19	Review outstanding discovery disputes (.4); call with Kramer regarding Aurelius discovery (.8).	Marines, Jennifer L.	1.20	1,320.00
14-May-19	Prepare for (.3) and participate on (.5) call with K. Eckstein (Aurelius) regarding discovery.	Marinuzzi, Lorenzo	0.80	1,040.00
14-May-19	Call with K. Eckstein (Aurelius) regarding discovery.	Rappoport, Steve	0.50	447.50

Invoice Number: 5833688
Invoice Date: June 30, 2019

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15-May-19	Review key documents regarding investigations (.9); correspond with internal working group regarding Aurelius production (.3).	Goren, Todd M.	1.20	1,380.00
15-May-19	Further review of Aurelius counsel's counterproposal regarding discovery request.	Kaufman, David H.	0.20	245.00
15-May-19	Review and tag dataroom documents.	Westergaard, Lily Vale	2.30	1,207.50
16-May-19	Review and analyze responses to discovery requests and coordinate questions for call with Kirkland.	Marines, Jennifer L.	1.40	1,540.00
16-May-19	Update diligence request.	Marinuzzi, Lorenzo	0.80	1,040.00
16-May-19	Review documents in dataroom and tag for relevancy to various issues affecting claims.	Westergaard, Lily Vale	2.40	1,260.00
17-May-19	Correspond with J. Wooding (Alix) regarding solvency analysis and documents to be requested (.3); review agendas and documents circulated at Committee meetings and White & Case request (.3).	Damast, Craig A.	0.60	555.00
17-May-19	Review documents relating to recharacterization issue.	Dopsch, Peter C.	0.90	1,035.00
17-May-19	Review Kramer's markup of confidentiality agreement (.7); summarize changes for J. Levitt and S. Rappoport (.4); review protective order regarding requests from White & Case with L. Marinuzzi (.6).	Greer, Jocelyn Edith	1.70	1,190.00
17-May-19	Review Kramer revisions to confidentiality agreement for Aurelius discovery and conferences regarding same.	Levitt, Jamie A.	0.80	980.00
17-May-19	Review requests from White & Case for documents produced by Company (.3); review protective order regarding requests from White & Case with J. Greer (.6); review Kramer comments regarding NDA (.5).	Marinuzzi, Lorenzo	1.40	1,820.00
17-May-19	Review Committee work product and identify documents requested by Committee member's independent counsel (.8); correspond with R. Ferraioli, J. Greer and A. Masykanova regarding same (.2).	Richardson Arnould, Ka	1.00	525.00
18-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	2.30	1,207.50
19-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	1.40	735.00
20-May-19	Analyze Relativity database.	Anabi, Andrew Issa	0.50	262.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
20-May-19	Coordinate document processing and Relativity database update (.9); assist with Relativity database (.5); setup saved searches in preparation for review (.4).	Bergelson, Vadim	1.80	621.00
20-May-19	Correspond with C. Koster (White & Case) and J. Greer regarding requested Uniti documents and protective order.	Damast, Craig A.	0.30	277.50
20-May-19	Analyze documents produced by Company.	Ferraioli, Raff	0.60	330.00
20-May-19	Draft information sharing protocol (1.6); send same to E. Richards for review (.2); analyze Relativity database (.5); compile board minute materials and send to Alix partners (.5); correspond with L. Marinuzzi and C. Koster (White & Case) regarding sharing documents in Debtor production with White & Case (.3).	Greer, Jocelyn Edith	3.10	2,170.00
20-May-19	Correspond with internal working group regarding Kramer revisions to confidentiality agreement for Aurelius discovery (.4); review correspondence regarding Debtor discovery (.3).	Levitt, Jamie A.	0.70	857.50
20-May-19	Correspond with J. Greer regarding status of discovery review.	Richards, Erica J.	0.40	370.00
21-May-19	Coordinate document processing and Relativity database update (.9); assist with Relativity database (.5); setup saved searches in preparation for review (.4).	Bergelson, Vadim	1.80	621.00
21-May-19	Review and retrieve additional documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00
21-May-19	Analyze and compile Committee communications and other documents for White & Case (1.3); transmit same (.2).	Ferraioli, Raff	1.50	825.00
21-May-19	Correspond with R. Shanker regarding protective order with Debtors (.2); correspond with E. Richards regarding Relativity database (.3); correspond with J. Levitt, T. Goren, L. Marinuzzi and J. Marines regarding protective order with Aurelius (.1).	Greer, Jocelyn Edith	0.60	420.00
21-May-19	Review Debtor revisions to protective order (.4); correspond with internal working group regarding same (.3).	Levitt, Jamie A.	0.70	857.50
21-May-19	Address discovery matters with Kramer.	Marines, Jennifer L.	0.60	660.00
21-May-19	Review edits to protective order for Aurelius litigation.	Rappoport, Steve	0.30	268.50
21-May-19	Identify and analyze all communications and work product created for Committee in order to fulfill document request from White & Case.	Richardson Arnould, Ka	0.70	367.50

Invoice Number: 5833688
Invoice Date: June 30, 2019

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21-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	1.30	682.50
22-May-19	Review document production tracker for issues related to analysis of prepetition transactions.	Good, Thomas H.	0.80	600.00
22-May-19	Circulate document tracker to P. Dopsch and A. Masykanova for review (.4); correspond with J. Levitt, L. Marinuzzi, J. Marines and T. Goren regarding draft of Aurelius confidentiality agreement (.3); review production for relevant documents and circulate to P. Dopsch and A. Masykanova (1.0).	Greer, Jocelyn Edith	1.70	1,190.00
22-May-19	Review correspondence regarding Aurelius protective order and Debtor discovery protocol.	Levitt, Jamie A.	0.50	612.50
22-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	1.50	787.50
23-May-19	Call with B. Weiland (Kirkland) regarding information sharing protocol (.2); review draft of same (.4); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.90	1,035.00
23-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	0.60	315.00
25-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	7.50	3,937.50
28-May-19	Review due diligence documents and prepare summary of same.	Anabi, Andrew Issa	0.80	420.00
28-May-19	Prepare documents for J. Greer's review.	Chan, David**	1.00	320.00
28-May-19	Analyze and compile documents for Committee member (.3); correspond with Kirkland regarding transmission of same (.1).	Ferraioli, Raff	0.40	220.00
28-May-19	Review correspondence regarding confidentiality agreement with Aurelius (.1); correspond with P. Dopsch and A. Masykanova regarding document review related to Uniti (.9).	Greer, Jocelyn Edith	1.00	700.00
28-May-19	Review assignment, conveyance and assumption agreement (.2); correspond with A. Masykanova regarding same (.1).	Haley, Sharon L.	0.30	120.00
28-May-19	Review and revise memorandum (.4); correspond with P. Dopsch, J. Greer and M. Zaccarelli regarding memorandum and review of documents (1.5).	Masykanova, Aisulu	1.90	1,605.50
28-May-19	Review draft information sharing protocol.	Richards, Erica J.	1.20	1,110.00
28-May-19	Correspond with A. Masykanova regarding review of documents.	Zaccarelli, Monet D.	0.50	145.00
29-May-19	Review status of security documents and prepare summary of same (7); review status of due diligence documents related to Uniti (.5).	Anabi, Andrew Issa	7.50	3,937.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
29-May-19	Analyze and compile documents for Committee member (.2); correspond with Kirkland regarding same (.1); correspond with White & Case regarding same (.1).	Ferraioli, Raff	0.40	220.00
29-May-19	Correspond with Aurelius counsel regarding production search terms and confidentiality order.	Levitt, Jamie A.	0.50	612.50
30-May-19	Analyze and compile documents for Committee member.	Ferraioli, Raff	0.20	110.00
30-May-19	Review document production for items related to note exchange offers.	Good, Thomas H.	0.80	600.00
30-May-19	Correspond with A. Anabi regarding Uniti documents (.4); correspond with T. Good regarding notes exchange documents (.3).	Greer, Jocelyn Edith	0.70	490.00
30-May-19	Correspond with internal working group and Kramer team regarding Aurelius protective order revisions and custodians/search terms.	Levitt, Jamie A.	0.60	735.00
30-May-19	Review matters related to discovery in connection with claims investigation.	Marines, Jennifer L.	0.50	550.00
30-May-19	Manage data export request (.4); manage document OCR request (.6).	Nguyen, Thuan H.	1.00	345.00
31-May-19	Review due diligence documents (3.2); meet with A. Masykanova and P. Dopsch regarding due diligence documents and analysis of same (.9).	Anabi, Andrew Issa	4.10	2,152.50
31-May-19	Meet with A. Masykanova and A. Anabi regarding due diligence documents and analysis of same.	Dopsch, Peter C.	0.90	1,035.00
31-May-19	Correspond with J. Levitt and S. Rappoport regarding Aurelius document production.	Greer, Jocelyn Edith	0.40	280.00
31-May-19	Correspond with Aurelius counsel regarding production search terms and custodians (.4); correspond with internal working group regarding same (.4); review final confidentiality agreement (.3).	Levitt, Jamie A.	1.10	1,347.50
31-May-19	Meet with P. Dopsch and A. Anabi regarding due diligence documents and analysis of same.	Masykanova, Aisulu	0.90	760.50
31-May-19	Review discovery limitations and provide comment to J. Levitt.	Rappoport, Steve	0.70	626.50
31-May-19	Review revised draft of discovery protocol.	Richards, Erica J.	0.20	185.00
Total: 023	Discovery		144.00	109,795.00
Hearings				
01-May-19	Draft amended notice of hearing for Alix (.4); file and serve same (.2).	Delehanty, Danielle Ei	0.60	216.00
08-May-19	Correspond with internal working group regarding preparation for hearing (.3); discuss upcoming hearing with R. Ferraioli and K. Richardson (.3).	Damast, Craig A.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
08-May-19	Discuss upcoming hearing with C. Damast and K. Richardson.	Ferraioli, Raff	0.30	165.00
08-May-19	Analyze motions to be heard during omnibus hearing (1.4); discuss upcoming hearing with C. Damast and R. Ferraioli (.3).	Richardson Arnould, Ka	1.70	892.50
09-May-19	Review calendar and draft index to hearing binder (1.2); prepare same (.6).	Delehanty, Danielle Ei	1.80	648.00
09-May-19	Review draft hearing agenda.	Goren, Todd M.	0.30	345.00
10-May-19	Discuss materials for upcoming hearing with K. Richardson.	Ferraioli, Raff	0.30	165.00
10-May-19	Correspond with D. Delehanty regarding binders for PI hearing in Windstream vs. Charter.	Greer, Jocelyn Edith	0.20	140.00
10-May-19	Analyze pleadings in advance of omnibus and Charter preliminary injunction hearing (3.6); correspond with R. Ferraioli and D. Delehanty regarding same (.6); discuss materials for upcoming hearing with R. Ferraioli (.3).	Richardson Arnould, Ka	4.50	2,362.50
13-May-19	Correspond with R. Ferraioli and K. Richardson regarding preparation for omnibus hearing.	Damast, Craig A.	0.50	462.50
13-May-19	Draft index and prepare hearing binders for Charter communications adversary proceeding (2.3); draft index and prepare binders for hearing (2.2).	Delehanty, Danielle Ei	4.50	1,620.00
13-May-19	Correspond with internal working group regarding upcoming hearing (.1); analyze materials for same (.2).	Ferraioli, Raff	0.30	165.00
13-May-19	Review materials in preparation for hearing.	Goren, Todd M.	0.70	805.00
13-May-19	Analyze pleadings in advance of omnibus and Charter preliminary injunction hearing (2.5); correspond with L. Marinuzzi, T. Goren, C. Damast, R. Ferraioli and D. Delehanty regarding same (2.1); correspond with D. Amador (PBGC) regarding hearing (.2).	Richardson Arnould, Ka	4.80	2,520.00
14-May-19	Attend omnibus hearing (telephonically) (3.7); discuss summary of hearing for Committee with K. Richardson (.3); review and revise draft of summary of same (.4); correspond with K. Richardson and R. Ferraioli regarding same (.3); correspond with internal working group regarding same and revisions (.1).	Damast, Craig A.	4.80	4,440.00
14-May-19	Prepare for (.7) and attend (1.9) omnibus hearing (partial).	Ferraioli, Raff	2.60	1,430.00
14-May-19	Prepare for (.8) and attend (3.7) omnibus hearing.	Goren, Todd M.	4.50	5,175.00
14-May-19	Attend omnibus hearing (3.7); correspond with K. Richardson regarding summary of same for Committee (.3).	Greer, Jocelyn Edith	4.00	2,800.00
14-May-19	Attend omnibus hearing (telephonically) (partial).	Levitt, Jamie A.	1.90	2,327.50

Invoice Number: 5833688
Invoice Date: June 30, 2019

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14-May-19	Attend omnibus hearing.	Marinuzzi, Lorenzo	3.70	4,810.00
14-May-19	Attend omnibus hearing (telephonically) (partial).	Plymale, Rachael K.	2.20	1,529.00
14-May-19	Prepare for (.1) and attend (3.7) omnibus hearing.	Rappoport, Steve	3.80	3,401.00
14-May-19	Attend omnibus hearing (telephonically) (3.7); correspond with PBGC, UMB and J. Levitt regarding hearing (.3); draft summary of hearing for Committee (.9); discuss same with C. Damast (.3); circulate summary to internal working group and revise according to comments per E. Richards, C. Damast, J. Greer and T. Goren (.9).	Richardson Arnould, Ka	6.10	3,202.50
31-May-19	Correspond with internal working group and J. Luze (Kirkland) regarding upcoming hearings.	Ferraioli, Raff	0.20	110.00
Total: 024	Hearings		54.90	40,286.50
First and Second Day Motions				
02-May-19	Review statement of issues regarding designation of items for record on critical vendor motion appeal.	Damast, Craig A.	0.30	277.50
02-May-19	Review GLM appeal papers regarding vendor order.	Marinuzzi, Lorenzo	0.50	650.00
06-May-19	Correspond with internal working group and Alix team regarding first day motion reporting (.2); review same (.2).	Damast, Craig A.	0.40	370.00
Total: 025	First and Second Day Motions		1.20	1,297.50
Claims Investigation				
01-May-19	Research case law regarding potential claims against Uniti.	Anabi, Andrew Issa	4.80	2,520.00
01-May-19	Correspond with A. Masyllkanova regarding recharacterization memorandum, revisions and arrangements of in-person memorandum regarding claims investigation status (.3); subsequent correspondence with P. Dopsch and A. Masyllkanova regarding same (.3); review current draft of recharacterization memorandum (.7); correspond with A. Masyllkanova regarding same (.2).	Damast, Craig A.	1.50	1,387.50
01-May-19	Conduct and analyze legal research regarding claims against Uniti (1.4); draft outline regarding potential claims against Uniti (1.3); analyze comments to memorandum regarding same (.3); correspond with E. Richards regarding same (.2); conduct and analyze legal research in connection with same (.9); revise memorandum in connection with same (.6).	Ferraioli, Raff	4.70	2,585.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
01-May-19	Review property descriptions (.3); correspond with A. Masyllkanova regarding same (.2).	Haley, Sharon L.	0.50	200.00
01-May-19	Review correspondence with title company.	Madori, Andrea M.	0.20	79.00
01-May-19	Review relevant documents in connection with claims investigation (.4); review and revise memorandum (2.6).	Masyllkanova, Aisulu	3.00	2,535.00
01-May-19	Review research regarding equitable subordination.	Richards, Erica J.	0.30	277.50
01-May-19	Analyze cases regarding potential claims against Aurelius.	Richardson Arnould, Ka	1.80	945.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); correspond with R. Collura (Alix) regarding Uniti claims investigation analysis (.3); review memorandum and summary of same (.8).	Damast, Craig A.	2.00	1,850.00
02-May-19	Conduct and analyze legal research regarding sale and lease back transaction (.9); draft outline for memorandum regarding same (1.3); meet with internal working group regarding status of claims investigations, workstreams and strategy (.9).	Ferraioli, Raff	3.10	1,705.00
02-May-19	Call with E. Richards regarding analysis of note exchange transactions (.8); meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); revise chart summarizing exchange transactions (1.6).	Good, Thomas H.	3.30	2,475.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); review updated memorandum regarding potential claims against Uniti (.5).	Goren, Todd M.	1.40	1,610.00
02-May-19	Revise memorandum of potential claims against Aurelius (.9); correspond with J. Levitt and S. Rappoport regarding presentation to Committee regarding same (.6); meet with internal working group regarding status of claims investigations, workstreams and strategy (.9).	Greer, Jocelyn Edith	2.40	1,680.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy.	Levitt, Jamie A.	0.90	1,102.50
02-May-19	Correspond with title company.	Madori, Andrea M.	0.10	39.50
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); review revised memorandum regarding potential claims (.6); review theory and research in connection with claims against Aurelius (.9).	Marinuzzi, Lorenzo	2.40	3,120.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); revise memorandum regarding same (.3).	Masyllkanova, Aisulu	1.20	1,014.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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02-May-19	Review preliminary analysis of note exchange transactions (1.9); call with T. Good regarding same (.8).	Richards, Erica J.	2.70	2,497.50
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); revise workstream tracker (.4); correspond with J. Greer regarding litigation team's updates (.2); prepare summary of research regarding potential claims against Aurelius (.7).	Richardson Arnould, Ka	2.20	1,155.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy.	Westergaard, Lily Vale	0.90	472.50
03-May-19	Correspond with A. Masykanova regarding Alix memorandum regarding Uniti transaction and review of public filings (.2); review same (.3); discuss Uniti claims related research and memorandum with R. Ferraioli (.4); correspond with A. Masykanova regarding current draft of Uniti investigation analysis memorandum (.2); review same (1.4); correspond with Perella team regarding upcoming meeting with Uniti advisors (.2).	Damast, Craig A.	2.70	2,497.50
03-May-19	Discuss Uniti claims related research and memorandum with C. Damast.	Ferraioli, Raff	0.40	220.00
03-May-19	Revise memorandum summarizing and chart regarding debt exchange transactions and potential claims.	Good, Thomas H.	4.10	3,075.00
06-May-19	Correspond with A. Masykanova regarding Alix memorandum regarding Uniti investigation and analysis (.4); review current draft of memorandum regarding same (1.1); correspond with internal working group and Perella team regarding discussions with advisors and possible settlement parameters for Uniti discussions (.3); correspond with A. Masykanova regarding status of redraft of Uniti claims investigation memorandum and in-person meeting with Committee regarding same (.4).	Damast, Craig A.	2.20	2,035.00
06-May-19	Commence review of draft memorandum regarding Uniti transaction.	Dopsch, Peter C.	0.50	575.00
06-May-19	Analyze correspondence regarding status of claims investigation (.1); conduct and analyze legal research in connection with same (.1).	Ferraioli, Raff	0.20	110.00
06-May-19	Correspond with P. Dopsch, C. Damast and A. Anabi regarding draft memorandum in connection with Uniti claims investigation.	Masykanova, Aisulu	0.20	169.00
06-May-19	Review updated claims memorandum regarding potential claims against Aurelius.	Rappoport, Steve	0.50	447.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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06-May-19	Conduct legal research regarding potential claims against Aurelius and applicability of defenses.	Richardson Arnould, Ka	1.80	945.00
07-May-19	Correspond with P. Dopsch and A. Masykanova regarding Uniti memorandum and in-person meeting with Committee regarding same.	Damast, Craig A.	0.30	277.50
07-May-19	Further review memorandum regarding claims against Uniti (1.1); call with A. Masykanova regarding same (.4).	Dopsch, Peter C.	1.50	1,725.00
07-May-19	Review research and decisions regarding fraudulent conveyance law and subsequent transferee issues.	Marines, Jennifer L.	3.20	3,520.00
07-May-19	Review and revise memorandum regarding claims against Uniti (2.3); call with P. Dopsch regarding same (.4).	Masykanova, Aisulu	2.70	2,281.50
08-May-19	Research case law regarding potential claims against Uniti (3.7); discuss documents and relevant cases with A. Masykanova regarding Uniti (.9).	Anabi, Andrew Issa	4.60	2,415.00
08-May-19	Review and revise current draft of memorandum regarding potential claims against Uniti.	Damast, Craig A.	3.80	3,515.00
08-May-19	Review updated Aurelius claims memorandum.	Levitt, Jamie A.	1.60	1,960.00
08-May-19	Analyze potential Debtor/Uniti settlements.	Marines, Jennifer L.	1.30	1,430.00
08-May-19	Discuss documents and relevant cases regarding Uniti with A. Anabi.	Masykanova, Aisulu	0.90	760.50
08-May-19	Analyze prepetition transaction analyses and potential claims against Uniti.	Richardson Arnould, Ka	3.80	1,995.00
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up with A. Masykanova and P. Dopsch regarding same (.6); research case law in connection with claims against Uniti (5.4).	Anabi, Andrew Issa	7.30	3,832.50
09-May-19	Review and revise draft of memorandum regarding claims against Uniti (2.6); correspond with P. Dopsch and A. Masykanova regarding same (.4); prepare for (.2) and attend (1.3) weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy; follow-up discussion with K. Richardson regarding same, claims investigation PowerPoint and research issues (.3); review current version of claims investigation tracker (.3); correspond with B. Mendelsohn (Perella) regarding PJT update regarding Uniti negotiations/issues (.2).	Damast, Craig A.	5.30	4,902.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up with A. Masyllkanova and A. Anabi regarding same (.6); further review and revise draft legal memorandum in connection with same (.1).	Dopsch, Peter C.	2.00	2,300.00
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); conduct and analyze legal research regarding claims regarding Uniti transaction (.8).	Ferraioli, Raff	2.10	1,155.00
09-May-19	Attend weekly claims investigation call to discuss status of ongoing investigations, workstreams and strategy (1.3); review debt covenant analysis (.8).	Good, Thomas H.	2.10	1,575.00
09-May-19	Review memorandum regarding debt exchanges potential claims (.9); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3).	Goren, Todd M.	2.20	2,530.00
09-May-19	Correspond with K. Richardson regarding workstream tracker (.6); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3).	Greer, Jocelyn Edith	1.90	1,330.00
09-May-19	Review and revise internal tracker for status of investigation and ongoing research (.6); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); review information and correspondence regarding Uniti claims and potential settlement options (1.2).	Marines, Jennifer L.	3.10	3,410.00
09-May-19	Review updated claims tracker (.4); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); review memorandum regarding note transactions and possible claims (1.1).	Marinuzzi, Lorenzo	2.80	3,640.00
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up with P. Dopsch and A. Anabi regarding same (.6).	Masyllkanova, Aisulu	1.90	1,605.50
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy.	Richards, Erica J.	1.30	1,202.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up discussion with C. Damast regarding same, claims investigation PowerPoint and research issues (.3); update work stream tracker (1.3); correspond with J. Greer regarding litigation team's updates (.4); draft Uniti claims investigation presentation (2.8).	Richardson Arnould, Ka	6.10	3,202.50
10-May-19	Conduct and analyze legal research regarding case law on potential claims against Uniti.	Anabi, Andrew Issa	8.20	4,305.00
10-May-19	Correspond with internal working group regarding claims investigation and memorandum in connection with same (.2); correspond with internal working group regarding Uniti investigation (.2).	Damast, Craig A.	0.40	370.00
10-May-19	Review correspondence and respond to questions relating to Committee analysis of Uniti transaction.	Dopsch, Peter C.	0.50	575.00
10-May-19	Analyze update regarding status of claims investigation workstreams.	Ferraioli, Raff	0.10	55.00
10-May-19	Correspond with internal working group regarding potential claims and ongoing workstreams.	Goren, Todd M.	0.40	460.00
10-May-19	Review memorandum regarding note issuances and related research (1.9); analyze additional claims in connection with same (1.0).	Marines, Jennifer L.	2.90	3,190.00
10-May-19	Review implied covenant of good faith claims in NY (.7); review and revise memorandum detailing note issuances and potential challenges (1.6).	Marinuzzi, Lorenzo	2.30	2,990.00
10-May-19	Review Aurelius claims investigation memorandum.	Rappoport, Steve	0.30	268.50
13-May-19	Correspond with A. Masykanova and E. Richards regarding Committee searches regarding claims investigation.	Damast, Craig A.	0.10	92.50
13-May-19	Prepare presentation for Committee regarding potential claims.	Greer, Jocelyn Edith	4.80	3,360.00
13-May-19	Review relevant research (1.6) and update memorandum regarding Uniti claims investigation (4.0).	Masykanova, Aisulu	5.60	4,732.00
13-May-19	Review correspondence regarding status of claims investigation.	Richards, Erica J.	0.30	277.50
14-May-19	Prepare memorandum regarding potential claims against Uniti.	Anabi, Andrew Issa	4.00	2,100.00
14-May-19	Correspond with internal working group regarding Uniti transaction.	Damast, Craig A.	0.20	185.00
14-May-19	Review correspondence regarding Uniti investigation and underlying document review.	Dopsch, Peter C.	0.30	345.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
14-May-19	Correspond with internal working group regarding claims investigation (.1); analyze materials in connection with potential claims against Uniti (.2).	Ferraioli, Raff	0.30	165.00
14-May-19	Review proposed term sheet.	Goren, Todd M.	0.80	920.00
14-May-19	Draft presentation to Committee regarding Aurelius claims investigation.	Greer, Jocelyn Edith	3.40	2,380.00
14-May-19	Review and revise memorandum regarding Uniti transaction.	Masyulkanova, Aisulu	2.70	2,281.50
15-May-19	Correspond with B. Mendelsohn (Perella) regarding proposed term sheet (.1); review same (.5); correspond with A. Masyulkanova regarding current draft of Uniti claims memorandum (.2); review same (1.3).	Damast, Craig A.	2.10	1,942.50
15-May-19	Correspond with Kirkland regarding Uniti call.	Goren, Todd M.	0.20	230.00
15-May-19	Incorporate S. Rappoport's comments into draft presentation regarding potential claims against Aurelius (.5); draft presentation to Committee regarding potential claims (1.8).	Greer, Jocelyn Edith	2.30	1,610.00
15-May-19	Review terms related to potential settlement (.9); review facts memorandum regarding Uniti transaction (.8); review research related to various avoidance issues (2.1).	Marines, Jennifer L.	3.80	4,180.00
15-May-19	Review proposal regarding settlement (.6); review next steps in Uniti evaluation (.5); review theories regarding potential claims against Aurelius (.8); review status of preparation of memoranda to Committee regarding investigations and possible claims (.9).	Marinuzzi, Lorenzo	2.80	3,640.00
15-May-19	Provide comments to J. Greer regarding presentation regarding potential claims against Aurelius.	Rappoport, Steve	0.50	447.50
16-May-19	Review current draft of memorandum regarding Uniti transaction (1.9); discuss reviews of same with P. Dopsch and A. Masyulkanova (.8); correspond with P. Dopsch and A. Masyulkanova regarding same (.4); attend weekly claims investigation meeting to discuss status of investigations (.8); correspond with internal working group regarding claims investigation-related research issues (.4).	Damast, Craig A.	4.30	3,977.50
16-May-19	Review and revise memorandum regarding Uniti transaction (.4); discuss reviews of same with A. Masyulkanova and C. Damast (.8); attend weekly claims investigation meeting to discuss status of investigations (.8).	Dopsch, Peter C.	2.00	2,300.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (.8); conduct and analyze legal research regarding potential claims against Aurelius (.8).	Ferraioli, Raff	1.60	880.00
16-May-19	Review and analyze updated memoranda regarding potential claims (.5); attend weekly claims investigation meeting to discuss status of investigations (.8); call with Kirkland regarding status of Uniti investigation (.6).	Goren, Todd M.	1.90	2,185.00
16-May-19	Attend weekly claims investigations meeting to discuss status of investigations.	Greer, Jocelyn Edith	0.80	560.00
16-May-19	Correspond with internal working group regarding Uniti claims investigations (.8); review memoranda and documents regarding same (1.3); attend weekly claims investigation meeting to discuss status of investigations (.8); review updated research regarding same (.4).	Levitt, Jamie A.	3.30	4,042.50
16-May-19	Call with Kirkland regarding status of Uniti investigation (.6); attend weekly claims investigation meeting to discuss status of investigations (.8); review research regarding standing to pursue various types of claims (.8); review research regarding treatment of license (1.6).	Marines, Jennifer L.	3.80	4,180.00
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (.8); review status of Aurelius claims investigation memorandum (.6); review claims associated with Uniti transaction and next steps (1.1); meet with C. Shore (counsel for UMB) to review Uniti strategy (1.6); call with Kirkland regarding status of Uniti investigation (.6).	Marinuzzi, Lorenzo	4.70	6,110.00
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (.8); discuss reviews of Uniti claims memorandum with P. Dopsch and C. Damast (.8).	Masykanova, Aisulu	1.60	1,352.00
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (partial) (.6); call with Kirkland regarding status of Uniti investigation (.6).	Richards, Erica J.	1.20	1,110.00
16-May-19	Prepare for (.3) and attend (.8) weekly claims investigation meeting to discuss status of investigations.	Richardson Arnould, Ka	1.10	577.50
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations.	Westergaard, Lily Vale	0.80	420.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
17-May-19	Correspond with A. Masyllkanova and R. Collura (Alix) regarding accounting treatment of sale and leaseback transaction (.4); review Windstream internal memorandum regarding same (1.2); review current draft of Uniti claims investigation memorandum (.7).	Damast, Craig A.	2.30	2,127.50
17-May-19	Review updated memoranda regarding potential claims (1.2); correspond with Alix regarding solvency analysis (.2).	Goren, Todd M.	1.40	1,610.00
17-May-19	Analyze and compile Windstream board presentations from Aurelius litigation (.3); send same to J. Salon and J. Blaivas (.1); draft Committee presentation and accompanying talking points regarding Aurelius investigation (4.9).	Greer, Jocelyn Edith	5.30	3,710.00
17-May-19	Discuss review in connection with claims investigation with Alix.	Masyllkanova, Aisulu	1.20	1,014.00
17-May-19	Revise presentation regarding Aurelius claims investigation.	Rappoport, Steve	0.50	447.50
17-May-19	Conduct legal research regarding treatment of leases in bankruptcy.	Richardson Arnould, Ka	2.60	1,365.00
19-May-19	Conduct and analyze legal research regarding Uniti transaction and potential claims (.8); draft memorandum regarding same (3.1).	Ferraioli, Raff	3.90	2,145.00
20-May-19	Review Windstream internal memorandum regarding sale and leaseback transaction and accounting treatment (1.6); correspond with internal working group, Alix and Perella teams regarding Debtors' request for meeting and scheduling (.4); correspond with K. Richardson regarding claims investigation related research issues (.3); conduct legal research regarding section 365 issues in connection with potential claims (.6); correspond with R. Collura (Alix) and A. Masyllkanova regarding accounting of sale and leaseback transaction (.4); correspond with internal working group regarding same (.2); correspond with J. Wooding (Alix) and J. Greer regarding solvency analysis documents and supplemental document request regarding same (.3).	Damast, Craig A.	3.80	3,515.00
20-May-19	Review and revise legal memorandum relating to potential Uniti claims (4.1); follow up with A. Masyllkanova regarding proposed changes (.3).	Dopsch, Peter C.	4.40	5,060.00
20-May-19	Conduct and analyze legal research regarding Uniti transaction and potential claims (.3); draft memorandum regarding same (.9); analyze correspondence regarding accounting of sale and leaseback transaction (.2).	Ferraioli, Raff	1.40	770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
20-May-19	Review diligence materials regarding Uniti transaction and potential claims (.9); correspond with Alvarez regarding solvency analysis (.2); correspond with Perella and Alix regarding meeting with Kirkland (.2).	Goren, Todd M.	1.30	1,495.00
20-May-19	Review GAAP analysis from Alix regarding sale and leaseback transaction (.4); review underlying Company opinion and materials regarding same (1.2).	Marines, Jennifer L.	1.60	1,760.00
20-May-19	Revise legal memorandum relating to potential Uniti claims (3.3); follow up with P. Dopsch regarding proposed changes (.3).	Masykanova, Aisulu	3.60	3,042.00
21-May-19	Correspond with internal working group, Alix and Perella teams regarding Uniti transaction and meeting with Debtors and advisors (.3); correspond with P. Dopsch and A. Masykanova regarding upcoming meeting with Debtors to discuss possible claims (.3); review and revise current draft of Uniti claims memorandum (4.8); correspond with P. Dopsch and A. Masykanova regarding same and comments (.3).	Damast, Craig A.	5.70	5,272.50
21-May-19	Further legal analysis of potential Uniti claim (1.2); follow up on issues related to real estate (.6).	Dopsch, Peter C.	1.80	2,070.00
21-May-19	Conduct and analyze legal research regarding sale and leaseback transaction and potential claims (.4); draft memorandum regarding same (1.3); correspond with C. Damast regarding same (.2); analyze revised memorandum regarding Uniti claims investigation (.6); conduct and analyze legal research regarding creditor standing and estate claims (.7).	Ferraioli, Raff	3.20	1,760.00
21-May-19	Review key documents regarding potential Uniti claims.	Goren, Todd M.	0.90	1,035.00
21-May-19	Review claims investigation memorandum regarding Uniti transaction (1.3); review memorandum on potential claims against Aurelius (.6).	Marines, Jennifer L.	1.90	2,090.00
21-May-19	Correspond with B. Weiland (Kirkland) regarding meeting among advisors to review Uniti claims (.3); review updated memorandum regarding Uniti claims (1.4); review status of preparation for meetings with Committee and Kirkland regarding Uniti claims (.7).	Marinuzzi, Lorenzo	2.40	3,120.00
21-May-19	Review and revise memorandum regarding Uniti claims investigation (.8); review relevant transaction documents (1.1).	Masykanova, Aisulu	1.90	1,605.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
22-May-19	Prepare memorandum regarding potential Uniti claims.	Anabi, Andrew Issa	2.10	1,102.50
22-May-19	Call with P. Dopsch and A. Masykanova regarding review of legal memorandum regarding potential Uniti claims and related matters (.6); correspond with internal working group regarding same and additional research questions (.2); review revised draft of memorandum (1.6); discuss claims investigation related research results with R. Ferraioli (.3).	Damast, Craig A.	2.70	2,497.50
22-May-19	Further review of legal memorandum regarding potential Uniti claims and related matters (.4); call with A. Masykanova and C. Damast regarding same (.6).	Dopsch, Peter C.	1.00	1,150.00
22-May-19	Analyze comments and correspondence regarding Uniti claims investigation memorandum (.1); conduct and analyze legal research regarding derivative standing (.2); discuss claims investigation related research results C. Damast (.3); analyze correspondence regarding claims investigation status and strategy (.2); conduct and analyze legal research in connection with same (.9); draft memorandum in connection with same (1.6); discuss potential claims and strategy with J. Marines (.2).	Ferraioli, Raff	3.50	1,925.00
22-May-19	Review and analyze memorandum regarding Uniti claims (.8); correspond with internal working group regarding additional research and claims related to same (.3).	Goren, Todd M.	1.10	1,265.00
22-May-19	Work on Aurelius claims investigation Committee presentation.	Levitt, Jamie A.	2.10	2,572.50
22-May-19	Review and analyze theories in connection with Uniti transaction (.8); discuss potential claims and strategy with R. Ferraioli (.2).	Marines, Jennifer L.	1.00	1,100.00
22-May-19	Call with P. Dopsch and C. Damast regarding review of legal memorandum regarding Uniti claims and related matters.	Masykanova, Aisulu	0.60	507.00
22-May-19	Review and revise Aurelius claims presentation.	Rappoport, Steve	0.50	447.50
23-May-19	Revise memorandum regarding Uniti claims.	Anabi, Andrew Issa	3.90	2,047.50
23-May-19	Discuss research regarding Uniti claims with R. Ferraioli (.4); review and revise same (5.7); correspond with P. Dopsch and A. Masykanova regarding memorandum (.3); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); discuss same and next steps with R. Ferraioli and K. Richardson (.3); discuss same with T. Goren (.3) and A. Masykanova (.3).	Damast, Craig A.	8.70	8,047.50

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow up on real estate issues with A. Masyllkanova and J. Greer (.4).	Dopsch, Peter C.	1.80	2,070.00
23-May-19	Conduct and analyze legal research regarding Uniti claims (.8); discuss same with C. Damast (.4); draft memorandum regarding same (1.4); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); discuss same and next steps with C. Damast and K. Richardson (.3).	Ferraioli, Raff	4.30	2,365.00
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy.	Good, Thomas H.	1.40	1,050.00
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow-up discussion with C. Damast regarding same and next steps (.3).	Goren, Todd M.	1.70	1,955.00
23-May-19	Revise Aurelius claims memorandum and accompanying presentation for Committee (3.4); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow up on real estate issues with P. Dopsch and A. Masyllkanova (.4).	Greer, Jocelyn Edith	5.20	3,640.00
23-May-19	Work on Aurelius claims investigation Committee presentation (1.3); review revised Uniti claims memorandum (1.0).	Levitt, Jamie A.	2.30	2,817.50
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy (1.4); review valuation analysis from Alix (.7); review updated Uniti transaction memorandum (.6); review open diligence items related to all investigations (.5).	Marines, Jennifer L.	3.20	3,520.00
23-May-19	Review and revise summary of Uniti claims (1.2); review materials regarding same (.8); review next steps in meeting with Committee regarding claims (.6); correspond with B. Weiland (Kirkland) regarding claims meeting (.4); correspond with Committee advisors regarding preparation for Company claims meeting (.4).	Marinuzzi, Lorenzo	3.40	4,420.00
23-May-19	Review and revise Uniti transaction memorandum (1.7); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow-up discussion with C. Damast regarding same and next steps (.3); follow up on real estate issues with P. Dopsch and J. Greer (.4).	Masyllkanova, Aisulu	3.80	3,211.00
23-May-19	Research ability to bring claims against certain defendants (.9); attend weekly claims investigation meeting regarding status of claims and strategy (1.4).	Richards, Erica J.	2.30	2,127.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
23-May-19	Correspond with J. Greer regarding in-person Committee meeting (.2); discuss claims investigation meeting and next steps with R. Ferraioli and C. Damast (.3); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.70	367.50
23-May-19	Correspond with E. Richards regarding preparations for claim investigation report meeting and dataroom status (.1); correspond with G. Peck regarding Windstream diligence (.2).	Sullivan, Lauren Marie	0.30	225.00
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy.	Westergaard, Lily Vale	1.40	735.00
24-May-19	Correspond with J. Wooding (Alix) and R. Ferraioli regarding asset valuation regarding Uniti transaction (.2); review same (.2); review and revise draft of Uniti claims memorandum (3.7); discuss same and revisions with R. Ferraioli (.9); correspond with R. Ferraioli regarding same (.4); correspond with K. Richardson regarding status of memorandum and presentation to Committee (.3).	Damast, Craig A.	5.70	5,272.50
24-May-19	Follow up on Committee issues related to legal analysis of claims.	Dopsch, Peter C.	0.80	920.00
24-May-19	Conduct and analyze legal research in connection with Uniti investigation (1.1); revise draft of claims memorandum (2.2); discuss same and revisions with C. Damast (.9).	Ferraioli, Raff	4.20	2,310.00
24-May-19	Work on Aurelius claims investigation Committee presentation (2.2); correspond with internal working group regarding revisions to same (.5).	Levitt, Jamie A.	2.70	3,307.50
24-May-19	Review and revise Uniti claims memorandum.	Marines, Jennifer L.	0.90	990.00
25-May-19	Conduct and analyze legal research regarding potential Uniti claims (.4); revise memorandum in connection with same (.5).	Ferraioli, Raff	0.90	495.00
27-May-19	Correspond with A. Masykanova regarding memorandum on Uniti transaction.	Richardson Arnould, Ka	0.20	105.00
28-May-19	Review and revise current draft of Uniti transaction memorandum (1.3); correspond with P. Dopsch and A. Masykanova regarding same (.4).	Damast, Craig A.	1.70	1,572.50
28-May-19	Review issues related to transferred real estate in connection with potential claims analysis.	Dopsch, Peter C.	1.70	1,955.00
28-May-19	Revise memorandum regarding potential claims against Uniti (.8); conduct and analyze legal research regarding same (.3).	Ferraioli, Raff	1.10	605.00
28-May-19	Discuss revisions to Committee presentation regarding Aurelius claims with S. Rappoport and J. Levitt.	Greer, Jocelyn Edith	0.70	490.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
28-May-19	Work on Aurelius claims investigation Committee presentation and notes (2.9); discuss revisions to presentation with S. Rappoport and J. Greer (.7); review updated Uniti investigation memorandum (1.1).	Levitt, Jamie A.	4.70	5,757.50
28-May-19	Review Committee presentation regarding Aurelius claims (.3); discuss revisions to same with J. Levitt and J. Greer (.7).	Rappoport, Steve	1.00	895.00
28-May-19	Correspond with C. Damast and A. Masykanova regarding Uniti transaction memorandum (.2); review same (.9).	Richardson Arnould, Ka	1.10	577.50
29-May-19	Discuss presentations regarding claims investigation with R. Ferraioli (.4); discuss same with P. Dopsch, A. Masykanova and K. Richardson (1.1); review current draft of Uniti claims memorandum (1.4); review and revise draft of Uniti claims presentation (2.3); correspond with A. Masykanova and K. Richardson regarding presentations, comments and revisions (1.4).	Damast, Craig A.	6.60	6,105.00
29-May-19	Review and revise presentations regarding Uniti transaction and related claims (.2); discuss same with A. Masykanova, K. Richardson and C. Damast (1.1).	Dopsch, Peter C.	1.30	1,495.00
29-May-19	Conduct and analyze legal research regarding Uniti claims (.4); draft memorandum in connection with same (.6); discuss presentations regarding claims investigation with C. Damast (.4); correspond with internal working group regarding same (.2); draft presentation regarding potential claims (1.9); revise same (1.2); analyze and revise presentation regarding sale and leaseback transaction (1.2); correspond with internal working group regarding same (.2); analyze comments to same (.3).	Ferraioli, Raff	6.40	3,520.00
29-May-19	Review correspondence regarding research for Aurelius claims (.6); revise presentation in connection with same (2.9).	Greer, Jocelyn Edith	3.50	2,450.00
29-May-19	Prepare binder of cases cited in Committee memorandum regarding potential claims against Aurelius (2.8); review same (.3).	Guido, Laura	3.10	1,162.50
29-May-19	Correspond with M. Zaccarelli and A. Masykanova and title company regarding real property searches.	Haley, Sharon L.	1.00	400.00
29-May-19	Review and revise memorandum regarding Uniti transaction and potential claims.	Marines, Jennifer L.	1.70	1,870.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
29-May-19	Review and revise presentation regarding Uniti transaction and related claims (3.1); discuss same with P. Dopsch, C. Damast and K. Richardson (1.1).	Masykanova, Aisulu	4.20	3,549.00
29-May-19	Draft presentation regarding Uniti transaction and related claims (9.9); discuss same with C. Damast, P. Dopsch and A. Masykanova regarding same (1.1); review and incorporate comments by A. Masykanova and P. Dopsch regarding same (1.7); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	12.90	6,772.50
29-May-19	Correspond with A. Masykanova and S. Haley regarding real property (.4); review leases and compare against location list (3.6).	Zaccarelli, Monet D.	4.00	1,160.00
30-May-19	Analyze due diligence documents and prepare list of documents in support of claims against Uniti (7.3); prepare updated list of research (.7).	Anabi, Andrew Issa	8.00	4,200.00
30-May-19	Correspond with P. Dopsch regarding Uniti claims investigation presentation for Committee and status (.2); correspond with K. Richardson regarding same (.2); discuss claims investigation materials with R. Ferraioli (.3); attend meeting at Kirkland regarding claims investigation and status (2.3); correspond with J. Dutton (Alix) regarding solvency analysis status (.2); review and revise current drafts of Uniti claims presentation (2.9); discuss same and revisions with K. Richardson (.3); correspond with P. Dopsch and A. Masykanova regarding claims memorandum (.3); attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); review and revise current draft of presentation regarding Uniti claims (.7); discuss same with A. Masykanova and P. Dopsch (.6).	Damast, Craig A.	9.10	8,417.50
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); attend meeting at Kirkland regarding claims investigation and status (2.3); review underlying documents relating to analysis of Uniti claims (.6); discuss current draft of presentation regarding Uniti claims with A. Masykanova and C. Damast (.6).	Dopsch, Peter C.	4.60	5,290.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
30-May-19	Conduct and analyze legal research in connection with Uniti claims investigation (1.6); discuss claims investigation presentation materials with C. Damast (.3); analyze comments to (1.2) and revise (3.6) presentation regarding Uniti transaction; attend meeting (telephonically) with Kirkland regarding claims investigation and status (2.3); correspond with J. Greer regarding damages (.1); prepare for (.1) and attend (.9) weekly claims investigation meeting; follow-up discussion with internal working group regarding status and strategy (.2).	Ferraioli, Raff	10.30	5,665.00
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2).	Good, Thomas H.	1.10	825.00
30-May-19	Attend meeting at Kirkland regarding claims investigation and status (2.3); attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); review memoranda regarding status of claims investigation (1.0).	Goren, Todd M.	4.40	5,060.00
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); revise presentation regarding potential claims against Aurelius(3.3); attend meeting at Kirkland regarding claims investigation and status (2.3); revise information sharing protocol (1.4).	Greer, Jocelyn Edith	8.10	5,670.00
30-May-19	Attend meeting at Kirkland regarding claims investigation and status (2.3); review summary of claims and Debtor meeting (.4); review Aurelius claims investigation presentation notes (.7).	Levitt, Jamie A.	3.40	4,165.00
30-May-19	Prepare for (1.0) and attend (.9) weekly claims investigation meeting; follow-up discussion with internal working group regarding status and strategy (.2); attend meeting at Kirkland regarding claims investigation and status (2.3); review and revise presentations in connection with Uniti transaction (1.8); review and revise memorandum to Committee regarding Aurelius conduct (1.6).	Marines, Jennifer L.	7.80	8,580.00
30-May-19	Prepare for (1.2) and attend (2.3) meeting at Kirkland regarding claims investigation and status; attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); review and revise presentation regarding Uniti claims (1.7).	Marinuzzi, Lorenzo	6.30	8,190.00
30-May-19	Review and revise current draft of presentation regarding Uniti claims (1.2); discuss same with P. Dopsch and C. Damast (.6).	Masyllkanova, Aisulu	1.80	1,521.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
30-May-19	Review changes to Aurelius protective order (.3); review and comment on presentation to Committee regarding claims against Aurelius (1.4); review slides for presentation to Committee regarding Uniti transaction (.5).	Rappoport, Steve	2.20	1,969.00
30-May-19	Draft presentation materials for Committee regarding note exchanges (4.2); attend meeting at Kirkland regarding claims investigation and status (2.3); attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); revise memorandum regarding exchange-related claims (.6).	Richards, Erica J.	8.20	7,585.00
30-May-19	Review presentation on Uniti investigation (1.3); discuss same and revisions with C. Damast (.3); correspond with internal working group regarding same (.1); attend meeting (telephonically) at Kirkland regarding claims investigation and status (2.3).	Richardson Arnould, Ka	4.00	2,100.00
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2).	Westergaard, Lily Vale	1.10	577.50
31-May-19	Review and revise current draft of presentation to Committee regarding Uniti claims (3.3); correspond with internal working group regarding same and comments/revisions (.7); review internal working group comments to same (.6); discuss related research with R. Ferraioli (.5); correspond with internal working group regarding same (.4); review same (1.4); review internal working group comments to presentation to Committee regarding possible claims against Aurelius (.4); correspond with internal working group regarding comments to claims investigation presentations to Committee (.6).	Damast, Craig A.	7.90	7,307.50
31-May-19	Review presentations regarding Uniti claims.	Dopsch, Peter C.	0.60	690.00
31-May-19	Conduct and analyze legal research regarding Uniti investigation (2.5); draft internal memorandum regarding same (1.1); discuss related research with C. Damast (.5); analyze comments to claims investigation presentation materials (1.2); revise same (2.6); correspond with internal working group regarding same (.2); discuss same with T. Goren (.3).	Ferraioli, Raff	8.40	4,620.00
31-May-19	Review presentations regarding exchange transactions for presentation at Committee meeting.	Good, Thomas H.	0.70	525.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
31-May-19	Review and revise presentations regarding investigation status (2.9); call with Kirkland regarding Uniti claims (.5); discuss claims investigation presentation materials with R. Ferraioli (.3).	Goren, Todd M.	3.70	4,255.00
31-May-19	Revise presentation to Committee regarding claims against Aurelius based on further research and comments from J. Levitt and T. Goren (6.8); finalize information sharing protocol and circulate to internal working group (1.2).	Greer, Jocelyn Edith	8.00	5,600.00
31-May-19	Correspond with P. Dopsch regarding real property searches.	Haley, Sharon L.	0.10	40.00
31-May-19	Review draft presentation for Committee regarding Aurelius (.4), prepare and send comments regarding draft presentation to J. Greer (.4).	Kaufman, David H.	0.80	980.00
31-May-19	Revise Committee Aurelius claims presentation and notes (3.2); correspond with internal working group regarding presentation revisions (.5).	Levitt, Jamie A.	3.70	4,532.50
31-May-19	Review and revise memorandum to Committee regarding Uniti transaction and incorporate updates from Debtor meeting (2.3); update Committee presentation regarding same (.7); review and revise memorandum regarding exchange offer and formulate various claims/causes of action (.9); review and revise claims memorandum for distribution to Committee (1.6); review slide presentation to Committee regarding same (.4).	Marines, Jennifer L.	5.90	6,490.00
31-May-19	Review and revise Uniti claims analysis presentation to Committee (2.3); correspond with R. Ferraioli regarding next steps (.5); review and revise presentation regarding Aurelius claims (.9); review revised presentation regarding note claims (1.2).	Marinuzzi, Lorenzo	4.90	6,370.00
31-May-19	Review presentation regarding Uniti claims.	Masykanova, Aisulu	0.20	169.00
31-May-19	Review presentation to Committee regarding potential Aurelius claims and comments to same.	Rappoport, Steve	0.80	716.00
31-May-19	Further draft presentation to Committee regarding potential note exchange claims.	Richards, Erica J.	1.60	1,480.00
Total: 026	Claims Investigation		500.10	422,191.50
Lien Investigation				
01-May-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets.	Anabi, Andrew Issa	1.10	577.50
01-May-19	Review correspondence regarding lien related matters.	Masykanova, Aisulu	0.50	422.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
01-May-19	Correspond with A. Masykanova regarding lien searches (.2); order additional fixture filing searches (.3).	Zaccarelli, Monet D.	0.50	145.00
02-May-19	Review materials in dataroom in connection with lien perfection analysis.	Marines, Jennifer L.	1.00	1,100.00
07-May-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets.	Anabi, Andrew Issa	1.50	787.50
07-May-19	Review lien searches.	Sullivan, Lauren Marie	0.10	75.00
07-May-19	Correspond with A. Masykanova regarding Committee lien search (.2); review and analyze lien search results (1.3).	Zaccarelli, Monet D.	1.50	435.00
08-May-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets.	Anabi, Andrew Issa	1.90	997.50
09-May-19	Discuss collateral description research task for purposes of lien investigation with A. Masykanova.	Bullard, Miranda	0.10	55.00
09-May-19	Discuss collateral description research task for purposes of lien investigation with M. Bullard.	Masykanova, Aisulu	0.10	84.50
09-May-19	Review lien searches.	Sullivan, Lauren Marie	0.80	600.00
10-May-19	Review correspondence from A. Masykanova regarding collateral description research task for purposes of lien investigation.	Bullard, Miranda	0.10	55.00
10-May-19	Correspond with E. Richards and M. Bullard regarding lien investigation (.4); review lien documents (.4).	Masykanova, Aisulu	0.80	676.00
17-May-19	Correspond with S. Jensen regarding research memorandum regarding collateral descriptions and lien investigation.	Bullard, Miranda	0.20	110.00
20-May-19	Discuss lien review with L. Sullivan.	Peck, Geoffrey R.	1.00	1,125.00
20-May-19	Discuss lien review with G. Peck.	Sullivan, Lauren Marie	1.00	750.00
21-May-19	Draft updates to diligence checklist in connection with lien investigation.	Sullivan, Lauren Marie	0.30	225.00
22-May-19	Discuss legal research regarding collateral description and lien investigation with A. Masykanova.	Bullard, Miranda	0.10	55.00
22-May-19	Review finance documents for purposes of preparing an overview of collateral.	Jensen, Sofie	0.10	27.50
22-May-19	Conduct business entity searches (.3); review and analyze Committee lien search results confirming all necessary searches were run and identifying any filings made by certain secured parties (2.8).	Kweon, Christie Y.	3.10	914.50

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
22-May-19	Discuss legal research regarding collateral description and lien investigation with M. Bullard.	Masykanova, Aisulu	0.10	84.50
22-May-19	Draft revisions to diligence checklists and summary charts.	Sullivan, Lauren Marie	0.30	225.00
23-May-19	Research collateral description requirements in connection with lien investigation.	Bullard, Miranda	0.20	110.00
23-May-19	Review Committee lien search results identifying any filings made by certain secured parties.	Kweon, Christie Y.	0.20	59.00
23-May-19	Correspond with lien review team regarding preparation of update materials for upcoming Committee meeting.	Richards, Erica J.	0.60	555.00
24-May-19	Conduct legal research relating to collateral description in connection with lien investigation.	Bullard, Miranda	0.10	55.00
24-May-19	Conduct legal research relating to collateral description in connection with lien investigation.	Grandeau, Ryan J.	1.60	456.00
24-May-19	Review diligence charts and prepare comments (2.8); correspond with L. Sullivan regarding same (.2).	Peck, Geoffrey R.	3.00	3,375.00
28-May-19	Discuss collateral description research with R. Grandeau in connection with lien investigation (.2); conduct legal research regarding same (.1).	Bullard, Miranda	0.30	165.00
28-May-19	Analyze financing statements (1.1); discuss research with M. Bullard in connection with lien investigation (.2).	Grandeau, Ryan J.	1.30	370.50
29-May-19	Discuss Committee presentation with L. Sullivan.	Peck, Geoffrey R.	0.30	337.50
29-May-19	Prepare Committee presentation regarding status of lien investigation (.7); discuss same with G. Peck (.3); review diligence materials in connection of same (.8).	Sullivan, Lauren Marie	1.80	1,350.00
30-May-19	Analyze Delaware secretary of state entity search and confirm names of guarantors.	Anabi, Andrew Issa	1.00	525.00
30-May-19	Correspond with R. Ferraioli and A. Masykanova regarding lien search results.	Greer, Jocelyn Edith	0.30	210.00
30-May-19	Correspond with vendor regarding lien searches.	Haley, Sharon L.	0.20	80.00
30-May-19	Draft presentations for Committee meeting (1.7); review updates to UCC-1 and guarantor diligence tracker (.4); revise checklist for diligence review (.6).	Sullivan, Lauren Marie	2.70	2,025.00
30-May-19	Coordinate IP searches.	Zaccarelli, Monet D.	0.50	145.00
31-May-19	Review Committee presentation regarding liens.	Peck, Geoffrey R.	2.00	2,250.00
31-May-19	Analyze corporate records (.7); review UCC-1s (.6); correspond with S. Jensen regarding status of diligence (.5); revise diligence charts to reflect updates (.3).	Sullivan, Lauren Marie	2.10	1,575.00
Total: 027	Lien Investigation		34.40	23,170.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
Other Motions/Applications				
01-May-19	Review recently filed motions in advance of Committee call.	Richardson Arnould, Ka	1.40	735.00
03-May-19	Review GLM filings including notice of appeal and statement of issues.	Richardson Arnould, Ka	0.70	367.50
15-May-19	Correspond with internal working group regarding status of proposed orders (.2); prepare same (.3); correspond with Chambers regarding same (.1).	Ferraioli, Raff	0.60	330.00
28-May-19	Review docket and analyze recent pleadings.	Richardson Arnould, Ka	1.30	682.50
30-May-19	Review recently filed pleadings (.9); update case documents and calendar regarding recent pleadings (.3).	Richardson Arnould, Ka	1.20	630.00
31-May-19	Draft summaries of motions to update Committee (.4); correspond with internal working group and revise draft to incorporate comments by T. Goren (.3).	Richardson Arnould, Ka	0.70	367.50
Total: 029	Other Motions/Applications		5.90	3,112.50
Schedules and Statements				
13-May-19	Review Debtors' filed schedules and SOFAs.	Damast, Craig A.	1.40	1,295.00
15-May-19	Further review Debtors' filed schedules and SOFAs.	Damast, Craig A.	1.30	1,202.50
15-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.10	55.00
15-May-19	Review statements for insider payments and intercompany claims.	Marinuzzi, Lorenzo	0.90	1,170.00
16-May-19	Compile all filed schedules and SOFAs from all Debtors.	Delehanty, Danielle Ei	0.90	324.00
16-May-19	Analyze schedules and statements; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00
17-May-19	Finish compiling filed schedules from all Debtors.	Delehanty, Danielle Ei	3.00	1,080.00
20-May-19	Review and retrieve SOFAs filed by all Debtors.	Delehanty, Danielle Ei	3.70	1,332.00
23-May-19	Analyze schedules and statements.	Ferraioli, Raff	1.10	605.00
23-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.30	165.00
28-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.30	165.00
29-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.60	330.00
Total: 030	Schedules and Statements		13.80	7,833.50
Time Entry Review				
08-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.90	1,045.00
09-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	110.00

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
22690	Blaivas, Jay	1,175.00	5.60	6,580.00
14140	Goren, Todd M.	1,150.00	78.00	89,700.00
10213	Kaufman, David H.	1,225.00	1.60	1,960.00
04458	Levitt, Jamie A.	1,225.00	63.30	77,542.50
17456	Marines, Jennifer L.	1,100.00	62.20	68,420.00
14116	Marinuzzi, Lorenzo	1,300.00	92.10	119,730.00
12345	Peck, Geoffrey R.	1,125.00	6.30	7,087.50
18564	Salon, Justin R.	1,065.00	0.50	532.50
21822	Anabi, Andrew Issa	525.00	61.30	32,182.50
20387	Bullard, Miranda	550.00	1.10	605.00
22181	Ferraioli, Raff	550.00	129.50	71,225.00
21115	Good, Thomas H.	750.00	14.30	10,725.00
23534	Greer, Jocelyn Edith	700.00	120.60	84,420.00
19988	Masykanova, Aisulu	845.00	44.20	37,349.00
20344	Plymale, Rachael K.	695.00	3.30	2,293.50
19721	Rappoport, Steve	895.00	43.00	38,485.00
21823	Richardson Arnould, Ka	525.00	98.40	51,660.00
23425	Sullivan, Lauren Marie	750.00	9.40	7,050.00
21829	Westergaard, Lily Vale	525.00	28.00	14,700.00
08676	Dopsch, Peter C.	1,150.00	27.20	31,280.00
14078	Richards, Erica J.	925.00	45.80	42,365.00
17323	Damast, Craig A.	925.00	132.40	122,470.00
13849	Guido, Laura	375.00	4.60	1,725.00
20130	Haley, Sharon L.	400.00	2.10	840.00
16238	Madori, Andrea M.	395.00	0.30	118.50
18387	Delehanty, Danielle Ei	360.00	26.80	9,648.00
19084	Kweon, Christie Y.	295.00	3.30	973.50
19867	Zaccarelli, Monet D.	290.00	7.00	2,030.00
23751	Grandeau, Ryan J.	285.00	2.90	826.50
23415	Jensen, Sofie	275.00	0.10	27.50
15029	Bergelson, Vadim	345.00	10.10	3,484.50
15298	Nguyen, Thuan H.	345.00	1.00	345.00
99850	Research Services*	350.00	0.90	315.00
99851	eDiscovery Services**	320.00	1.30	416.00
	Client Accommodation - ½ Non-Working Travel			(8,896.25)
	Client Accommodation – Time Entry Review			(8,342.50)
TOTAL			1,128.50	921,873.25

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

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	2.60	2,142.50
006	Business Operations	6.80	7,440.00
007	Case Administration	29.10	21,177.00
008	Claims Administration and Objections	2.80	3,040.00
010	Employee Benefits and Pensions	143.00	133,131.50
011	Employment and Fee Applications	8.50	6,365.00
014	Other Litigation	41.60	38,254.00
015	Meetings and Communications with Creditors	81.20	70,468.00
016	Non-Working Travel	20.80	17,792.50
017	Plan and Disclosure Statement	4.60	4,390.00
019	Relief from Stay and Adequate Protection	13.30	10,095.00
020	Reporting	1.20	1,110.00
021	Tax	6.60	7,677.50
023	Discovery	144.00	109,795.00
024	Hearings	54.90	40,286.50
025	First and Second Day Motions	1.20	1,297.50
026	Claims Investigation	500.10	422,191.50
027	Lien Investigation	34.40	23,170.00
029	Other Motions/Applications	5.90	3,112.50
030	Schedules and Statements	13.80	7,833.50
032	Time Entry Review	12.10	8,342.50
	Client Accommodation – ½ Non-Working Travel		(8,896.25)
	Client Accommodation – Time Entry Review		(8,342.50)
	TOTAL	1,128.50	921,873.25

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Disbursement Detail

Date	Description	Value
31-May-19	On-line Research - LEXIS	106.40
31-May-19	On-line Research - WESTLAW	7,075.60
31-May-19	Air Freight	24.76
16-May-19	Court filing service, CourtCall, K. Richardson, 5/14/19, hearing	100.00
01-May-19	Search fees, CT Lien Solutions, fixture filing searches	224.73
15-May-19	Search fees, CT Lien Solutions, lien searches	224.73
20-May-19	Search fees, CT Lien Solutions, fixture filing searches	74.91
21-May-19	Search fees, CT Lien Solutions, lien searches	4,092.73
23-May-19	Search fees, CT Lien Solutions, conduct UCC lien search against US LEC of Pennsylvania LLC in North Carolina	79.05
28-May-19	Search fees, CT Lien Solutions, lien searches	74.91
01-May-19	Travel, taxi/car service, J. Greer, ground travel to airport, in Little Rock for deposition, 5/1/19	23.87
01-May-19	Travel, taxi/car service, J. Greer, ground travel to deposition in Little Rock, 5/1/19	17.52
14-May-19	Travel, taxi/car service, J. Greer, ground travel to White Plains for hearing, 5/14/19	94.86
14-May-19	Travel, mileage, T. Goren, ground travel to/from White Plains for hearing, 5/14/19	68.44
14-May-19	Travel, taxi/car service, R. Ferraioli, ground travel to White Plains for hearing, 5/14/19	99.88
14-May-19	Travel, taxi/car service, R. Ferraioli, ground travel from White Plains following hearing, 5/14/19	57.69
16-May-19	Travel, parking, T. Goren, parking while attending hearing in White Plains, 5/14/19	5.20
01-May-19	EDiscovery, Epiq Managed Services, April, 2019	568.30
06-May-19	Business meals, 6 attendees, 5/6/19	120.00
20-May-19	Business meals, 8 attendees, 5/20/19	160.00
24-May-19	Business meals, 7 attendees, 5/28/19	140.00
14-May-19	Travel meals, T. Goren, lunch, in White Plains for hearing, 5/14/19	12.14
07-May-19	Local travel, taxi/car service, R. Ferraioli, 9:00 pm, 5/7/19	24.44
13-May-19	Local travel, taxi/car service, A. Masykanova, 9:56 pm, 5/13/19	88.94
30-May-19	Local travel, taxi/car service, R. Ferraioli, 9:03 pm, 5/30/19	25.94
Current Disbursements		13,585.04

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	921,873.25
Total Disbursements	13,585.04
Total Amount Due	935,458.29

MORRISON | FOERSTER

Matter Number: 017254-0000001 Invoice Number: 5833688
Matter Name: OFFICIAL COMMITTEE Invoice Date: June 30, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20

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

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

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

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

**THIRD MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
 AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD JUNE 1, 2019 THROUGH JUNE 30, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	June 1, 2019 through June 30, 2019 (the “ <u>Fee Period</u> ”)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$605,628.00 (80% = \$484,502.40)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$14,567.50

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors* Nunc Pro Tunc to March 12, 2019, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$605,628.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$121,125.60, for a total fee request of \$484,502.40;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$14,567.50.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from June 1, 2019 through and including June 30, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 801.60 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$605,628.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$121,125.60 for a total fee request of \$484,502.40 together with reimbursement of expenses in the amount of \$14,567.50 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
July 30, 2019

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

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

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
28-Jun-19	Correspond with L. Marinuzzi regarding discussion with C. Shore (White & Case) previewing motion regarding Debtors' schedules and cash management (.2); review motion to strike Uniti lease from Schedule G and to modify cash management order (.9); correspond (.2) and discuss (.3) same with R. Ferraioli; prepare summary of same and review/revise (.9); correspond with internal working group regarding same and finalizing summary (.3).	Damast, Craig A.	2.80	2,590.00
28-Jun-19	Review memorandum of law relating to indenture trustees' motion regarding recharacterization.	Dopsch, Peter C.	0.50	575.00
28-Jun-19	Correspond with internal working group regarding motion to strike Uniti lease from Schedule G and to modify cash management order (.2); discuss same with C. Damast (.3); analyze same (.9); revise summary of same (.3).	Ferraioli, Raff	1.70	935.00
28-Jun-19	Review noteholder motion to strike Uniti lease and amend cash collateral order (1.7); call with M. Brod (Milbank) regarding same (.2).	Goren, Todd M.	1.90	2,185.00
28-Jun-19	Review indenture trustees' motion papers (3.2); correspond with internal working group regarding same (.2).	Levitt, Jamie A.	3.40	4,165.00
28-Jun-19	Call with C. Shore (counsel for UMB) regarding upcoming Uniti motions (.4); draft memorandum to internal working group regarding Uniti motions and call with C. Shore (.3); review UMB motion to stop payments to Uniti and modify schedules (1.2); analyze Uniti claims and impact of litigation (.7); call with S. Hessler (Kirkland) regarding Uniti strategy and impact of litigation (.4); draft memorandum to internal working group regarding S. Hessler call and next steps on Uniti (.5).	Marinuzzi, Lorenzo	3.50	4,550.00
30-Jun-19	Correspond with internal working group and Perella team regarding WMB/US Bank motion to strike Uniti lease from Schedule G and to modify cash management order, strategy and arranging call to discuss.	Damast, Craig A.	0.60	555.00
30-Jun-19	Correspond with Perella and Alix regarding indenture trustees' motion, strategy and next steps.	Goren, Todd M.	0.20	230.00
Total: 029	Other Motions/Applications		29.30	25,907.50
Schedules and Statements				
03-Jun-19	Correspond with J. Luze (Kirkland) regarding amended Schedule D; review same.	Damast, Craig A.	0.20	185.00
05-Jun-19	Review Debtors' schedules and statements of financial affairs.	Damast, Craig A.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
05-Jun-19	Correspond with T. Dinh regarding preliminary search results (.2); continue to update same (2.1).	Day, Christina	2.30	529.00
11-Jun-19	Analyze schedules and statements.	Ferraioli, Raff	0.70	385.00
12-Jun-19	Analyze schedules and statements (2.3); call with C. Wick (counsel for Crown Castle) regarding schedules and statements (.1); discuss same with K. Richardson (.2).	Ferraioli, Raff	2.60	1,430.00
12-Jun-19	Discuss schedules and statements with R. Ferraioli.	Richardson Arnould, Ka	0.20	105.00
13-Jun-19	Analyze schedules and statements.	Ferraioli, Raff	0.80	440.00
13-Jun-19	Analyze schedules and statements (3.9); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	4.10	2,152.50
14-Jun-19	Analyze schedules and statements (.5); discuss same with K. Richardson (.3).	Ferraioli, Raff	0.80	440.00
14-Jun-19	Review schedules and statements (1.3); discuss same with R. Ferraioli (.3); draft table for payments received during 90-day period before petition date (.6); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	2.40	1,260.00
19-Jun-19	Analyze schedules and statements.	Ferraioli, Raff	0.40	220.00
Total: 030	Schedules and Statements		15.10	7,701.50
Time Entry Review				
03-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	110.00
24-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	4.10	2,255.00
25-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.90	495.00
26-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.90	495.00
27-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.10	1,155.00
28-Jun-19	Call with K. Richardson regarding invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	110.00
28-Jun-19	Call with R. Ferraioli regarding invoice for compliance with U.S. Trustee guidelines (.2); review same (1.4).	Richardson Arnould, Ka	1.60	840.00
Total: 032	Time Entry Review		10.00	5,460.00
			Current Fees	605,628.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
 Invoice Date: July 25, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
22690	Blaivas, Jay	1,175.00	1.60	1,880.00
14140	Goren, Todd M.	1,150.00	29.90	34,385.00
10213	Kaufman, David H.	1,225.00	1.00	1,225.00
04458	Levitt, Jamie A.	1,225.00	21.20	25,970.00
17456	Marines, Jennifer L.	1,100.00	22.80	25,080.00
14116	Marinuzzi, Lorenzo	1,300.00	83.70	108,810.00
12345	Peck, Geoffrey R.	1,125.00	16.50	18,562.50
21822	Anabi, Andrew Issa	525.00	1.30	682.50
20387	Bullard, Miranda	550.00	2.10	1,155.00
22181	Ferraioli, Raff	550.00	84.20	46,310.00
21115	Good, Thomas H.	750.00	24.00	18,000.00
23534	Greer, Jocelyn Edith	700.00	21.70	15,190.00
19988	Masykanova, Aisulu	845.00	25.80	21,801.00
19721	Rappoport, Steve	895.00	7.10	6,354.50
21823	Richardson Arnould, Ka	525.00	66.30	34,807.50
19658	Romain, Ryan Michael	550.00	1.70	935.00
23425	Sullivan, Lauren Marie	750.00	21.60	16,200.00
21829	Westergaard, Lily Vale	525.00	29.60	15,540.00
19952	William, Sherry A.	835.00	42.50	35,487.50
08676	Dopsch, Peter C.	1,150.00	19.80	22,770.00
23364	Huq, Muzamil Abdul	875.00	0.30	262.50
14078	Richards, Erica J.	925.00	38.70	35,797.50
17323	Damast, Craig A.	925.00	89.30	82,602.50
19038	Ahmadi, Golzar	265.00	1.20	318.00
21886	Day, Christina	230.00	11.40	2,622.00
12816	Dinh, Tuan H.	340.00	5.60	1,904.00
06441	Cheng, Hsiao-Ting H.	375.00	2.50	937.50
20130	Haley, Sharon L.	400.00	1.10	440.00
20488	Chung, Aurana O.	305.00	37.80	11,529.00
18387	Delehanty, Danielle Ei	360.00	18.50	6,660.00
19867	Zaccarelli, Monet D.	290.00	6.70	1,943.00
23415	Jensen, Sofie	275.00	52.40	14,410.00
15029	Bergelson, Vadim	345.00	10.70	3,691.50
99850	Research Services*	300.00	1.00	300.00
	Client Accommodation – ½ Non-Working Travel			(3,475.00)
	Client Accommodation – Time Entry Review			(5,460.00)
	TOTAL		801.60	605,628.00

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: 5839059
 Invoice Date: July 25, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	14.80	13,952.50
006	Business Operations	29.10	27,920.50
007	Case Administration	26.40	18,400.00
008	Claims Administration and Objections	0.80	740.00
011	Employment and Fee Applications	4.40	2,191.50
013	Financing and Cash Collateral	0.30	390.00
014	Other Litigation	5.00	5,451.50
015	Meetings and Communications with Creditors	114.90	97,962.00
016	Non-Working Travel	7.80	6,950.00
017	Plan and Disclosure Statement	17.40	15,692.50
019	Relief from Stay and Adequate Protection	9.70	8,637.50
020	Reporting	1.00	700.00
021	Tax	1.60	1,880.00
023	Discovery	117.00	73,137.00
024	Hearings	24.70	17,734.50
026	Claims Investigation	179.60	171,096.00
027	Lien Investigation	192.70	112,658.50
029	Other Motions/Applications	29.30	25,907.50
030	Schedules and Statements	15.10	7,701.50
032	Time Entry Review	10.00	5,460.00
	Client Accommodation – ½ Non-Working Travel		(3,475.00)
	Client Accommodation – Time Entry Review		(5,460.00)
TOTAL		801.60	605,628.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Disbursement Detail

Date	Description	Value
30-Jun-19	Postage	31.40
30-Jun-19	On-line Research - LEXIS	63.70
30-Jun-19	On-line Research - WESTLAW	2,428.30
30-Jun-19	On-line Research - OTHER DATABASE	1,509.80
17-Jun-19	Court filing service, CourtSolutions, K. Richardson, 6/17/19, hearing	70.00
05-Jun-19	Search fees, CT Lien Solutions, lien searches	2,265.78
05-Jun-19	Search fees, CT Lien Solutions, lien searches	302.11
14-Jun-19	Search fees, Continental Corporate Services, real property search	769.97
18-Jun-19	Search fees, CT Lien Solutions, lien searches	1,911.27
17-Jun-19	Travel, taxi/car service, E. Richards, ground travel from White Plains following omnibus hearing, 6/17/19	55.42
17-Jun-19	Travel, taxi/car service, E. Richards, ground travel to White Plains for omnibus hearing, 6/17/19	147.27
01-Jun-19	EDiscovery, Epiq Managed Services, May 2019	1,060.51
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	860.00
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	631.97
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	860.00
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	860.00
10-Jun-19	Business meals, 6 attendees, Windstream meeting, 6/11/19	120.00
17-Jun-19	Business meals, 7 attendees, Windstream meeting, 6/17/19	140.00
18-Jun-19	Business meals, 15 attendees, Windstream meeting, 6/18/19	300.00
24-Jun-19	Business meals, 8 attendees, Windstream meeting, 6/24/19	160.00
27-Jun-19	Local meals, S. Jensen, dinner, OT meal, 8:05 pm, 6/27/19	20.00
Current Disbursements		14,567.50

WIN Ex. 82
Page 11 of 61

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	0.00	935,458.29

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
003	Assumption and Rejection of Leases and Contracts	14.80	\$13,952.50
006	Business Operations	29.10	\$27,920.50
007	Case Administration	26.40	\$18,400.00
008	Claims Administration and Objections	0.80	\$740.00
011	Employment and Fee Applications	4.40	\$2,191.50
013	Financing and Cash Collateral	0.30	\$390.00
014	Other Litigation	5.00	\$5,451.50
015	Meetings and Communications with Creditors	114.90	\$97,962.00
016	Non-Working Travel	7.80	\$6,950.00
017	Plan and Disclosure Statement	17.40	\$15,692.50
019	Relief from Stay and Adequate Protection	9.70	\$8,637.50
020	Reporting	1.00	\$700.00
021	Tax	1.60	\$1,880.00
023	Discovery	117.00	\$73,137.00
024	Hearings	24.70	\$17,734.50
026	Claims Investigation	179.60	\$171,096.00
027	Lien Investigation	192.70	\$112,658.50
029	Other Motions/Applications	29.30	\$25,907.50
030	Schedules and Statements	15.10	\$7,701.50
032	Time Entry Review	10.00	\$5,460.00
Total Incurred:		801.60	\$614,563.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred)			(\$3,475.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$5,460.00)
Total Requested:			\$605,628.00

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Blaivas, Jay	Partner	1996	Tax	\$1,175.00	1.60	\$1,880.00
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	29.90	\$34,385.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	1.00	\$1,225.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	21.20	\$25,970.00
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	22.80	\$25,080.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	83.70	\$108,810.00
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	16.50	\$18,562.50
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	19.80	\$22,770.00
Huq, Muzamil Abdul	Of Counsel	2006	Litigation	\$875.00	0.30	\$262.50
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	38.70	\$35,797.50
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	89.30	\$82,602.50
Anabi, Andrew Issa	Associate	2019	Finance	\$525.00	1.30	\$682.50
Bullard, Miranda	Associate	2018	Finance	\$550.00	2.10	\$1,155.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	84.20	\$46,310.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Good, Thomas H.	Associate	2007	Business Restructuring & Insolvency	\$750.00	24.00	\$18,000.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	21.70	\$15,190.00
Masyllkanova, Aisulu	Associate	2013	Finance	\$845.00	25.80	\$21,801.00
Rappoport, Steve	Associate	2009	Litigation	\$895.00	7.10	\$6,354.50
Richardson Arnould, Kat	Associate	Pending	Business Restructuring & Insolvency	\$525.00	66.30	\$34,807.50
Romain, Ryan Michael	Associate	2017	Litigation	\$550.00	1.70	\$935.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	21.60	\$16,200.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	29.60	\$15,540.00
William, Sherry A.	Associate	2011	Finance	\$835.00	42.50	\$35,487.50
Jensen, Sofie	Int'l Visiting Attorney	N/A	Finance	\$275.00	52.40	\$14,410.00

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Cheng, Hsiao-Ting	Senior Paralegal	21 years	Litigation	\$375.00	2.50	\$937.50
Haley, Sharon L.	Senior Paralegal	4.5 years	Real Estate	\$400.00	1.10	\$440.00
Chung, Aurana O.	Paralegal	3 years	Litigation	\$305.00	37.80	\$11,529.00

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Delehanty, Danielle E.	Paralegal	6 years	Business Restructuring & Insolvency	\$360.00	18.50	\$6,660.00
Zaccarelli, Monet D.	Paralegal	3.5 years	Finance	\$290.00	6.70	\$1,943.00
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	10.70	\$3,691.50
Dinh, Tuan H.	Sr. Scientific Specialist	12.5 years	Corporate	\$340.00	5.60	\$1,904.00
Ahmadi, Golzar	Scientific Specialist	5 years	Corporate	\$265.00	1.20	\$318.00
Day, Christina	Scientific Specialist	2 years	Corporate	\$230.00	11.40	\$2,622.00
Research Services*	Staff	N/A	Litigation	\$300.00	1.00	\$300.00

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

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,166.63	235.50	\$274,742.50
Associates and Attorneys	\$659.02	469.60	\$309,475.50
Total Incurred by all Attorneys:	\$828.56	705.10	\$584,218.00
Paraprofessionals and Non-Legal Staff	\$314.46	96.50	\$30,345.00
	\$766.67	801.60	\$614,563.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$3,475.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			(\$5,460.00)
Total Requested:	\$755.52	801.60	\$605,628.00

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Postage	\$31.40
Reporting Fees	\$70.00
Search Fees	\$5,249.13
Travel	\$202.69
On-line Research – LEXIS	\$63.70
On-line Research – WESTLAW	\$2,428.30
On-line Research – OTHER DATABASE – Saegis	\$1,509.80
Epiq eDiscovery Managed Services	\$1,060.51
Business Meals	\$3,951.97
Total Requested	\$14,567.50

Exhibit D

MORRISON | FOERSTER

PO BOX 742335
LOS ANGELES
CALIFORNIA 90074-2335

TELEPHONE: 415 268 7000
FACSIMILE: 415 268 7522

WWW.MOFO.COM

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: 5839059
Invoice Date: July 25, 2019

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 June 30, 2019

	<u>U.S.Dollars</u>
Current Fees	614,563.00
Client Accommodation – ½ Non-Working Travel	(3,475.00)
Client Accommodation – Time	(5,460.00)
Entry Review	
Current Fees Value	605,628.00
Current Disbursements	14,567.50
Total This Invoice	620,195.50

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

ACH (preferred method of payment) [REDACTED]

Our billing statements are due and payable within thirty days of receipt.
Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
05-Jun-19	Review notice of rejection of executory contracts.	Damast, Craig A.	0.20	185.00
07-Jun-19	Review RXR opposition to Debtors' motion to extend time to assume or reject nonresidential real property leases (.3); call with Kirkland regarding channel partner contract strategy (.5).	Damast, Craig A.	0.80	740.00
07-Jun-19	Prepare for (.3) and participate on (.5) call with Kirkland regarding channel partner contract strategy.	Ferraioli, Raff	0.80	440.00
07-Jun-19	Review materials regarding channel partner contract rejection (.4); call with Kirkland regarding channel partner contract strategy (.5); review RXR objection to extension of 365(d)(4) period (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
10-Jun-19	Review limited objection of Digital Realty to Debtors' motion to extend time to assume or reject nonresidential real property leases.	Damast, Craig A.	0.60	555.00
10-Jun-19	Analyze RXR objection to motion to extend time to assume or reject leases (.3); draft internal memorandum regarding same (.3).	Ferraioli, Raff	0.60	330.00
12-Jun-19	Discuss Debtors' insurance assumption motion (Chubb) and diligence questions with R. Ferraioli.	Damast, Craig A.	0.30	277.50
12-Jun-19	Discuss Debtors' insurance assumption motion (Chubb) and diligence questions with C. Damast (.3); correspond with K. McGlynn (Alix) regarding motion to assume and enter into new insurance programs (.1).	Ferraioli, Raff	0.40	220.00
12-Jun-19	Review motion to assume Chubb policy and memorandum regarding due diligence.	Marinuzzi, Lorenzo	0.60	780.00
13-Jun-19	Review letter withdrawing RXR's opposition to Debtors' motion to extend time to assume or reject leases.	Damast, Craig A.	0.10	92.50
13-Jun-19	Analyze list of proposed rejected contracts (.1); review correspondence regarding same (.1).	Ferraioli, Raff	0.20	110.00
14-Jun-19	Correspond with J. Luze (Kirkland) regarding initial schedule of channel partner contracts to be rejected (.1); review same (.2).	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
17-Jun-19	Review lead plaintiffs' objection to Debtors' insurance assumption motion (.3); review Debtors' notice of rejection of certain executory contracts (.2); review Debtors' notice of rejection of certain unexpired lease (.2); review notice of proposed order authorizing assumption of prepetition insurance program and entry into postpetition insurance program (.2); review notice of revised order extending Debtors' time to assume or reject nonresidential real property leases (.2).	Damast, Craig A.	1.10	1,017.50
18-Jun-19	Correspond with K. McGlynn (Alix) and R. Ferraioli regarding Chubb insurance assumption motion.	Damast, Craig A.	0.20	185.00
20-Jun-19	Review signed order extending deadline to assume or reject leases (.1); review signed order authorizing assumption of prepetition insurance program (Chubb) and entry into postpetition insurance program (.2).	Damast, Craig A.	0.30	277.50
21-Jun-19	Review notice of rejection of certain executory contracts (Gartner Inc.).	Damast, Craig A.	0.30	277.50
21-Jun-19	Analyze notice of rejected contracts.	Ferraioli, Raff	0.10	55.00
21-Jun-19	Review leases to be rejected (.4); correspond with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
24-Jun-19	Review limited objection of Access Communications to notice of rejection of executory contract.	Damast, Craig A.	0.20	185.00
24-Jun-19	Review responses to lease rejections.	Marinuzzi, Lorenzo	0.50	650.00
26-Jun-19	Review notice of rejection of certain executory contracts (.2) and exhibits (.2).	Damast, Craig A.	0.40	370.00
27-Jun-19	Correspond with internal working group regarding status of channel partner contract rejection analysis.	Goren, Todd M.	0.40	460.00
27-Jun-19	Review status of channel partner rejection and resulting claims.	Marinuzzi, Lorenzo	0.60	780.00
28-Jun-19	Correspond with internal working group regarding Debtors' notice of rejection of channel partner contracts, requested extension of objection deadline and preparation of limited objection (.4); review and revise limited objection (.6); correspond with internal working group regarding same, comments and finalizing for filing (.4).	Damast, Craig A.	1.40	1,295.00
28-Jun-19	Correspond with internal working group regarding channel partner contract rejection (.2); correspond with Kirkland regarding same (.1); draft limited objection in connection with same (1.0); correspond with internal working group regarding same (.1).	Ferraioli, Raff	1.40	770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
28-Jun-19	Review draft objection to channel partner rejection (.4); correspond with internal working group regarding status of same (.2).	Goren, Todd M.	0.60	690.00
28-Jun-19	Review draft limited objection to rejection of channel partner contracts.	Richards, Erica J.	0.30	277.50
29-Jun-19	Review notice of rejection of certain executory contracts.	Damast, Craig A.	0.20	185.00
Total: 003	Assumption and Rejection of Leases and Contracts		14.80	13,952.50
Business Operations				
04-Jun-19	Correspond with R. Ferraioli and Committee members regarding documents related to Debtors' first quarter earnings results (.1); review same (.3).	Damast, Craig A.	0.40	370.00
04-Jun-19	Correspond with L. Marinuzzi regarding update for Committee regarding earnings results (.1); analyze same (1.3); correspond with Committee regarding same (.3).	Ferraioli, Raff	1.70	935.00
07-Jun-19	Correspond with F. Munshi (Perella) regarding business plan meeting with Debtors and advisors (.2); correspond with T. Scheffer (Kirkland) regarding first day motion and cash variance reports (.2); review same (.3).	Damast, Craig A.	0.70	647.50
07-Jun-19	Correspond with Perella regarding business plan review.	Goren, Todd M.	0.30	345.00
07-Jun-19	Correspond with F. Munshi (Perella) regarding business plan meeting.	Marinuzzi, Lorenzo	0.20	260.00
11-Jun-19	Correspond with internal working group regarding business plan meeting and presentation with advisors (.3); participate in same (2.8); review business plan presentation (.3).	Damast, Craig A.	3.40	3,145.00
11-Jun-19	Participate in business plan meeting (partial; telephonically).	Ferraioli, Raff	2.40	1,320.00
11-Jun-19	Participate in business plan meeting.	Goren, Todd M.	2.80	3,220.00
11-Jun-19	Review company business plan.	Marines, Jennifer L.	0.40	440.00
11-Jun-19	Review business plan presentation (.8); participate in business plan meeting (2.8).	Marinuzzi, Lorenzo	3.60	4,680.00
11-Jun-19	Participate in business plan meeting (telephonically).	Richardson Arnould, Ka	2.80	1,470.00
12-Jun-19	Correspond with Perella regarding business plan presentation.	Goren, Todd M.	0.30	345.00
14-Jun-19	Correspond with T. Scheffer (Kirkland) regarding first day motion and cash variance reports (.1); review same (.3).	Damast, Craig A.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
18-Jun-19	Correspond with J. Wooding (Alix) regarding Alix presentation for Committee regarding Debtors' business plan (.1); review same (.3).	Damast, Craig A.	0.40	370.00
18-Jun-19	Call with B. Weiland (Kirkland) regarding sharing business plan analysis with Committee.	Goren, Todd M.	0.60	690.00
18-Jun-19	Review Debtors' business plan.	Marines, Jennifer L.	0.40	440.00
18-Jun-19	Review Alix assessment of business plan (.8); call with B. Weiland (Kirkland) regarding sharing business plan analysis with Committee (.6).	Marinuzzi, Lorenzo	1.40	1,820.00
20-Jun-19	Review and analyze materials regarding first day and cash variance reports.	William, Sherry A.	3.80	3,173.00
21-Jun-19	Correspond with T. Scheffer (Kirkland) regarding first day and cash variance reports (.1); review same (.3).	Damast, Craig A.	0.40	370.00
25-Jun-19	Calls with B. Weiland (Kirkland) (.4) and S. Hessler (Kirkland) (.4) regarding Uniti discussions and operating during lease rejection period; review update on Uniti loan pricing and business information (.9); call with K. McGlynn (Alix) regarding business plan update meeting (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
26-Jun-19	Review latest information regarding Uniti debt.	Marinuzzi, Lorenzo	0.60	780.00
Total: 006	Business Operations		29.10	27,920.50
Case Administration				
03-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
03-Jun-19	Correspond with R. Ferraioli and D. Amador (PBGC) regarding Committee case documents and PBGC members (.4); update Committee case documents accordingly (.2).	Richardson Arnould, Ka	0.60	315.00
04-Jun-19	Correspond with D. Delehanty regarding docketing and calendaring matters.	Damast, Craig A.	0.30	277.50
04-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.7).	Delehanty, Danielle Ei	0.90	324.00
04-Jun-19	Correspond with PBGC regarding Committee case documents (.3); revise case documents accordingly (.4).	Richardson Arnould, Ka	0.70	367.50
05-Jun-19	Correspond with D. Delehanty regarding calendaring and docketing matters.	Damast, Craig A.	0.20	185.00
06-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); compile packages and send courtesy fee statement copies to U.S. Trustee and Chambers (.4).	Delehanty, Danielle Ei	0.60	216.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
07-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
07-Jun-19	Correspond with J. Bregman regarding internal meeting.	Ferraioli, Raff	0.10	55.00
10-Jun-19	Correspond with internal working group regarding professionals' call and status.	Damast, Craig A.	0.40	370.00
10-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
10-Jun-19	Correspond with Committee member regarding expense reimbursement (.2); analyze same (.3); correspond with internal working group and Committee professionals regarding weekly professionals' call (.2); discuss status with B. Friedman (KCC) (.1); correspond with KCC team regarding same (.1).	Ferraioli, Raff	0.90	495.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Damast, Craig A.	0.70	647.50
11-Jun-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Ferraioli, Raff	0.70	385.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Goren, Todd M.	0.70	805.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Greer, Jocelyn Edith	0.70	490.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Marinuzzi, Lorenzo	0.70	910.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Richards, Erica J.	0.70	647.50
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Richardson Arnould, Ka	0.70	367.50
12-Jun-19	Correspond with internal working group regarding calendar matters and preparation for hearing.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
12-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
13-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
14-Jun-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
14-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
17-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2); correspond with D. Delehanty regarding docketing and calendaring matters (.2).	Damast, Craig A.	0.90	832.50
18-Jun-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.70	805.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.70	770.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.70	910.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.70	647.50
18-Jun-19	Review docket (.6) and update Committee documents accordingly (.3); correspond with D. Delehanty regarding upcoming deadlines (.3); prepare for (.2) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	2.10	1,102.50
19-Jun-19	Review docket and circulate update to internal working group with substantial filings.	Delehanty, Danielle Ei	0.20	72.00
20-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
21-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
24-Jun-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.30	277.50
24-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.30	108.00
25-Jun-19	Participate on weekly professionals' call.	Damast, Craig A.	0.40	370.00
25-Jun-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
25-Jun-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
25-Jun-19	Participate on weekly professionals' call.	Goren, Todd M.	0.40	460.00
25-Jun-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.40	280.00
25-Jun-19	Participate on weekly professionals' call.	Jensen, Sofie	0.40	110.00
25-Jun-19	Participate on weekly professionals' call.	Levitt, Jamie A.	0.40	490.00
25-Jun-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.40	440.00
25-Jun-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.40	520.00
25-Jun-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00
25-Jun-19	Prepare for (.2) and participate on (.4) weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
26-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
27-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
28-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
Total: 007	Case Administration		26.40	18,400.00
Claims Administration and Objections				
20-Jun-19	Correspond with T. Scheffer (Kirkland) regarding de minimis claims settlement report (.1); review same (.2).	Damast, Craig A.	0.30	277.50
21-Jun-19	Review Dell Marketing motion for allowance of administrative (503)(b)(9) claim.	Damast, Craig A.	0.30	277.50
27-Jun-19	Review draft bar date order.	Richards, Erica J.	0.20	185.00
Total: 008	Claims Administration and Objections		0.80	740.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
Employment and Fee Applications				
03-Jun-19	Analyze and revise monthly fee statement.	Ferraioli, Raff	1.10	605.00
04-Jun-19	Analyze and revise monthly fee statement.	Ferraioli, Raff	0.70	385.00
05-Jun-19	Update MoFo's 1st monthly fee statement and prepare same for filing (.4); file and serve same (.3); prepare Alix and Perella fee statements for filing and file and serve same (.7).	Delehanty, Danielle Ei	1.40	504.00
05-Jun-19	Analyze monthly fee statement (.3); correspond with internal working group regarding filing of same (.1).	Ferraioli, Raff	0.40	220.00
20-Jun-19	Review signed order granting Debtors' application to retain KPMG.	Damast, Craig A.	0.10	92.50
20-Jun-19	Correspond with J. Bregman regarding monthly fee application (.2); analyze guidelines regarding same (.2); review invoice in connection with same (.2); correspond with Alvarez regarding same (.1).	Ferraioli, Raff	0.70	385.00
Total: 011	Employment and Fee Applications		4.40	2,191.50
Financing and Cash Collateral				
27-Jun-19	Review DIP order regarding challenges.	Marinuzzi, Lorenzo	0.30	390.00
Total: 013	Financing and Cash Collateral		0.30	390.00
Other Litigation				
05-Jun-19	Review draft protective order and draft 26(f) material for Charter litigation.	Rappoport, Steve	0.40	358.00
10-Jun-19	Review and revise Charter statement of case.	Goren, Todd M.	0.40	460.00
10-Jun-19	Draft Committee statement for Rule 26(f) report.	Greer, Jocelyn Edith	0.60	420.00
12-Jun-19	Analyze joint status report regarding Charter litigation.	Ferraioli, Raff	0.10	55.00
17-Jun-19	Review status of Charter dispute and upcoming depositions.	Marinuzzi, Lorenzo	0.60	780.00
19-Jun-19	Review deposition correspondence and initial disclosures.	Rappoport, Steve	0.40	358.00
25-Jun-19	Analyze Charter litigation discovery plan.	Levitt, Jamie A.	0.50	612.50
27-Jun-19	Review Charter litigation settlement and filings.	Marinuzzi, Lorenzo	0.80	1,040.00
28-Jun-19	Call with S. Rappoport regarding status of Charter case.	Levitt, Jamie A.	0.40	490.00
28-Jun-19	Discuss possible litigation vs. competitor with S. Rochester (Katten).	Marinuzzi, Lorenzo	0.40	520.00
28-Jun-19	Call with J. Levitt regarding status of Charter case.	Rappoport, Steve	0.40	358.00
Total: 014	Other Litigation		5.00	5,451.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
Meetings and Communications with Creditors				
03-Jun-19	Correspond with R. Ferraioli regarding agenda for Committee meeting (.2); review and revise same (.4); correspond with K. Richardson regarding adjourned 341 meeting (.3); discuss materials for upcoming Committee meeting with R. Ferraioli (.7).	Damast, Craig A.	1.60	1,480.00
03-Jun-19	Compile, review and prepare wirebound presentations for upcoming Committee meeting.	Delehanty, Danielle Ei	1.20	432.00
03-Jun-19	Discuss materials for upcoming Committee meeting with K. McGlynn (Alix) (.1); analyze materials for same (1.6); correspond with Committee members regarding same (.3); correspond with internal working group regarding same (.4); draft agenda for upcoming Committee call (.3); discuss same with C. Damast (.7); discuss same and arrangements with K. Richardson (.2).	Ferraioli, Raff	3.60	1,980.00
03-Jun-19	Review pending motions and deadlines for upcoming Committee meeting.	Marinuzzi, Lorenzo	0.90	1,170.00
03-Jun-19	Discuss materials for upcoming Committee meeting and arrangements for same with R. Ferraioli.	Richardson Arnould, Ka	0.20	105.00
04-Jun-19	Prepare for Committee meeting (1.3); review final versions of presentations for same (1.4); attend in-person Committee meeting (2.7); discuss 341 meeting with K. Richardson (.3); review memorandum regarding same (.2).	Damast, Craig A.	5.90	5,457.50
04-Jun-19	Attend in-person Committee meeting.	Dopsch, Peter C.	2.70	3,105.00
04-Jun-19	Prepare for (1.7) and attend (2.7) in-person Committee meeting.	Ferraioli, Raff	4.40	2,420.00
04-Jun-19	Review memorandum and presentation regarding exchange transactions for presentation to Committee (.4); attend in-person Committee meeting (2.7).	Good, Thomas H.	3.10	2,325.00
04-Jun-19	Attend in-person Committee meeting.	Goren, Todd M.	2.70	3,105.00
04-Jun-19	Attend in-person Committee meeting.	Greer, Jocelyn Edith	2.70	1,890.00
04-Jun-19	Attend in-person Committee meeting.	Levitt, Jamie A.	2.70	3,307.50
04-Jun-19	Prepare for (1.3) and attend (2.7) in-person Committee meeting; coordinate work streams as follow-up from meeting (.9).	Marines, Jennifer L.	4.90	5,390.00
04-Jun-19	Review report regarding 341 meeting (.3); review presentations for Committee and update talking points (2.4); attend in-person Committee meeting (2.7).	Marinuzzi, Lorenzo	5.40	7,020.00
04-Jun-19	Attend in-person Committee meeting.	Rappoport, Steve	2.70	2,416.50
04-Jun-19	Attend in-person Committee meeting.	Richards, Erica J.	2.70	2,497.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
04-Jun-19	Attend in-person Committee meeting (telephonically) (partial) (1.1); attend 341 meeting at U.S. Trustee's office (2.2); discuss 341 meeting with C. Damast (.3); review docket for recent pleadings (.2); draft memorandum of 341 meeting (.7); correspond with internal working group regarding same (.1); prepare materials for upcoming Committee meeting (.2); correspond with internal working group regarding same (.3).	Richardson Arnould, Ka	5.10	2,677.50
05-Jun-19	Correspond with K. Richardson regarding 341 meeting and memorandum regarding same.	Damast, Craig A.	0.20	185.00
05-Jun-19	Analyze update regarding 341 meeting (.3); analyze correspondence regarding same (.1).	Ferraioli, Raff	0.40	220.00
05-Jun-19	Correspond with C. Damast and R. Ferraioli regarding Committee update regarding 341 meeting and recent pleadings.	Richardson Arnould, Ka	0.60	315.00
06-Jun-19	Draft update for Committee (.1); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.20	110.00
07-Jun-19	Correspond with internal working group regarding update for Committee (.1); correspond with Committee regarding case update (.5).	Ferraioli, Raff	0.60	330.00
07-Jun-19	Review and revise update for Committee regarding exclusivity and case update.	Goren, Todd M.	0.30	345.00
07-Jun-19	Review and revise update for Committee regarding pending motions and exclusivity.	Marinuzzi, Lorenzo	0.60	780.00
10-Jun-19	Correspond with Committee regarding case update and statement regarding Debtors' motion to extend exclusive periods to file and solicit plan.	Ferraioli, Raff	0.30	165.00
10-Jun-19	Review and revise update to Committee.	Goren, Todd M.	0.20	230.00
11-Jun-19	Correspond with K. Richardson regarding agenda for Committee call (.2); review and revise same (.6); discuss same with R. Ferraioli and K. Richardson (.3); correspond with internal working group regarding same (.3); correspond with R. Ferraioli regarding notes for Committee call regarding upcoming hearing matters (.1); review and revise same (.7); correspond with internal working group regarding preparation for Committee call and final revisions to agenda (.7).	Damast, Craig A.	2.90	2,682.50
11-Jun-19	Analyze agenda for upcoming Committee call (.2); discuss same with K. Richardson and C. Damast (.3); correspond with Committee member regarding same (.1); correspond with Committee professionals regarding upcoming Committee call (.1); correspond with internal working group regarding same (.1); analyze materials for upcoming Committee call (.4).	Ferraioli, Raff	1.20	660.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
11-Jun-19	Review and revise agenda and update for Committee call.	Goren, Todd M.	0.40	460.00
11-Jun-19	Correspond with White & Case regarding claims meeting (.3); call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding agenda for Committee meeting (.4).	Marinuzzi, Lorenzo	0.70	910.00
11-Jun-19	Revise materials for upcoming Committee call (.3); review materials for Committee call from Perella (.6); review materials for Committee call from Alix (.8); provide comments to Alix for revised materials (.4); discuss agenda for upcoming Committee call with R. Ferraioli and C. Damast (.3).	Richardson Arnould, Ka	2.40	1,260.00
12-Jun-19	Prepare for (.2) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2); correspond with K. Richardson regarding updated agenda for upcoming Committee meeting (.3).	Damast, Craig A.	1.20	1,110.00
12-Jun-19	Analyze correspondence regarding upcoming Committee call (.1); prepare for (.4) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2).	Ferraioli, Raff	1.20	660.00
12-Jun-19	Prepare for (.1) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2).	Goren, Todd M.	0.80	920.00
12-Jun-19	Prepare for (.8) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2); correspond with White & Case regarding Committee investigation (.4).	Marinuzzi, Lorenzo	1.90	2,470.00
12-Jun-19	Participate on weekly Committee call (.5); follow-up discussion with internal working group regarding same, next steps and case strategy (.2).	Peck, Geoffrey R.	0.70	787.50
12-Jun-19	Participate on weekly Committee call (.5); follow-up discussion with internal working group regarding same, next steps and case strategy (.2); correspond with various creditors regarding case status (.5).	Richards, Erica J.	1.20	1,110.00
12-Jun-19	Prepare for (.6) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2); provide summary of Committee call and case update to M. Woods (counsel for PBGC) (.9); review correspondence regarding same (.4).	Richardson Arnould, Ka	2.60	1,365.00

MORRISON | FOERSTER

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13-Jun-19	Correspond with Committee professionals regarding upcoming meeting (.2); coordinate arrangements for same (.4).	Ferraioli, Raff	0.60	330.00
13-Jun-19	Call and correspond with W. Moreno (CQS) regarding status of case and claims (.5); correspond with lawyer for creditor regarding compromising claim and request from company regarding same (.4); review critical vendor order regarding same (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
14-Jun-19	Correspond with Committee professionals regarding upcoming meeting (.2); correspond with internal working group regarding arrangements for same (.2); correspond with Committee regarding case updates (.2).	Ferraioli, Raff	0.60	330.00
14-Jun-19	Review and revise draft update for Committee.	Goren, Todd M.	0.40	460.00
14-Jun-19	Review and revise summary of recently filed pleadings for Committee distribution.	Marinuzzi, Lorenzo	1.10	1,430.00
17-Jun-19	Correspond with R. Ferraioli and K. Richardson regarding update for Committee (.4); discuss same with R. Ferraioli (.3); review summary of same (.9); correspond with internal working group regarding same, revisions and finalizing (.6).	Damast, Craig A.	2.20	2,035.00
17-Jun-19	Analyze update for Committee (.2); discuss same with C. Damast (.3); revise same (.6).	Ferraioli, Raff	1.10	605.00
17-Jun-19	Review and revise memorandum of omnibus hearing for Committee.	Richards, Erica J.	0.80	740.00
18-Jun-19	Review and revise agenda for Committee call (.5); correspond with internal working group regarding same and revisions (.5); discuss same with K. Richardson and R. Ferraioli (.4); correspond with internal working group regarding Committee memorandum for upcoming Committee call and financial presentation (.4).	Damast, Craig A.	1.80	1,665.00
18-Jun-19	Analyze update for Committee (.3); analyze agenda for upcoming Committee call (.2); correspond with Committee member regarding same (.1); correspond with internal working group regarding materials for upcoming Committee call (.2); analyze same (.9); discuss agenda for Committee call with K. Richardson and C. Damast (.4).	Ferraioli, Raff	2.10	1,155.00
18-Jun-19	Review and revise draft agenda and correspondence to Committee (.3); review and revise draft motion summary (.3).	Goren, Todd M.	0.60	690.00
18-Jun-19	Review agenda and Alix presentation for Committee call.	Marinuzzi, Lorenzo	0.70	910.00
18-Jun-19	Review draft financial advisors' presentation to Committee regarding case updates.	Richards, Erica J.	0.20	185.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
18-Jun-19	Draft agenda for Committee call (.6); correspond with internal working group regarding same (.2); discuss same with C. Damast and R. Ferraioli (.4); revise agenda accordingly (.1); draft Committee update regarding recent pleadings (.8); correspond with internal working group regarding same (.2); revise same per T. Goren's comments (.3); review and revise weekly financial materials (.6); correspond with Alix regarding changes to same (.3); review Perella's trading update (.3); correspond with Committee regarding upcoming Committee call and materials for same (.3).	Richardson Arnould, Ka	4.10	2,152.50
19-Jun-19	Review financial presentations for Committee call (.3); prepare for (.2) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding case status and strategy (.2).	Damast, Craig A.	1.40	1,295.00
19-Jun-19	Prepare for (.2) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding case status and strategy (.2).	Ferraioli, Raff	1.10	605.00
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Goren, Todd M.	0.90	1,035.00
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Masykanova, Aisulu	0.90	760.50
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Richards, Erica J.	0.90	832.50
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Richardson Arnould, Ka	0.90	472.50
25-Jun-19	Correspond with internal working group regarding agenda for Committee call and revisions (.8); review draft agenda and comment thereon (.2); discuss same with K. Richardson (.2).	Damast, Craig A.	1.20	1,110.00
25-Jun-19	Analyze draft agenda (.3); analyze correspondence and comments regarding same (.2); analyze update for Committee regarding recently filed pleadings (.3); correspond with Committee member regarding upcoming Committee call (.1); analyze and revise presentation materials for upcoming Committee call (.4); correspond with Alix regarding same (.1).	Ferraioli, Raff	1.40	770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
25-Jun-19	Review Perella and Alix presentations for Committee call (.6); review and revise agenda and correspondence to Committee regarding upcoming call (.3).	Goren, Todd M.	0.90	1,035.00
25-Jun-19	Provide comments to draft agenda for upcoming Committee call.	Richards, Erica J.	0.30	277.50
25-Jun-19	Review docket (.6) and draft agenda (.8); discuss draft agenda for Committee call and comments with C. Damast (.2); correspond with internal working group regarding same (.2); revise same (.3). correspond with Perella and Alix regarding materials for upcoming Committee call (.4); review financial presentation (.5) and provide comments (.2) to same; review financing update (.4) and trading update (.2); correspond with internal working group (.2) and Committee (.2) regarding same; correspond with Alix regarding channel partner contracts (.2).	Richardson Arnould, Ka	4.40	2,310.00
26-Jun-19	Prepare for (.2) and participate on (.4) weekly Committee call; review Alix and Perella presentations for call (.6).	Damast, Craig A.	1.20	1,110.00
26-Jun-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Ferraioli, Raff	0.70	385.00
26-Jun-19	Participate on weekly Committee call.	Good, Thomas H.	0.40	300.00
26-Jun-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up correspondence with Perella regarding same (.2); review Perella and Alix presentations for call (.4).	Goren, Todd M.	1.20	1,380.00
26-Jun-19	Participate on weekly Committee call.	Jensen, Sofie	0.40	110.00
26-Jun-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.40	440.00
26-Jun-19	Prepare for (.8) and participate on (.4) weekly Committee call; correspond with J. Grudus (AT&T) regarding case strategy (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
26-Jun-19	Participate on weekly Committee call.	Masykanova, Aisulu	0.40	338.00
26-Jun-19	Participate on weekly Committee call.	Peck, Geoffrey R.	0.40	450.00
26-Jun-19	Participate on weekly Committee call.	Richards, Erica J.	0.40	370.00
26-Jun-19	Prepare for (.8) and participate on (.4) weekly Committee call.	Richardson Arnould, Ka	1.20	630.00
26-Jun-19	Participate on weekly Committee call.	Sullivan, Lauren Marie	0.40	300.00
28-Jun-19	Correspond with internal working group regarding update for Committee (.2); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.30	165.00
Total: 015	Meetings and Communications with Creditors		114.90	97,962.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
Non-Working Travel				
04-Jun-19	Travel to/from New York for Committee meeting.	Good, Thomas H.	5.80	4,350.00
17-Jun-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.00	2,600.00
Total: 016	Non-Working Travel		7.80	6,950.00
Plan and Disclosure Statement				
03-Jun-19	Correspond with B. Herman (Paul Weiss) and L. Marinuzzi regarding Debtors' exclusivity motion and desirable length of extension.	Damast, Craig A.	0.20	185.00
03-Jun-19	Correspond with Paul Weiss and Milbank regarding exclusivity.	Goren, Todd M.	0.30	345.00
04-Jun-19	Call with Milbank and Paul Weiss regarding exclusivity status.	Goren, Todd M.	0.30	345.00
06-Jun-19	Call with Paul Weiss and Kirkland regarding exclusivity status.	Goren, Todd M.	0.40	460.00
07-Jun-19	Correspond with internal working group regarding Debtors' exclusivity motion, response deadline and Committee statement regarding same (.6); correspond with internal working group regarding resolution of limited objection (.7); review memorandum regarding same (.3).	Damast, Craig A.	1.60	1,480.00
07-Jun-19	Correspond with internal working group regarding exclusivity motion (.3); conduct and analyze legal research in connection with Committee response to same (.6); draft statement regarding same (2.7).	Ferraioli, Raff	3.60	1,980.00
07-Jun-19	Call with Paul Weiss, Kirkland and Milbank regarding exclusivity extension.	Goren, Todd M.	0.70	805.00
07-Jun-19	Review status of exclusivity request (.6); call with Paul Weiss, Kirkland and Milbank regarding exclusivity extension (.7); review and revise Committee exclusivity statement (.4).	Marinuzzi, Lorenzo	1.70	2,210.00
10-Jun-19	Correspond with R. Ferraioli regarding draft of Committee's statement regarding Debtors' exclusivity motion (.2); review and revise same (1.6); correspond with internal working group regarding same (.3); discuss statement regarding motion to extend Debtors' exclusive periods with R. Ferraioli (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	2.70	2,497.50
10-Jun-19	Analyze comments to (.4) and revise (.7) statement regarding motion to extend Debtors' exclusive periods; discuss same with C. Damast (.3).	Ferraioli, Raff	1.40	770.00
10-Jun-19	Review and revise Debtors' exclusivity statement (.4); call with B. Weiland (Kirkland) regarding exclusivity status (.2).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
10-Jun-19	Review Committee statement regarding exclusivity extension.	Marines, Jennifer L.	0.50	550.00
10-Jun-19	Correspond with T. Goren regarding Committee statement on exclusivity extension (.2); review and revise final draft of statement (.4).	Marinuzzi, Lorenzo	0.60	780.00
11-Jun-19	Correspond with internal working group regarding status of agreed exclusivity deadline extension.	Damast, Craig A.	0.30	277.50
11-Jun-19	Review updated draft exclusivity statement (.2); correspond with B. Weiland (Kirkland) regarding same (.2).	Goren, Todd M.	0.40	460.00
11-Jun-19	Analyze exclusivity motion (.3); review Committee statement regarding same (.2); correspond with internal working group regarding extension dates (.2).	Richardson Arnould, Ka	0.70	367.50
12-Jun-19	Correspond with internal working group regarding new exclusivity deadlines (.2); follow-up correspondence with R. Ferraioli and K. Richardson regarding same (.2).	Damast, Craig A.	0.40	370.00
12-Jun-19	Review updated exclusivity order.	Goren, Todd M.	0.20	230.00
12-Jun-19	Review status of exclusivity request and review proposed order.	Marinuzzi, Lorenzo	0.40	520.00
13-Jun-19	Review notice and revised proposed order extending Debtors' exclusivity periods.	Damast, Craig A.	0.20	185.00
20-Jun-19	Review signed order extending Debtors' exclusivity periods.	Damast, Craig A.	0.20	185.00
Total: 017	Plan and Disclosure Statement		17.40	15,692.50
Relief from Stay and Adequate Protection				
10-Jun-19	Review response to motion to extend automatic stay (.5); discuss same with R. Ferraioli (.2).	Damast, Craig A.	0.70	647.50
10-Jun-19	Analyze response to motion to extend automatic stay (.3); discuss same with C. Damast (.2); draft internal memorandum regarding same (.4).	Ferraioli, Raff	0.90	495.00
14-Jun-19	Review Debtors' objection to Bull Communications' motion for relief from stay.	Damast, Craig A.	0.60	555.00
14-Jun-19	Review Debtors' responses to stay relief motions.	Goren, Todd M.	0.80	920.00
14-Jun-19	Review correspondence to Charter regarding continuing stay violations.	Richards, Erica J.	0.20	185.00
17-Jun-19	Review Debtors' objection to securities action plaintiffs for relief from stay (.4); review Debtors' reply in support of motion to enforce automatic stay regarding Phone Recovery Services (.3).	Damast, Craig A.	0.70	647.50
17-Jun-19	Analyze lift stay motion regarding tribal eminent domain claim.	Ferraioli, Raff	0.40	220.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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17-Jun-19	Review lift stay papers regarding tribal eminent domain claim.	Marinuzzi, Lorenzo	0.70	910.00
17-Jun-19	Analyze motion for relief from stay filed by Jicarilla Apache Nation (.8); review memorandum regarding same (.3).	Richardson Arnould, Ka	1.10	577.50
18-Jun-19	Review Jicarilla Apache Nation's motion for relief from automatic stay (.5) and amended motion (.2); correspond with internal working group regarding same (.3); review and revise summary of Jicarella motion (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.70	1,572.50
18-Jun-19	Analyze lift stay motion and related documents.	Ferraioli, Raff	0.50	275.00
18-Jun-19	Review and revise Committee summary of lift stay motion.	Marinuzzi, Lorenzo	0.30	390.00
20-Jun-19	Review signed order granting motion to enforce automatic stay regarding qui tam plaintiff action (.1); review signed order denying Bull Communications' relief from stay motion (.1); review signed order granting securities class action lead plaintiff limited relief from automatic stay (.1).	Damast, Craig A.	0.30	277.50
22-Jun-19	Review amended order granting securities action lead plaintiff's motion for relief from stay.	Damast, Craig A.	0.20	185.00
26-Jun-19	Review lift stay motion and amended order.	Marinuzzi, Lorenzo	0.60	780.00
Total: 019	Relief from Stay and Adequate Protection		9.70	8,637.50
Reporting				
05-Jun-19	Correspond with E. Richards and Alvarez regarding fee tracker (.2); compile and transmit same (.1).	Ferraioli, Raff	0.30	165.00
12-Jun-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
19-Jun-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
26-Jun-19	Update weekly fee tracker (.2); correspond with Alvarez regarding same (.1).	Ferraioli, Raff	0.30	165.00
Total: 020	Reporting		1.00	700.00
Tax				
12-Jun-19	Call with D. Dreier (White & Case) regarding potential tax implications of restructuring or recharacterization of transactions (.4); conduct legal research regarding same (1.2).	Blaivas, Jay	1.60	1,880.00
Total: 021	Tax		1.60	1,880.00
Discovery				
01-Jun-19	Review relevant documents produced for Uniti analysis (.9); correspond with P. Dopsch and M. Bullard regarding same (.5).	Masykanova, Aisulu	1.40	1,183.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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02-Jun-19	Review and revise relevant documents produced for Uniti analysis (1.2); correspond with P. Dopsch, M. Zaccarelli and R. Ferraioli regarding same (.6).	Masykanova, Aisulu	1.80	1,521.00
02-Jun-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	6.90	3,622.50
03-Jun-19	Call with White & Case regarding discovery requests.	Ferraioli, Raff	0.30	165.00
03-Jun-19	Call with White & Case regarding discovery requests (.3); review correspondence regarding Aurelius' discovery proposal (.3).	Greer, Jocelyn Edith	0.60	420.00
04-Jun-19	Compile and prepare zip drives of Aurelius, US Bank and Windstream trial exhibits (.8); review and retrieve recently added documents to dataroom and circulate to same (.4).	Delehanty, Danielle Ei	1.20	432.00
04-Jun-19	Review correspondence regarding Alix's request for trial exhibits.	Greer, Jocelyn Edith	0.60	420.00
04-Jun-19	Correspond with Aurelius counsel regarding custodians, search terms and production timing.	Levitt, Jamie A.	0.50	612.50
05-Jun-19	Finish compiling Aurelius, US Bank and Windstream trial exhibits.	Delehanty, Danielle Ei	0.30	108.00
06-Jun-19	Correspond with J. Wooding (Alix) regarding Aurelius trial exhibits.	Greer, Jocelyn Edith	0.10	70.00
07-Jun-19	Update Relativity workspace with newly received dataroom documents.	Bergelson, Vadim	1.30	448.50
08-Jun-19	Conduct first pass review of documents in dataroom for relevance to various claims.	Westergaard, Lily Vale	5.40	2,835.00
10-Jun-19	Process dataroom records for Relativity (1.1); set up new user and assign documents for review (.5).	Bergelson, Vadim	1.60	552.00
10-Jun-19	Correspond with Merrill help desk regarding download errors of note exchange documents and download same.	Delehanty, Danielle Ei	1.60	576.00
10-Jun-19	Review discovery protocol.	Goren, Todd M.	0.70	805.00
10-Jun-19	Review document request (.1); review correspondence regarding same (.1).	Masykanova, Aisulu	0.20	169.00
11-Jun-19	Review and revise updated draft discovery order.	Goren, Todd M.	0.60	690.00
11-Jun-19	Review correspondence regarding information-sharing protocol from Debtors (.3); correspond with L. Sullivan, T. Good and A. Masykanova regarding Debtors' responses and objections to document requests (.3).	Greer, Jocelyn Edith	0.60	420.00
12-Jun-19	Review and retrieve additional dataroom documents and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
12-Jun-19	Call with A. Masykanova regarding due diligence documents.	Dopsch, Peter C.	0.50	575.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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12-Jun-19	Review correspondence regarding changes to information protocol (.5); revise changes to information-sharing protocol based on T. Goren's comments (.9).	Greer, Jocelyn Edith	1.40	980.00
12-Jun-19	Review due diligence documents on Uniti review (2.3); call with P. Dopsch regarding same (.5).	Masykanova, Aisulu	2.80	2,366.00
13-Jun-19	Discuss diligence documents with A. Masykanova and S. Jensen.	Dopsch, Peter C.	0.30	345.00
13-Jun-19	Review correspondence regarding meet and confer for first production.	Greer, Jocelyn Edith	0.40	280.00
13-Jun-19	Discuss diligence documents with A. Masykanova and P. Dopsch.	Jensen, Sofie	0.30	82.50
13-Jun-19	Review diligence documents (.9); discuss same with P. Dopsch and S. Jensen (.3).	Masykanova, Aisulu	1.20	1,014.00
13-Jun-19	Call with Debtors regarding discovery.	Rappoport, Steve	0.30	268.50
14-Jun-19	Review correspondence relating to presentation from other counsel.	Dopsch, Peter C.	0.30	345.00
14-Jun-19	Review diligence documents (1.3); revise memorandum (1.9).	Masykanova, Aisulu	3.20	2,704.00
16-Jun-19	Review documents for relevance to various claims.	Westergaard, Lily Vale	4.70	2,467.50
17-Jun-19	Review trial exhibits from litigation in connection with Uniti transaction.	Marines, Jennifer L.	1.00	1,100.00
18-Jun-19	Review dataroom and retrieve recently added documents.	Delehanty, Danielle Ei	0.20	72.00
18-Jun-19	Correspond with internal working group regarding due diligence documents.	Masykanova, Aisulu	0.20	169.00
18-Jun-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	3.10	1,627.50
19-Jun-19	Assist with document review and set up saved searches.	Bergelson, Vadim	0.50	172.50
19-Jun-19	Create saved searches regarding various tag issues and second-level review.	Delehanty, Danielle Ei	0.50	180.00
19-Jun-19	Correspond with E. Richards and V. Bergelson regarding document review (.2); correspond with V. Bergelson regarding data repository (.2).	Greer, Jocelyn Edith	0.40	280.00
19-Jun-19	Call with L. Westergaard regarding document review (.4); correspond with L. Westergaard, V. Bergelson and D. Delehanty regarding same (.2).	Jensen, Sofie	0.60	165.00
19-Jun-19	Review and revise memorandum regarding diligence documents.	Masykanova, Aisulu	1.70	1,436.50
19-Jun-19	Analyze results of first level document production review (.4); correspond with counsel for various lender groups regarding additional diligence (1.3).	Richards, Erica J.	1.70	1,572.50

Invoice Number: 5839059
Invoice Date: July 25, 2019

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19-Jun-19	Call with S. Jensen regarding document review.	Westergaard, Lily Vale	0.40	210.00
20-Jun-19	Assist with Relativity review and searches (.5); setup new users (.3).	Bergelson, Vadim	0.80	276.00
20-Jun-19	Correspond with internal working group regarding Relativity access.	Delehanty, Danielle Ei	0.30	108.00
20-Jun-19	Call with A. Masykkanova regarding memorandum in connection with diligence documents.	Dopsch, Peter C.	0.80	920.00
20-Jun-19	Correspond with C. Koster (White & Case) regarding document requests (.1); analyze and compile documents in response to same (.4); correspond with Kirkland team regarding same (.1).	Ferraioli, Raff	0.60	330.00
20-Jun-19	Correspond with internal working group regarding discovery protocol with Debtors.	Goren, Todd M.	0.30	345.00
20-Jun-19	Correspond with R. Shanker (Kirkland) regarding discovery questions and scheduling call regarding same.	Greer, Jocelyn Edith	0.30	210.00
20-Jun-19	Review targets of discovery regarding perfection documents and status of collected materials (.6); correspond with J. Greer regarding data repository and status of discovery (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
20-Jun-19	Review and revise memorandum regarding diligence documents (1.4); call with P. Dopsch regarding same (.8).	Masykkanova, Aisulu	2.20	1,859.00
20-Jun-19	Analyze documents in dataroom in connection with recharacterization investigation.	Richardson Arnould, Ka	1.30	682.50
21-Jun-19	Update Relativity workspace with newly received dataroom documents.	Bergelson, Vadim	1.40	483.00
21-Jun-19	Correspond with A. Masykkanova regarding relevant documents.	Dopsch, Peter C.	0.50	575.00
21-Jun-19	Review tagged documents to locate missing documents (4.2); discuss relevant documents with A. Masykkanova and S. William (.6).	Jensen, Sofie	4.80	1,320.00
21-Jun-19	Discuss relevant documents with S. William and S. Jensen.	Masykkanova, Aisulu	0.60	507.00
21-Jun-19	Call with Kirkland regarding status of discovery requests (.4); correspond with J. Greer regarding same (.3).	Richards, Erica J.	0.70	647.50
21-Jun-19	Analyze documents in dataroom in connection with recharacterization investigation.	Richardson Arnould, Ka	2.60	1,365.00
21-Jun-19	Discuss relevant documents with A. Masykkanova and S. Jensen.	William, Sherry A.	0.60	501.00
24-Jun-19	Update Relativity workspace with newly received dataroom documents.	Bergelson, Vadim	1.10	379.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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24-Jun-19	Review correspondence relating to additional documents for review.	Dopsch, Peter C.	0.30	345.00
24-Jun-19	Discuss status of document requests with C. Koster (White & Case).	Ferraioli, Raff	0.20	110.00
24-Jun-19	Review documents produced by Debtors associated with exchange transactions.	Good, Thomas H.	5.90	4,425.00
24-Jun-19	Review status of Aurelius production (.3); review correspondence from J. Levitt regarding same (.2).	Marinuzzi, Lorenzo	0.50	650.00
24-Jun-19	Review status of discovery requests.	Richards, Erica J.	0.20	185.00
25-Jun-19	Review additional documents provided by financial advisers in connection with useful economic life.	Dopsch, Peter C.	0.60	690.00
25-Jun-19	Review status of document requests and responses (.1); analyze correspondence regarding same (.1).	Ferraioli, Raff	0.20	110.00
25-Jun-19	Review tagged documents to locate missing materials.	Jensen, Sofie	2.70	742.50
25-Jun-19	Correspond with Aurelius counsel regarding production.	Levitt, Jamie A.	0.30	367.50
25-Jun-19	Review status of perfection analysis and open document requests.	Marinuzzi, Lorenzo	1.30	1,690.00
26-Jun-19	Review additional documents provided by Debtors.	Dopsch, Peter C.	1.80	2,070.00
26-Jun-19	Correspond with A. McDonald regarding document requests.	Greer, Jocelyn Edith	0.30	210.00
26-Jun-19	Meet with L. Sullivan regarding open document request (.8); review tagged documents and dataroom documents (2.1); create list of missing documents (1.2).	Jensen, Sofie	4.10	1,127.50
26-Jun-19	Review nature of new documents posted in dataroom.	Richards, Erica J.	0.80	740.00
26-Jun-19	Review document productions and revise list of open document requests (.9); meet with S. Jensen regarding same (.8).	Sullivan, Lauren Marie	1.70	1,275.00
27-Jun-19	Retrieve new filings in dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	2.40	864.00
27-Jun-19	Review status of document request.	Ferraioli, Raff	0.10	55.00
27-Jun-19	Correspond with L. Westergaard and S. Rappoport regarding review of Aurelius documents.	Greer, Jocelyn Edith	0.30	210.00
27-Jun-19	Review documents in data rooms (2.6); analyze list of open document requests (1.1); search for and compile documents in connection with same (2.1).	Jensen, Sofie	5.80	1,595.00
27-Jun-19	Review correspondence regarding Aurelius document review.	Levitt, Jamie A.	0.40	490.00
27-Jun-19	Review proposed document demands for perfection of Uniti interests.	Marinuzzi, Lorenzo	0.90	1,170.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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28-Jun-19	Download and update Relativity with Windstream and Aurelius productions.	Bergelson, Vadim	2.30	793.50
28-Jun-19	Review document production.	Good, Thomas H.	0.60	450.00
28-Jun-19	Review correspondence regarding Aurelius discovery.	Levitt, Jamie A.	0.30	367.50
28-Jun-19	Review relevant documents.	Masykanova, Aisulu	0.70	591.50
28-Jun-19	Coordinate with internal working group regarding download of Aurelius production.	Rappoport, Steve	0.30	268.50
30-Jun-19	Update Relativity with Windstream and Aurelius productions (1.1); update review coding panel (.6).	Bergelson, Vadim	1.70	586.50
30-Jun-19	Call with L. Westergaard and S. Rappoport regarding review of Aurelius documents (.4); review hot documents (.7).	Levitt, Jamie A.	1.10	1,347.50
30-Jun-19	Call with L. Westergaard and J. Levitt regarding review of Aurelius documents.	Rappoport, Steve	0.40	358.00
30-Jun-19	Conduct first pass review of Aurelius production for relevancy to claim (6.8); call with S. Rappoport and J. Levitt regarding review of Aurelius documents (.4).	Westergaard, Lily Vale	7.20	3,780.00
Total: 023	Discovery		117.00	73,137.00
Hearings				
14-Jun-19	Correspond with K. Richardson regarding materials for upcoming hearing (.2); review and revise index for same (1.2); discuss materials for upcoming hearing with R. Ferraioli and K. Richardson (.2).	Damast, Craig A.	1.60	1,480.00
14-Jun-19	Review calendar and draft index to hearing binder and prepare same.	Delehanty, Danielle Ei	1.70	612.00
14-Jun-19	Analyze materials for upcoming hearing (.1); correspond with internal working group regarding same (.1); discuss same with C. Damast and K. Richardson (.2).	Ferraioli, Raff	0.40	220.00
14-Jun-19	Review docket and recent pleadings in preparation of upcoming hearing (1.3); correspond with D. Delehanty regarding materials for hearing (.8); correspond with L. Marinuzzi and E. Richards regarding same (.2); discuss same with C. Damast and R. Ferraioli (.2); prepare materials regarding same (.6).	Richardson Arnould, Ka	3.10	1,627.50
16-Jun-19	Review docket and recent pleadings in advance of hearing (.9); revise materials for hearing (.4); correspond with L. Marinuzzi regarding same (.1).	Richardson Arnould, Ka	1.40	735.00
17-Jun-19	Attend omnibus hearing (telephonically).	Damast, Craig A.	2.00	1,850.00
17-Jun-19	Attend omnibus hearing (telephonically) (partial).	Ferraioli, Raff	1.20	660.00
17-Jun-19	Prepare for (.9) and attend (2.0) omnibus hearing.	Marinuzzi, Lorenzo	2.90	3,770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
17-Jun-19	Prepare for (1.3) and attend (2.0) omnibus hearing.	Richards, Erica J.	3.30	3,052.50
17-Jun-19	Prepare for (.8) and attend (2.0) omnibus hearing (telephonically); correspond with C. Damast regarding same (.4); draft summary of hearing for Committee update (1.6); correspond with internal working group regarding same (.4); revise per comments from internal working group (1.2); correspond with Committee regarding same (.3).	Richardson Arnould, Ka	6.70	3,517.50
19-Jun-19	Correspond with R. Ferraioli, D. Delehanty, Kirkland and White & Case regarding transcript of hearing.	Richardson Arnould, Ka	0.40	210.00
Total: 024	Hearings		24.70	17,734.50

Claims Investigation

01-Jun-19	Correspond with internal working group regarding claims presentations for Committee and research.	Damast, Craig A.	1.20	1,110.00
01-Jun-19	Review revisions to presentation to Committee regarding recharacterization.	Dopsch, Peter C.	0.90	1,035.00
01-Jun-19	Analyze comments to and revise presentation regarding claims investigation.	Ferraioli, Raff	0.30	165.00
01-Jun-19	Update Aurelius presentation (1.8); correspond with J. Levitt and S. Rappoport regarding presentation to Committee (.8).	Greer, Jocelyn Edith	2.60	1,820.00
01-Jun-19	Review and revise Committee presentations regarding claims and other investigations.	Marines, Jennifer L.	2.50	2,750.00
01-Jun-19	Review comments to Committee presentation regarding Aurelius.	Rappoport, Steve	0.60	537.00
02-Jun-19	Correspond with internal working group regarding Uniti recharacterization presentation, issues and revisions (.7); correspond with B. Mendelsohn (Perella) regarding Uniti lease negotiation status (.2); review current draft of Uniti claims investigation presentation to Committee (.9); correspond with internal working group regarding same, comments and revisions (1.3); correspond with M. Adomanis (Perella) regarding draft of Uniti lease renewal presentation to Committee (.1); review same (.3).	Damast, Craig A.	3.50	3,237.50
02-Jun-19	Review and revise presentations regarding investigation status and perfection analysis.	Dopsch, Peter C.	2.10	2,415.00
02-Jun-19	Analyze comments and revise presentation regarding Uniti claims investigation.	Ferraioli, Raff	1.20	660.00
02-Jun-19	Review updated drafts of claim investigation presentations for Committee.	Goren, Todd M.	0.70	805.00
02-Jun-19	Draft talking points for presentation to Committee regarding investigation status.	Greer, Jocelyn Edith	4.30	3,010.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
02-Jun-19	Review latest revised draft of Committee presentation regarding investigation status (.3); prepare and send comments regarding same to J. Greer (.1).	Kaufman, David H.	0.40	490.00
02-Jun-19	Review and revise Committee presentations regarding claims and other investigations (1.2); review Perella Uniti lease analysis (.5).	Marines, Jennifer L.	1.70	1,870.00
02-Jun-19	Review and revise Uniti claims presentation (1.8); correspond with Uniti team regarding open research questions (.4); review and revise updated notes regarding claims presentation (.9).	Marinuzzi, Lorenzo	3.10	4,030.00
02-Jun-19	Provide comments regarding talking points for Committee presentation regarding Aurelius.	Rappoport, Steve	0.90	805.50
02-Jun-19	Revise presentation to Committee regarding potential note exchange claims.	Richards, Erica J.	0.60	555.00
03-Jun-19	Review due diligence documents regarding potential Uniti claims.	Anabi, Andrew Issa	1.30	682.50
03-Jun-19	Correspond with internal working group regarding claims investigation presentation and revisions (.9); correspond with P. Dopsch and A. Masykanova regarding Uniti recharacterization presentation and issues (.4); review and revise current draft of Uniti recharacterization and fraudulent transfer presentation (1.4); review draft of Perella presentation to Committee regarding Uniti lease analysis (.8); correspond with internal working group regarding finalizing (.6) and preparation for (.7) various claims investigation presentations; review Aurelius (.4) and note exchange (.4) presentations for Committee meeting.	Damast, Craig A.	5.60	5,180.00
03-Jun-19	Respond to questions regarding presentation (.3); meet with S. Haley regarding real property searches (.5).	Dopsch, Peter C.	0.80	920.00
03-Jun-19	Analyze and revise investigation presentations (.8); correspond with internal working group regarding same (.2); analyze presentation materials in connection with potential debt-related claims (.4); analyze comments to same (.1); revise same (.1); correspond with internal working group regarding sale-leaseback claims investigation presentation (.2); analyze comments to (.4) and revise (.5) same.	Ferraioli, Raff	2.70	1,485.00
03-Jun-19	Review updated drafts of presentation for Committee meeting.	Goren, Todd M.	0.80	920.00

MORRISON | FOERSTER

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Invoice Date: July 25, 2019

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03-Jun-19	Chart Aurelius' position regarding discovery for talking points for presentation (.5); correspond with R. Ferraioli regarding presentation materials for Committee (.3); revise talking points for Committee presentation (3.5).	Greer, Jocelyn Edith	4.30	3,010.00
03-Jun-19	Meet with P. Dopsch regarding real property searches.	Haley, Sharon L.	0.50	200.00
03-Jun-19	Review and comment on latest draft of Committee presentation materials.	Kaufman, David H.	0.60	735.00
03-Jun-19	Review and revise Aurelius investigation presentation slides and talking points (5.2); review Uniti investigation slides and talking points (2.3).	Levitt, Jamie A.	7.50	9,187.50
03-Jun-19	Review and revise various claims investigation presentations in preparation for in-person Committee meeting.	Marines, Jennifer L.	2.80	3,080.00
03-Jun-19	Finalize Uniti presentation for Committee (3.1); review and finalize presentation regarding note claims for Committee (1.6); review and revise Aurelius presentation for Committee (.7); correspond with claims investigation team regarding lease analysis (.5); review status of document requests for claims analysis (.9).	Marinuzzi, Lorenzo	6.80	8,840.00
03-Jun-19	Correspond with internal working group regarding transaction and presentation.	Masyllkanova, Aisulu	1.20	1,014.00
03-Jun-19	Review and revise Aurelius claims presentation and points.	Rappoport, Steve	0.70	626.50
05-Jun-19	Review current draft of Uniti recharacterization memorandum.	Damast, Craig A.	0.70	647.50
05-Jun-19	Review next steps regarding recharacterization analysis.	Dopsch, Peter C.	0.50	575.00
06-Jun-19	Correspond with B. Mendelsohn (Perella) regarding update from PJT regarding Uniti negotiations and status (.2); correspond with internal working group regarding claims investigation meeting (.4).	Damast, Craig A.	0.60	555.00
06-Jun-19	Correspond with internal working group regarding claims investigation meeting.	Richardson Arnould, Ka	0.30	157.50
07-Jun-19	Follow up on Committee financing statement analysis regarding Uniti.	Dopsch, Peter C.	0.30	345.00
07-Jun-19	Review correspondence from D. Kaufman regarding loan trading modifications on short positions and possible Aurelius claims.	Marinuzzi, Lorenzo	0.90	1,170.00
11-Jun-19	Correspond with claims team regarding status of investigations (.4); review claims to determine impact of challenge deadline (1.7).	Marinuzzi, Lorenzo	2.10	2,730.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
12-Jun-19	Correspond with P. Dopsch and A. Masyllkanova regarding Uniti memorandum and meeting with Debtors' advisors (.3); correspond with internal working group, Alix and Perella teams regarding same (.3); review current draft of Uniti recharacterization memorandum (.5).	Damast, Craig A.	1.10	1,017.50
12-Jun-19	Update memorandum regarding note exchanges.	Richards, Erica J.	2.90	2,682.50
13-Jun-19	Correspond with internal working group and Perella team regarding meeting with Debtors' advisors regarding status of Uniti negotiation (.4); participate in weekly claims investigation meeting (1.1); discuss Uniti recharacterization memorandum and upcoming Uniti meeting with P. Dopsch (.2).	Damast, Craig A.	1.70	1,572.50
13-Jun-19	Discuss Uniti recharacterization memorandum and upcoming Uniti meeting with C. Damast.	Dopsch, Peter C.	0.20	230.00
13-Jun-19	Prepare for (.1) and participate in (1.1) weekly claims investigation meeting; draft memorandum regarding status of claims investigation (1.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	2.60	1,430.00
13-Jun-19	Participate in weekly claims investigation meeting.	Good, Thomas H.	1.10	825.00
13-Jun-19	Participate in weekly claims investigation meeting (1.1); correspond with Perella regarding Uniti call with Debtors (.2).	Goren, Todd M.	1.30	1,495.00
13-Jun-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	1.10	770.00
13-Jun-19	Participate in weekly claims investigation meeting (1.1); review memoranda regarding same (.1).	Levitt, Jamie A.	1.20	1,470.00
13-Jun-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	1.10	1,210.00
13-Jun-19	Participate in weekly claims investigation meeting.	Masyllkanova, Aisulu	1.10	929.50
13-Jun-19	Participate in weekly claims investigation meeting (1.1); revise exchange memorandum (3.5).	Richards, Erica J.	4.60	4,255.00
13-Jun-19	Prepare for (.6) and participate in (1.1) weekly claims investigation meeting.	Richardson Arnould, Ka	1.70	892.50
13-Jun-19	Prepare for (1.5) and participate in (1.1) weekly claims investigation meeting.	Sullivan, Lauren Marie	2.60	1,950.00
13-Jun-19	Participate in weekly claims investigation meeting.	Westergaard, Lily Vale	1.10	577.50
14-Jun-19	Finalize internal memorandum regarding status of claims investigation (.1); correspond with L. Marinuzzi regarding same (.1).	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
17-Jun-19	Correspond with R. Collura (Alix) regarding analysis of Uniti transaction and asset ownership (.2); review same (.4); correspond with J. Fallon (PJT) regarding draft of Debtors' presentation regarding parameters of Uniti proposal (.1); review same (.3); call with Debtors' advisors regarding draft of Uniti proposal (.5).	Damast, Craig A.	1.50	1,387.50
17-Jun-19	Call with Debtors' advisors regarding draft of Uniti proposal.	Dopsch, Peter C.	0.50	575.00
17-Jun-19	Correspond with E. Richards regarding open items for Alix regarding claims investigation work streams (.2); call with Debtors' advisors regarding draft of Uniti proposal (.5); analyze materials in connection with same (.2).	Ferraioli, Raff	0.90	495.00
17-Jun-19	Review draft of Uniti proposal from Debtors (.3); call with Debtors' advisors regarding same (.5).	Goren, Todd M.	0.80	920.00
17-Jun-19	Call with Debtors' advisors regarding draft of Uniti proposal.	Levitt, Jamie A.	0.50	612.50
17-Jun-19	Review draft of Uniti proposal (.5); call with Debtors' advisors regarding same (.5); review status of claims investigation (.6); call and correspond with J. Millar (DBR) regarding theory of claims (.4).	Marinuzzi, Lorenzo	2.00	2,600.00
17-Jun-19	Revise memorandum regarding note exchange related claims (1.4); call with Debtors' advisors regarding draft of Uniti proposal (.5).	Richards, Erica J.	1.90	1,757.50
17-Jun-19	Call with Debtors' advisors regarding draft of Uniti proposal.	Richardson Arnould, Ka	0.50	262.50
18-Jun-19	Correspond with P. Dopsch and A. Masykanova regarding Alix analysis of ownership of assets transferred to Uniti.	Damast, Craig A.	0.30	277.50
18-Jun-19	Follow up on review of documents relating to recharacterization analysis.	Dopsch, Peter C.	0.50	575.00
18-Jun-19	Correspond with internal working group regarding upcoming claims investigation meeting (.1); correspond with Committee professionals regarding same (.2); coordinate arrangements in connection with same (.4); analyze materials for upcoming claims investigation meeting (.5).	Ferraioli, Raff	1.20	660.00
18-Jun-19	Review latest due diligence regarding Uniti claims (.8); call with E. Vonnegut (DPW) regarding claims and settlement (.5); draft memorandum to internal working group regarding call with Uniti counsel (.3); review status of Aurelius claims investigation and next steps (.6); prepare for meeting with White & Case regarding claims (.6).	Marinuzzi, Lorenzo	2.80	3,640.00
18-Jun-19	Revise note exchange claims memorandum.	Richards, Erica J.	2.10	1,942.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
19-Jun-19	Correspond with A. Masykanova regarding valuation of Uniti assets at transferor subsidiary level (.3); review analysis of same (.3); correspond with E. Richards regarding follow-up claims investigation-related work streams (.3); review same (.3).	Damast, Craig A.	1.20	1,110.00
19-Jun-19	Conduct and analyze research in connection with potential claims.	Ferraioli, Raff	0.20	110.00
19-Jun-19	Review updated draft of memorandum analyzing potential claims related to exchange offers.	Good, Thomas H.	0.80	600.00
19-Jun-19	Review additional materials regarding potential claims against exchange holders (.8); update memorandum regarding exchange related claims (.8); review recharacterization claims and impact on distributions (.8).	Marinuzzi, Lorenzo	2.40	3,120.00
20-Jun-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting; correspond with K. McGlynn (Alix) regarding backup for Debtors' personal property schedule (.1); review same (.3); discuss claims investigation regarding research and case precedent with R. Ferraioli (.3); correspond with R. Ferraioli regarding same (.1).	Damast, Craig A.	1.90	1,757.50
20-Jun-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.90	1,035.00
20-Jun-19	Prepare for (.1) and participate (.9) weekly claims investigation meeting; discuss claims investigation regarding research and case precedent with C. Damast (.3); analyze notes exchange memorandum (.2); analyze status of claims and noticing agent engagement (.1).	Ferraioli, Raff	1.60	880.00
20-Jun-19	Participate in weekly claims investigation meeting.	Good, Thomas H.	0.90	675.00
20-Jun-19	Review materials regarding investigation status.	Goren, Todd M.	0.70	805.00
20-Jun-19	Participate in weekly claims investigation meeting.	Jensen, Sofie	0.90	247.50
20-Jun-19	Review update regarding investigations (.3); participate in weekly claims investigation meeting (.9).	Levitt, Jamie A.	1.20	1,470.00
20-Jun-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.90	990.00
20-Jun-19	Participate in weekly claims investigation meeting (.9); call with E. Vonnegut (DPW) regarding recharacterization claim (.4); draft memorandum to internal working group regarding same (.4); review materials regarding recharacterization (.9).	Marinuzzi, Lorenzo	2.60	3,380.00
20-Jun-19	Participate in weekly claims investigation meeting.	Peck, Geoffrey R.	0.90	1,012.50
20-Jun-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.90	832.50
20-Jun-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.90	472.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
21-Jun-19	Correspond with J. Fallon (PJT) and B. Mendelsohn (Perella) regarding Debtor's presentation to Uniti regarding possible settlement (.2); review same (.5); follow-up correspondence with B. Mendelsohn regarding Uniti reaction to settlement proposal (.2).	Damast, Craig A.	0.90	832.50
21-Jun-19	Review Uniti alternatives and impact on capital structure and values (1.5); review correspondence from Perella and Kirkland regarding Uniti settlement meeting (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
21-Jun-19	Review internal memorandum regarding recharacterization.	William, Sherry A.	2.40	2,004.00
24-Jun-19	Correspond with J. Wooding (Alix) and E. Richards regarding useful life of assets at time of Uniti transaction (.2); review precedential decision regarding claims analysis and investigation (.3); review current draft of Uniti recharacterization memorandum (.7).	Damast, Craig A.	1.20	1,110.00
24-Jun-19	Review status of Uniti transaction investigation (.5); call with Uniti counsel to request perfection materials (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
25-Jun-19	Correspond with internal working group regarding challenge deadline, status, outstanding diligence items and scheduling meeting with Committee to discuss same (.8); correspond with P. Dopsch and A. Masykanova regarding Uniti recharacterization memorandum, open items and diligence requests (.4); correspond with Kilpatrick team and E. Richards regarding Midwest notes documentation and summary (.1); review same (.2).	Damast, Craig A.	1.50	1,387.50
25-Jun-19	Follow up on proposed changes to memorandum regarding recharacterization with A. Masykanova.	Dopsch, Peter C.	0.20	230.00
25-Jun-19	Analyze correspondence regarding investigation update.	Ferraioli, Raff	0.10	55.00
25-Jun-19	Review document production related to exchange transactions (2.1); call with E. Richards regarding summary of review of exchange transactions correspondence (.5).	Good, Thomas H.	2.60	1,950.00
25-Jun-19	Review status of investigation into various claims, including related to Aurelius action and Uniti transaction.	Marines, Jennifer L.	1.10	1,210.00
25-Jun-19	Review claims updates and next steps.	Marinuzzi, Lorenzo	1.90	2,470.00
25-Jun-19	Follow up on proposed changes to memorandum regarding recharacterization with P. Dopsch (.2); revise same (1.0).	Masykanova, Aisulu	1.20	1,014.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
25-Jun-19	Call with T. Good regarding summary of review of exchange transactions correspondence (.5); further revise memorandum analyzing claims related to note exchanges (2.7).	Richards, Erica J.	3.20	2,960.00
26-Jun-19	Review claims investigation-related legal research (.6); correspond with F. Munshi (Perella) regarding press release regarding new Uniti transaction (.1); review same (.2).	Damast, Craig A.	0.90	832.50
26-Jun-19	Correspond with internal working group regarding claims investigation update meeting (.1); conduct and analyze legal research regarding potential Uniti claims (.9); draft letter regarding Uniti negotiations (1.1); correspond with L. Marinuzzi regarding same (.3); revise same (.3).	Ferraioli, Raff	2.70	1,485.00
26-Jun-19	Review and revise correspondence to B. Weiland (Kirkland) regarding Uniti discussions (.6); call with B. Mendelsohn (Perella) regarding same (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
27-Jun-19	Review case precedent in connection with claims investigation (.6); prepare for (.2) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); discuss next steps with R. Ferraioli (.3); correspond with A. Masykanova regarding status of Uniti recharacterization diligence (.2); correspond with E. Richards regarding same (.2); correspond with P. Dopsch and A. Masykanova regarding upcoming Committee call regarding claims investigation update (.6); review MoFo letter to Kirkland regarding Uniti settlement negotiations and meetings (.2); correspond with J. Wooding (Alix) and internal working group regarding useful economic life of Uniti assets (.4).	Damast, Craig A.	3.50	3,237.50
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); follow up with A. Masykanova regarding open matters and useful economic life analysis (1.0).	Dopsch, Peter C.	1.80	2,070.00
27-Jun-19	Correspond with internal working group regarding weekly claims investigation meeting (.1); participate in same (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); discuss next steps with C. Damast (.3); analyze correspondence with internal working group regarding same (.1); conduct and analyze research in connection with potential claims (.3).	Ferraioli, Raff	1.60	880.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Good, Thomas H.	0.80	600.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Goren, Todd M.	0.80	920.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Levitt, Jamie A.	0.80	980.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); review memorandum regarding recharacterization and open factual points (1.1); review possible claims regarding notes security (.8); review possible Aurelius claim memorandum and next steps (.8); call with S. Qusba (JPM) regarding applicability of challenge deadline to LBO claims (.3).	Marinuzzi, Lorenzo	3.80	4,940.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); follow up with P. Dopsch regarding open matters and useful economic life analysis (1.0); review relevant documents and revise memorandum (.8).	Masykanova, Aisulu	2.60	2,197.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Peck, Geoffrey R.	0.80	900.00
27-Jun-19	Correspond with L. Marinuzzi regarding applicability of challenge deadline to claims against prior first lien lenders.	Richards, Erica J.	1.80	1,665.00
27-Jun-19	Prepare for (.8) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); review letter to Kirkland regarding negotiations with Uniti (.3); review correspondence at time of Uniti transaction (2.4).	Richardson Arnould, Ka	4.30	2,257.50
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Westergaard, Lily Vale	0.80	420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
28-Jun-19	Correspond with A. Masykanova and J. Wooding (Alix) regarding useful economic life of Uniti assets.	Damast, Craig A.	0.30	277.50
28-Jun-19	Revise memorandum analyzing potential claims related to debt exchange transactions.	Good, Thomas H.	1.10	825.00
28-Jun-19	Revise Uniti memorandum and prepare presentation update.	Masykanova, Aisulu	1.30	1,098.50
28-Jun-19	Compile update regarding status of investigation work streams and outstanding diligence requests.	Richards, Erica J.	0.90	832.50
29-Jun-19	Review correspondence with internal working group regarding claims investigation update and status of work streams.	Damast, Craig A.	0.40	370.00
29-Jun-19	Review internal update regarding status of investigations and next steps.	Marinuzzi, Lorenzo	0.70	910.00
Total: 026	Claims Investigation		179.60	171,096.00
Lien Investigation				
01-Jun-19	Correspond with A. Masykanova relating to research question regarding sufficiency of collateral description in connection with lien investigation.	Bullard, Miranda	0.90	495.00
03-Jun-19	Correspond with A. Masykanova, P. Dopsch and S. Jensen regarding research relating to lien investigation.	Bullard, Miranda	0.30	165.00
03-Jun-19	Conduct trademark search for trademarks in USPTO in connection with lien review.	Cheng, Hsiao-Ting H.	1.10	412.50
03-Jun-19	Review lien investigation presentation (.5); meet with L. Sullivan regarding meeting preparations and overall status of diligence (.3).	Peck, Geoffrey R.	0.80	900.00
03-Jun-19	Review and revise draft lien review presentation.	Richards, Erica J.	0.40	370.00
03-Jun-19	Revise draft presentation for Committee meeting (.5); review 10-K for asset and corporate structure information (.4); meet with G. Peck regarding meeting preparations and overall status of diligence (.3); prepare for Committee meeting (.8).	Sullivan, Lauren Marie	2.00	1,500.00
03-Jun-19	Correspond with A. Masykanova and H. Cheng regarding lien searches (.2); order additional lien searches (.6); review excel sheet for state locations (.6).	Zaccarelli, Monet D.	1.40	406.00
04-Jun-19	Draft patent assignee and family diligence search strategy.	Day, Christina	0.40	92.00
04-Jun-19	Correspond with search company regarding copies of filed documents.	Haley, Sharon L.	0.10	40.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
05-Jun-19	Conduct preliminary search for trademark properties in name of Windstream Services, LLC and related entities (1.8); correspond with legal document services in connection with export of search reports (2.1).	Chung, Aurana O.	3.90	1,189.50
05-Jun-19	Review and update preliminary patent assignee search and search results drafted by C. Day.	Dinh, Tuan H.	0.80	272.00
05-Jun-19	Review lien search results (.3); correspond with search company regarding same (.2).	Haley, Sharon L.	0.50	200.00
05-Jun-19	Review background information of transaction and instructions (1.4); review security documents and review and revise summary of collateral documents (.9).	Jensen, Sofie	2.30	632.50
05-Jun-19	Review correspondence regarding trademark searches and associated summary document (.9); correspond with A. Chung regarding same (.3); correspond with L. Sullivan regarding trademark searches (.2).	Romain, Ryan Michael	1.40	770.00
05-Jun-19	Review and distribute lien search results.	Zaccarelli, Monet D.	1.10	319.00
06-Jun-19	Discuss legal research regarding collateral description sufficiency with P. Dopsch and S. Jensen for purposes of lien investigation.	Bullard, Miranda	0.90	495.00
06-Jun-19	Continue preliminary search for trademark properties in name of Windstream Services, LLC and related entities (1.9); continue to prepare reports for additional trademark properties (1.8).	Chung, Aurana O.	3.70	1,128.50
06-Jun-19	Prepare memorandum of patent search results.	Day, Christina	1.10	253.00
06-Jun-19	Discuss legal research regarding collateral description sufficiency with M. Bullard and S. Jensen for purposes of lien investigation.	Dopsch, Peter C.	0.90	1,035.00
06-Jun-19	Discuss legal research regarding collateral description sufficiency with P. Dopsch and M. Bullard for purposes of lien investigation.	Jensen, Sofie	0.90	247.50
06-Jun-19	Review status of lien perfection investigation.	Marines, Jennifer L.	0.40	440.00
07-Jun-19	Conduct trademark due diligence searches for various entities.	Cheng, Hsiao-Ting H.	1.40	525.00
07-Jun-19	Correspond with L. Sullivan regarding trademark search results (1.3); correspond with R. Romain regarding same (.9); correspond with H. Cheng regarding procedures for ownership searches (1.2).	Chung, Aurana O.	3.40	1,037.00
07-Jun-19	Draft preliminary memorandum regarding patent chain of title review.	Day, Christina	4.70	1,081.00
07-Jun-19	Correspond with C. Day regarding patent summary (.2); revise and update same (.7).	Dinh, Tuan H.	0.90	306.00
07-Jun-19	Review and revise A. Chung draft regarding trademark search results.	Romain, Ryan Michael	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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10-Jun-19	Continue ownership search of trademarks properties for remaining entities identified on Summary of Guarantors (1.9); correspond with L. Sullivan regarding same (1.2).	Chung, Aurana O.	3.10	945.50
11-Jun-19	Correspond with C. Day regarding patent search.	Ahmadi, Golzar	1.20	318.00
11-Jun-19	Correspond with L. Sullivan regarding trademark search results for entities identified on Summary of Guarantors.	Chung, Aurana O.	0.50	152.50
11-Jun-19	Correspond with internal working group regarding lien review.	Damast, Craig A.	0.30	277.50
11-Jun-19	Review collateral documents and draft overview of collateral to determine property excluded from collateral and for purposes of due diligence review of potential unencumbered or unperfected collateral.	Jensen, Sofie	6.80	1,870.00
11-Jun-19	Review lien investigation documents (1.7); correspond with L. Sullivan regarding same (.2).	Peck, Geoffrey R.	1.90	2,137.50
12-Jun-19	Conduct verification of assignment history and confirm open security interests filed against additional trademark properties.	Chung, Aurana O.	3.80	1,159.00
12-Jun-19	Call with T. Dinh regarding summary of patent diligence search results (1.8); update and finalize same (1.1).	Day, Christina	2.90	667.00
12-Jun-19	Call with C. Day regarding summary of patent diligence search results (1.8); update and finalize same (2.1).	Dinh, Tuan H.	3.90	1,326.00
12-Jun-19	Correspond with G. Peck and L. Sullivan regarding status and preparation for upcoming investigation meeting (.3); review security documents and draft overview of collateral documents and collateral (8.2).	Jensen, Sofie	8.50	2,337.50
12-Jun-19	Review status of lien challenge and outstanding discovery and information requests.	Marines, Jennifer L.	0.70	770.00
12-Jun-19	Review lien search results (2.6); draft summary of lien search diligence to date (1.2); correspond with internal working group regarding availability and scheduling of meetings (.3).	Sullivan, Lauren Marie	4.10	3,075.00
13-Jun-19	Continue verification of assignment history and confirm open security interests filed against additional trademark properties (4.2); follow up with research services with request for copyright searches (1.6).	Chung, Aurana O.	5.80	1,769.00
13-Jun-19	Review security documents and search results for purposes of identifying unencumbered collateral or unperfected collateral (2.1); draft schedule with overview (1.8).	Jensen, Sofie	3.90	1,072.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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13-Jun-19	Review lien investigation charts and issues.	Peck, Geoffrey R.	3.00	3,375.00
13-Jun-19	Review lien search results (2.7); review diligence documentation productions (.9).	Sullivan, Lauren Marie	3.60	2,700.00
13-Jun-19	Order additional lien searches.	Zaccarelli, Monet D.	0.50	145.00
14-Jun-19	Continue verification of assignment history and confirm open security interests filed against trademark properties (1.2); follow up with research services with request for copyright search (2.9).	Chung, Aurana O.	4.10	1,250.50
14-Jun-19	Conduct copyright search for A. Chung.	Lentz, Christine Miche	1.00	300.00
14-Jun-19	Review lien search results for Debtors (4.1); update diligence summary charts (1.1).	Sullivan, Lauren Marie	5.20	3,900.00
14-Jun-19	Correspond with A. Masykanova regarding lien searches (.2); review state locations (1.2); order additional lien searches (.6).	Zaccarelli, Monet D.	2.00	580.00
17-Jun-19	Continue verification of assignment history and confirm open security interests filed against trademark properties (2.8); follow up with research services with request for copyright search (2.4).	Chung, Aurana O.	5.20	1,586.00
18-Jun-19	Continue verification of assignment history and confirm open security interests filed against trademark properties (1.8); follow up with research services with request for copyright search (2.1); draft transmittal (.4).	Chung, Aurana O.	4.30	1,311.50
18-Jun-19	Correspond with internal working group regarding lien review and related documents (.1); analyze and revise lien investigation presentation (.8); correspond with internal working group regarding same (.1).	Ferraioli, Raff	1.00	550.00
18-Jun-19	Review proposed draft regarding lien investigation presentation status.	Goren, Todd M.	0.60	690.00
18-Jun-19	Draft and review correspondence regarding results of lien searches for trademark properties.	Huq, Muzamil Abdul	0.30	262.50
18-Jun-19	Review documents in dataroom in connection with lien review.	Jensen, Sofie	3.10	852.50
18-Jun-19	Review lien presentation and prepare comments.	Peck, Geoffrey R.	2.20	2,475.00
18-Jun-19	Review updated presentation regarding status of lien investigation.	Richards, Erica J.	0.20	185.00
19-Jun-19	Attend meeting with White & Case regarding status of lien review (.9); discuss same with P. Dopsch (.4); review lien investigation presentation for meeting (.6).	Damast, Craig A.	1.90	1,757.50
19-Jun-19	Attend meeting with White & Case regarding status of lien review (.9); discuss same with C. Damast (.4).	Dopsch, Peter C.	1.30	1,495.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
19-Jun-19	Analyze and revise materials for meeting with White & Case (1.4); analyze comments to same (.7); prepare for (.2) and attend (.9) meeting with White & Case regarding status of lien review; follow up with Alix regarding open items in connection with lien review (.2).	Ferraioli, Raff	3.40	1,870.00
19-Jun-19	Attend meeting with White & Case regarding status of lien review.	Good, Thomas H.	0.90	675.00
19-Jun-19	Correspond with internal working group regarding status of lien investigation (.4); review presentation regarding same (.4).	Goren, Todd M.	0.80	920.00
19-Jun-19	Attend meeting with White & Case regarding status of lien investigation (.9); meet with G. Peck to prepare for meeting regarding status of lien investigation (2.3); correspond with G. Peck and L. Sullivan regarding action list (.4).	Jensen, Sofie	3.60	990.00
19-Jun-19	Review presentation regarding lien investigation.	Marines, Jennifer L.	1.00	1,100.00
19-Jun-19	Review and revise presentation for White & Case meeting regarding status of lien investigation (1.3); review updates with E. Richards (.8); attend meeting with White & Case regarding status of lien review (.9); review follow-up memorandum regarding next steps (.6).	Marinuzzi, Lorenzo	3.60	4,680.00
19-Jun-19	Meet with S. Jensen to prepare for meeting regarding status of lien investigation (2.3); attend meeting with White & Case regarding status of lien review (.9).	Peck, Geoffrey R.	3.20	3,600.00
19-Jun-19	Review updates to presentation for White & Case meeting regarding status of lien investigation with L. Marinuzzi (.8); attend meeting with White & Case regarding status of lien review (.9); draft summary and list of next steps following same (1.4).	Richards, Erica J.	3.10	2,867.50
19-Jun-19	Attend meeting with White & Case regarding status of lien review (telephonically).	Richardson Arnould, Ka	0.90	472.50
20-Jun-19	Call with S. William regarding legal research in connection with filing instruments.	Dopsch, Peter C.	0.60	690.00
20-Jun-19	Review tagged documents for lien review (2.9); correspond with L. Sullivan regarding same (.4).	Jensen, Sofie	3.30	907.50
20-Jun-19	Review status of mortgage/perfection review and presentation regarding same.	Marines, Jennifer L.	1.10	1,210.00
20-Jun-19	Call with M. Zaccarelli regarding lien searches.	Masykanova, Aisulu	0.90	760.50
20-Jun-19	Call with P. Dopsch regarding legal research in connection with filing instruments.	William, Sherry A.	0.60	501.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
20-Jun-19	Call with A. Masykanova regarding lien searches (.9); review and distribute additional lien search results (.3).	Zaccarelli, Monet D.	1.20	348.00
21-Jun-19	Analyze lien investigation issues.	Peck, Geoffrey R.	1.10	1,237.50
21-Jun-19	Review prepetition security documents and DIP financing granting clauses with respect to real estate collateral.	Sullivan, Lauren Marie	2.00	1,500.00
21-Jun-19	Review case law on statute regarding treatment of certain filing instruments.	William, Sherry A.	3.70	3,089.50
24-Jun-19	Correspond with C. Koster (White & Case) regarding lien investigation update.	Damast, Craig A.	0.20	185.00
24-Jun-19	Review status of lien investigation relating to real and related property.	Marines, Jennifer L.	0.80	880.00
24-Jun-19	Research case law regarding treatment of certain filing instruments (9.6); review cases found (4.2).	William, Sherry A.	13.80	11,523.00
25-Jun-19	Research case law regarding treatment of certain filing instruments (6.8); review cases found (5.6).	William, Sherry A.	12.40	10,354.00
26-Jun-19	Correspond with internal working group regarding lien investigation status and presentation to Committee.	Damast, Craig A.	0.20	185.00
26-Jun-19	Correspond with S. Haley and M. Zaccarelli regarding deed assets.	Masykanova, Aisulu	0.20	169.00
26-Jun-19	Review lien investigation questions.	Peck, Geoffrey R.	1.10	1,237.50
26-Jun-19	Read cases regarding treatment of certain filing instruments (2.8); draft notes and correspondence regarding same (2.4).	William, Sherry A.	5.20	4,342.00
26-Jun-19	Correspond with A. Masykanova regarding deed assets.	Zaccarelli, Monet D.	0.50	145.00
28-Jun-19	Correspond with L. Sullivan regarding lien investigation.	Peck, Geoffrey R.	0.40	450.00
Total: 027	Lien Investigation		192.70	112,658.50
Other Motions/Applications				
05-Jun-19	Correspond with J. Luze (Kirkland) and L. Marinuzzi regarding Debtors' motion to assume prepetition insurance program and enter into postpetition insurance program (.2); review motion regarding same (.7); correspond with R. Ferraioli and K. Richardson regarding same and memorandum for Committee (.3).	Damast, Craig A.	1.20	1,110.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
06-Jun-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' motion to assume prepetition insurance program and enter into postpetition insurance program with Chubb (.2); discuss insurance assumption motion and related documents with R. Ferraioli (.4); review and revise summary of motion for Committee (.9); review motion regarding same (.4); correspond with R. Ferraioli regarding same (.2).	Damast, Craig A.	2.10	1,942.50
06-Jun-19	Analyze insurance assumption motion and related documents (.7); conduct and analyze legal research in connection with same (.2); discuss same with C. Damast (.4).	Ferraioli, Raff	1.30	715.00
07-Jun-19	Review and revise memorandum regarding insurance motion.	Goren, Todd M.	0.40	460.00
07-Jun-19	Analyze insurance assumption motion (.6); review memorandum regarding same (.5); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	1.30	682.50
11-Jun-19	Analyze recently filed pleadings (.9); draft internal memorandum regarding same (.7).	Ferraioli, Raff	1.60	880.00
14-Jun-19	Review and revise memorandum of recently-filed pleadings for upcoming hearing (.6); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.90	832.50
14-Jun-19	Analyze objection to BCI lift stay motion (.4); analyze pleadings regarding state court securities class action litigation (.5); analyze objection to insurance assumption motion (.3); correspond with internal working group regarding same (.1); draft memorandum regarding same (1.6).	Ferraioli, Raff	2.90	1,595.00
24-Jun-19	Discuss Dell Marketing motion for allowance and payment of administrative claim with R. Ferraioli (.3); review same (.2).	Damast, Craig A.	0.50	462.50
24-Jun-19	Analyze recently filed pleadings (.1); discuss Dell Marketing motion for allowance and payment of administrative claim with C. Damast (.3).	Ferraioli, Raff	0.40	220.00
25-Jun-19	Review and revise memorandum of recent pleadings regarding same.	Damast, Craig A.	0.30	277.50
25-Jun-19	Analyze recent pleadings regarding contract rejections and payment of administrative claims (.9); draft memorandum regarding same (.7); circulate same internally (.2).	Richardson Arnould, Ka	1.80	945.00

Hearing Date: TBD
Objection Deadline: TBD

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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 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**

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



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

Name of Applicant:	Morrison & Foerster LLP (“ Morrison & Foerster ” or “ Applicant ”)
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors (collectively, the “ Committee ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is sought:	March 12, 2019 through June 30, 2019 (the “ Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$3,230,424.75 ²
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$55,828.95

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

Summary of Monthly Applications for Application Period:

Date Submitted and Docket No.	Application Period	Requested Fees (100%)	Requested Expenses (100%)	Fees Allowed (80%)	Expenses Allowed (100%)	Fee Holdback (20%)
6/5/2019 Dkt. No. 612	3/12/2019 – 4/30/2019	\$1,703,186.00	\$27,676.41	\$1,362,548.80	\$27,676.41	\$340,637.20
7/15/2019 Dkt. No. 812	5/1/2019 – 5/31/2019	\$921,873.25	\$13,585.04	\$737,498.60	\$13,585.04	\$184,374.65
7/30/2019 Dkt. No. 878	6/1/2019 – 6/30/2019	\$605,628.00	\$14,567.50	\$484,502.40	\$14,567.50	\$120,863.10 ³
TOTALS		\$3,230,687.25	\$55,828.95	\$2,584,549.80	\$55,828.95	\$645,874.95

³ Reflects a voluntary reduction by Morrison & Foerster in the amount of \$262.50 in connection with Docket No. 878.

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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)

**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**

Morrison & Foerster LLP (“**Morrison & Foerster**” or “**Applicant**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Windstream Holdings, Inc. *et al.* and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby submits its first interim application for compensation and reimbursement of expenses (the “**Application**”) for the period from March 12,

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

2019 through June 30, 2019 (the “**Application Period**”). In support of the Application, Morrison & Foerster respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. The United States bankruptcy Court for the Southern District of New York (the “**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 this 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].²

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].

² 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.

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.

9. In addition, the Interim Compensation Order provides that by August 14, 2019, each professional “shall file its first Interim Fee Application . . . and the first Interim Fee Application shall cover the Interim Fee Period from the Petition Date (or the effective date of the Professional’s retention) through and including June 30, 2019.” This Application covers the Interim Fee Period (as defined in the Interim Compensation Order) from March 12, 2019 through June 30, 2019.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

10. By this Application, Applicant seeks entry of an order (a) approving interim compensation in the amount of \$3,230,424.75 and interim reimbursement of expenses in the amount of \$55,828.95, (b) directing payment of \$645,874.95 in fees held back in connection with the Monthly Invoices (as defined herein), and (c) granting such other and further relief as may be just and proper.³

³ These amounts reflect a voluntary reduction by Morrison & Foerster in the amount of \$262.50.

11. As expressed in the following chart, the amount sought in this Application is the summation of the compensation and expenses sought in Applicant's first three monthly fee statements (collectively, the "**Monthly Invoices**"):

Monthly Application, Date Filed & Docket No.	Application Period	Requested Fees (100%)	Requested Expenses	Fees Allowed (80%)	Expenses Allowed	Fee Holdback (20%)
First Monthly Filed 6/5/2019 Dkt. No. 612	3/12/2019 – 4/30/2019	\$1,703,186.00	\$27,676.41	\$1,362,548.80	\$27,676.41	\$340,637.20
Second Monthly Filed 7/15/2019 Dkt. No. 812	5/1/2019 – 5/31/2019	\$921,873.25	\$13,585.04	\$737,498.60	\$13,585.04	\$184,374.65
Third Monthly Filed 7/30/2019 Dkt. No. 878	6/1/2019 – 6/30/2019	\$605,628.00	\$14,567.50	\$484,502.40	\$14,567.50	\$120,863.10 ⁴
TOTAL		\$3,230,687.25	\$55,828.95	\$2,584,549.80	\$55,828.95	\$645,874.95

12. The Monthly Invoices submitted by Applicant are subject to a 20% holdback as provided for in the Interim Compensation Order. The aggregate amount of Applicant's holdback during the Application Period is \$645,874.95. To date, no party has objected to the Monthly Invoices.

13. In the ordinary course of its business, Applicant maintains computerized records of the time spent in connection with providing professional services to the Committee in connection with these chapter 11 cases. 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 Application Period. In addition, attached hereto as **Exhibit C** is a billing summary for the Application Period, which identifies each attorney and paraprofessional who rendered services during the Application Period, each attorney's year of bar admission and area of practice, the aggregate

⁴ Reflects a voluntary reduction by Morrison & Foerster in the amount of \$262.50.

time billed by each attorney and paraprofessional during the Application Period, the hourly billing rate for each attorney and paraprofessional, and the aggregate amount of fees generated by each professional and paraprofessional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar bankruptcy cases.

14. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as **Exhibit D**.

15. 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 Application Period.

16. Attached hereto as **Exhibit F** is a summary of Morrison & Foerster's budget for the Application Period. The budget was developed prior to filing this Application and was approved by a Committee co-chair.

17. Attached hereto as **Exhibit G** is a summary of Morrison & Foerster's staffing plan for the Application Period. The staffing plan was developed prior to filing this Application and was approved by a Committee co-chair.

18. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines and are attached hereto collectively as **Exhibit H**.

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

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

20. 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 pursuant to section 365 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) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if 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 Court and the United States Trustee, and protecting the interests of the Committee before the Court and before the United States Trustee; and
- (i) performing all other necessary legal services in these cases.

21. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Committee during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the chapter 11 cases. The following is a summary of the most significant

professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes.

22. The summary is divided according to the project billing codes that Applicant created to best reflect the categories of tasks that it was required to perform in connection with these chapter 11 cases. Nevertheless, under the circumstances, and given the interconnectedness of the issues in these chapter 11 cases, certain of these categories may overlap with one another. For the avoidance of doubt, however, no work performed by Applicant has been included in more than one task code category.

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

Fees: \$20,770.00; Total Hours: 22.10

23. This category includes time spent by Morrison & Foerster attorneys reviewing, analyzing, commenting on, and conducting diligence with respect to, various pleadings concerning the assumption or rejection of executory contracts and unexpired leases, including, but not limited to: (a) the Debtors' *First Omnibus Motion to Reject Unexpired Leases Effective Nunc Pro Tunc to the Petition Date* [Docket No. 188]; (b) the Debtors' proposed procedures to reject or assume executory contracts and unexpired leases [Docket No. 314]; (c) the *Debtors' Motion to Extend the Time Within Which the Debtors Must Assume or Reject Unexpired Leases of Nonresidential Real Property* [Docket No. 582]; (d) the *Debtors' Motion to For Entry of an Order (I) Authorizing Assumption of the Prepetition Insurance Program, (II) Authorizing the Debtors to Enter into the Postpetition Insurance Program, and (III) Granting Related Relief* [Docket No. 616]; and (e) various notices of the Debtors' rejection of executory contracts and unexpired leases.

(b) Budgeting – 005.

Fees: \$2,025.00; Total Hours: 2.40

24. This category includes time spent by Morrison & Foerster attorneys in preparing a prospective budget and staffing plan for the first interim fee period in accordance with the UST Guidelines.

(c) Business Operations – 006.

Fees: \$40,905.50; Total Hours: 41.40

25. This category includes time spent by Morrison & Foerster on all matters relating to the Debtors' business operations. During the Application Period, Morrison & Foerster attorneys spent time: (a) analyzing the Debtors' financial statements and miscellaneous documents regarding the Debtors' capital structure and business operations; (b) reviewing presentations and analyses prepared by the Debtors' professionals concerning the Debtors' business operations, and discussing the same 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; and (e) reviewing the Debtors' business plan and discussing the same with the Committee. In addition, during the Application 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.

(d) Case Administration – 007.

Fees: \$159,844.50; Total Hours: 210.40

26. This category includes all matters related to the internal administration of the Committee, including participating on weekly conference calls with the Committee's

professionals, drafting the Committee's by-laws, reviewing and revising confidentiality agreements with the Debtors, preparing and updating the Committee roster, managing various task lists, monitoring the case docket, and tracking case deadlines.

(e) Claims Administration and Objections – 008.

Fees: \$8,507.50; Total Hours: 8.80

27. This category includes all matters relating to the administration and review of claims asserted against the Debtors. 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; and (c) analyzing reports provided in connection with the Debtors' settlement of *de minimis* claims.

(f) Employee Benefits and Pensions – 010.

Fees: \$174,151.50; Total Hours: 185.10

28. This category includes all time spent by Morrison & Foerster attorneys and paraprofessionals on issues relating to employee benefits and related obligations. During the Application 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 "**KERP Motion**") and the *Debtors' Motion Seeking Entry of an Order Approving the Debtors' Key Employee Incentive Program* [Docket No. 405] (the "**KEIP Motion**").

29. As initially proposed, the Committee believed that the KEIP Motion was in need of material changes. Morrison & Foerster began to prepare a comprehensive objection to the KEIP Motion while simultaneously negotiating adjustments to the proposed incentive structure with the Debtors' professionals. The Debtors ultimately made several key adjustments to the

key employee incentive plan. In light of the modifications to the relief sought under the 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].

(g) Employment and Fee Applications – 011.

Fees: \$55,700.50; Total Hours: 77.00

30. This category includes time spent by Morrison & Foerster with respect to the retention and employment of the Committee's professionals. During the Application 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 Application 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].

31. This category also includes time spent on tasks relating to the payment of fees and expenses. Specifically, during the Application Period, Morrison & Foerster's attorneys and paraprofessionals drafted and filed Morrison & Foerster's fee statements for the months of March, April, May, and June. In addition, Morrison & Foerster's attorneys and

paraprofessionals helped prepare and file the fee statements for the months of March, April, May, and June on behalf of Perella and Alix.

(h) Financing and Cash Collateral – 013.

Fees: \$212,072.00; Total Hours: 213.70

32. 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 [Dkt. 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].

(i) Other Litigation – 014.

Fees: \$114,558.50; Total Hours: 127.60

33. 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**”). Morrison & Foerster spent time analyzing various pleadings arising in the Charter Litigation, as well as participating in discovery. Morrison & Foerster also coordinated with the Debtors’ professionals regarding the Committee’s participation in the Charter Litigation. In connection with the Committee’s involvement in the Charter Litigation, Morrison & Foerster prepared and filed the (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* [Adv. P. Docket No. 18], and (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* [Adv. P. Docket No. 48]. Morrison & Foerster attorneys also negotiated with the Debtors’ professionals regarding the Committee’s intervention in the Charter Litigation. These discussions culminated in the *Stipulation and Agreed Order Authorizing Intervention by the Official Committee of Unsecured Creditors in Adversary Proceeding No. 19-08246* [Adv. P. Docket No. 56].

(j) Meetings and Communications with Creditors – 015.

Fees: \$373,540.00; Total Hours: 408.30

34. 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.

35. 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. Given the level of activity in these chapter 11 cases to date, these Committee meetings and calls required extensive preparation by Morrison & Foerster's attorneys.

36. 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.

(k) Non-Working Travel – 016.

Fees: \$34,572.50; Total Hours: 42.90

37. This category includes time spent by Morrison & Foerster attorneys in non-working travel while representing the Committee, including, but not limited to, travel to and

from hearings and various meetings with the Debtors. Morrison & Foerster reduced its fees by one-half, or \$17,286.25, for time relating to non-working travel.

(l) Plan and Disclosure Statement – 017.

Fees: \$20,082.50; Total Hours: 22.00

38. This category includes time spent by Morrison & Foerster in connection with 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. 581] (the “**Exclusivity Motion**”). Morrison & Foerster spent time analyzing the terms of the Exclusivity Motion, as well as discussing the Exclusivity Motion with the Debtors’ professionals and the advisors to the Debtors’ other stakeholders. The proposed extension of the Debtors’ exclusive period to file and solicit acceptances of a chapter 11 plan as initially proposed in the Exclusivity Motion was unwarranted and thus impossible for the Committee to support. The Committee negotiated adjustments to the proposed extension 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 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].

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

Fees: \$25,762.50; Total Hours: 30.90

39. This category includes time spent by Morrison & Foerster analyzing, summarizing, and discussing various motions regarding the automatic stay, as well as pleadings responsive thereto.

(n) Reporting – 020

Fees: \$2,550.00; Total Hours: 3.00

40. 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.

(o) Tax – 021

Fees: \$9,557.50; Total Hours: 8.20

41. This category includes time spent by Morrison & Foerster analyzing the potential tax implications that a restructuring of the Debtors’ involving Uniti Group, Inc. (“**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 that certain master lease between the Debtors and Uniti was recharacterized as a disguised financing.

(p) Discovery – 023.

Fees: \$340,452.00; Total Hours: 442.40

42. This category includes time spent by Morrison & Foerster engaging in all aspects of the discovery process during the Application 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.

43. In particular, Morrison & Foerster conducted discovery in connection with the Committee’s claims investigation and lien investigation. This entailed drafting extensive document 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 (the “**Aurelius Litigation**”) for violating an indenture in connection with the 2015 sale and lease back transaction (the “**Uniti Transaction**”).

(q) Hearings – 024.

Fees: \$123,214.00; Total Hours: 159.20

44. This category includes time spent by Morrison & Foerster attorneys preparing for, attending, and reporting to the Committee regarding, Court hearings. During the Application Period, the Court held several hearings with respect to a wide variety of issues related to these chapter 11 cases. To the extent feasible, Morrison & Foerster attorneys attended hearings telephonically.

(r) First and Second Day Motions – 025.

Fees: \$131,942.50; Total Hours: 180.60

45. 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 Application 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.

(s) Claims Investigation – 026.

Fees: \$1,146,076.50; Total Hours: 1,319.90

46. This category includes time spent by Morrison & Foerster analyzing and investigating potential estate claims and causes of action that might serve 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.

(t) Lien Investigation – 027.

Fees: \$151,606.00; Total Hours: 246.90

47. 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**”). Accordingly, during the Application Period, the Committee commenced a thorough but expedited review of these 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 also prepared materials for the Committee summarizing the status and preliminary results of that review.

(u) Other Motions/Applications– 029.

Fees: \$58,487.50; Total Hours: 74.80

48. This category includes time spent reviewing, analyzing, summarizing, and in certain instances, responding to, several miscellaneous motions and requests filed in these cases, including (a) the request for the appointment of an equity committee [Docket No. 125] and the Committee's response thereto; (b) the *Debtors' Motion Extending the Time to File Notices of Removal of Civil Actions* [Docket No. 398]; (c) the *Motion of Dell Marketing, L.P. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(9)* [Docket No. 703]; and (d) the *Motion (I) to Strike the Uniti 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].

(v) Schedules and Statements – 030.

Fees: \$15,535.00; Total Hours: 28.90

49. 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.

(w) Time Entry Review– 032.

Fees: \$15,012.50; Total Hours: 24.30

50. This category includes time spent reviewing and revising attorney and paraprofessional time entries in order to comply with the Guidelines. Morrison & Foerster is not

seeking payment for any of the time that it spent in connection with reviewing and editing time entries.

(x) Governmental/Regulatory – 035.

Fees: \$25,797.50; Total Hours: 32.70

51. 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.

APPLICANT STATEMENT PURSUANT TO APPENDIX B OF THE UST GUIDELINES

52. 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 in this Application (\$3,230,424.75) are less than the fees budgeted (\$3,912,800.00) for the time period covered by this Application. However, the fees incurred in connection with project categories 10, Employee Benefits and Pensions; 13, Financing and Cash Collateral; 15, Meetings and Communications with Creditors; 19, Relief from Stay and Adequate Protection; 24, Hearings; 26, Claims Investigation; and 32, Time Entry Review, exceeded the fees budgeted for those project categories by more than 10%. Although the fees sought in the Application are less than the fees budgeted for the time period overall, Morrison & Foerster spent more time than anticipated on matters within these project categories.

- (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: Applicant spent 24.30 hours totaling \$15,012.50 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 does not include any rate increases.

CONCLUSION

53. Applicant believes that the services rendered during the Application 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.

54. Applicant therefore requests an order (a) approving interim compensation in the amount of \$3,230,424.75 and interim reimbursement of expenses in the amount of \$55,828.95, (b) directing payment of \$645,874.95 held back in connection with the Monthly Invoices, and (c) granting such other and further relief as may be just and proper.

Dated: August 14, 2019
New York, New York

/s/ Lorenzo Marinuzzi
MORRISON & FOERSTER LLP
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New York, New York 10019
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Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Erica J. Richards

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

EXHIBIT A

MORRISON & FOERSTER LLP
250 West 55th Street
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Lorenzo Marinuzzi
Todd M. Goren
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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 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**

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.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

2. This 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 interim compensation and reimbursement of expenses for the period commencing March 12, 2019 through and including June 30, 2019, 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 any 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.

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 Application Recipients (as defined in the Interim Compensation Order) are each being provided with a copy of the Application.

Dated: August 14, 2019
New York, New York

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

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

EXHIBIT B

SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE FOR THE PERIOD MARCH 12, 2019 THROUGH JUNE 30, 2019

Task Code	Matter Description	Total Billed Hours	Total Compensation
3	Assumption and Rejection of Leases And Contracts	22.10	\$20,770.00
5	Budgeting (Case)	2.40	\$2,025.00
6	Business Operations	41.40	\$40,905.50
7	Case Administration	210.40	\$159,844.50
8	Claims Administration and Objections	8.80	\$8,507.50
10	Employee Benefits and Pensions	185.10	\$174,151.50
11	Employment and Fee Applications	77.00	\$55,700.50
13	Financing and Cash Collateral	213.70	\$212,072.00
14	Other Litigation	127.60	\$114,558.50
15	Meetings and Communications with Creditors	408.30	\$373,540.00
16	Non-Working Travel	42.90	\$34,572.50
17	Plan And Disclosure Statement	22.00	\$20,082.50
19	Relief From Stay and Adequate Protection	30.90	\$25,762.50
20	Reporting	3.00	\$2,550.00
21	Tax	8.20	\$9,557.50
23	Discovery	442.40	\$340,452.00
24	Hearings	159.20	\$123,214.00
25	First and Second Day Motions	180.60	\$131,942.50
26	Claims Investigation	1,319.90	\$1,146,076.50
27	Lien Investigation	246.90	\$151,606.00
29	Other Motions/Applications	74.80	\$58,487.50
30	Schedules and Statements	28.90	\$15,535.00
32	Time Entry Review	24.30	\$15,012.50
35	Governmental/Regulatory	32.70	\$25,797.50
Total Incurred:		3,913.5	\$3,262,723.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$17,286.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):			(\$15,012.50)
Total Requested:			\$3,230,424.75¹

¹ Reflects a voluntary reduction by Morrison & Foerster in the amount of \$262.50.

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL
BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE
FOR THE PERIOD MARCH 12, 2019 THROUGH JUNE 30, 2019**

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel				
Birnbaum, Michael D.	Department: Litigation Licensure: 2000	\$1,125.00	2.10	\$2,362.50
Blaivas, Jay	Department: Tax Licensure: 1996	\$1,175.00	7.20	\$8,460.00
Carbone, Anthony J.	Department: Tax Licensure: 1982	\$1,500.00	1.80	\$2,700.00
Carey, Chrys A.	Department: Finance Licensure: 2003	\$875.00	5.90	\$5,162.50
Dopsch, Peter C.	Department: Finance Licensure: 1987	\$1,150.00	69.30	\$79,695.00
Goren, Todd M.	Department: Business Restructuring & Insolvency Licensure: 2003	\$1,150.00	259.60	\$298,540.00
Hammar, Julian E.	Department: Finance Licensure: 1997	\$975.00	16.80	\$16,380.00
Kaufman, David H.	Department: Finance Licensure: 1984	\$1,225.00	34.10	\$41,772.50
Levitt, Jamie A.	Department: Litigation Licensure: 1992	\$1,225.00	140.50	\$172,112.50
Marines, Jennifer L.	Department: Business Restructuring & Insolvency Licensure: 2005	\$1,100.00	242.20	\$266,420.00
Marinuzzi, Lorenzo	Department: Business Restructuring & Insolvency Licensure: 1996	\$1,300.00	373.50	\$485,550.00
Miller, Brett H.	Department: Business Restructuring & Insolvency Licensure: 1992	\$1,400.00	21.50	\$30,100.00
Palmore, Joseph R.	Department: Litigation Licensure: 1999	\$1,125.00	6.80	\$7,650.00
Peck, Geoffrey R.	Department: Finance Licensure: 1999	\$1,125.00	50.40	\$56,700.00
Salon, Justin R.	Department: Corporate Licensure:	\$1,065.00	0.50	\$532.50

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Richards, Erica J.	Department: Business Restructuring & Insolvency Licensure: 2007	\$925.00	215.80	\$199,615.00
Schwartz, James	Department: Corporate Licensure: 1994	\$995.00	15.90	\$15,820.50
Total Partners and Of Counsel:			1,463.9	\$1,689,573.00
Associates and Attorneys				
Anabi, Andrew Issa	Department: Finance Licensure: 2019	\$525.00	148.00	\$77,700.00
Bullard, Miranda	Department: Finance Licensure: 2018	\$550.00	3.20	\$1,760.00
Damast, Craig A.	Department: Business Restructuring & Insolvency Licensure: 1992	\$925.00	390.70	\$361,397.50
Ferraioli, Raff	Department: Business Restructuring & Insolvency Licensure: 2016	\$550.00	463.00	\$254,650.00
Good, Thomas H.	Department: Business Restructuring & Insolvency Licensure: 2007	\$750.00	80.40	\$60,300.00
Grandeau, Ryan J.	Department: Litigation Licensure: Summer Associate	\$285.00	2.90	\$826.50
Greer, Jocelyn Edith	Department: Litigation Licensure: 2016	\$700.00	306.80	\$214,760.00
Jensen, Sofie	Department: Finance Licensure: 2018	\$275.00	52.50	\$14,437.50
Masyllkanova, Aisulu	Department: Finance Licensure: 2013	\$845.00	119.20	\$100,724.00
Plymale, Rachael K.	Department: Litigation Licensure: 2015	\$695.00	38.10	\$26,479.50
Rappoport, Steve	Department: Litigation Licensure: 2009	\$895.00	87.60	\$78,402.00
Richardson Arnould, Kat	Department: Business Restructuring & Insolvency Licensure: Pending	\$525.00	378.30	\$198,607.50
Romain, Ryan Michael	Department: Litigation Licensure: 2017	\$550.00	1.70	\$935.00
Sullivan, Lauren Marie	Department: Finance Licensure: 2015	\$750.00	54.10	\$40,575.00
Westergaard, Lily Vale	Department: Litigation Licensure: 2019	\$525.00	63.70	\$33,442.50

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
William, Sherry A.	Department: Finance Licensure: 2011	\$835.00	42.50	\$35,487.50
Total Partners and Of Counsel:			2,232.70	\$1,500,484.50
Total Attorneys (Incurred):			3,696.90	\$3,190,320.00
Paraprofessionals				
Cheng, Hsiao-Ting H.	Department: Litigation Position: Senior Paralegal No. of Years with Firm: 21 years	\$375.00	2.50	\$937.50
Guido, Laura A.	Department: Business Restructuring & Insolvency Position: Senior Paralegal No. of Years with Firm: 11.5 years	\$375.00	4.60	\$1,725.00
Haley, Sharon L.	Department: Real Estate Position: Senior Paralegal No. of Years with Firm: 3.5 years	\$400.00	3.20	\$1,280.00
Madori, Andrea	Department: Real Estate Position: Senior Paralegal No. of Years with Firm: 8 years	\$395.00	2.60	\$1,027.00
Chung, Aurana O.	Department: Litigation Position: Paralegal No. of Years with Firm: 3 years	\$305.00	37.80	\$11,529.00
Delehanty, Danielle Eileen	Department: Business Restructuring & Insolvency Position: Paralegal No. of Years with Firm: 6 years	\$360.00	95.50	\$34,380.00
Kweon, Christie Y.	Department: Finance Position: Paralegal No. of Years with Firm: 2 years	\$295.00	3.30	\$973.50
Zaccarelli, Monet D.	Department: Finance Position: Paralegal No. of Years with Firm: 3.5years	\$290.00	17.20	\$4,988.00
Bergelson, Vadim	Department: Litigation Position: eDiscovery Project Manager No. of Years with Firm: 10 years	\$345.00	26.90	\$9,280.50
Nguyen, Thuan H.	Department: Litigation Position: eDiscovery Project Manager No. of Years with Firm: 3.5 years	\$345.00	1.40	\$483.00
Dinh, Tuan H.	Department: Corporate Position: Sr. Scientific Specialist No. of Years with Firm: 12.5 years	\$345.00	5.60	\$1,904.00

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Ahmadi, Golzar	Department: Corporate Position: Scientific Specialist No. of Years with Firm: 5 years	\$340.00	1.20	\$318.00
Day, Christina	Department: Corporate Position: Scientific Specialist No. of Years with Firm: 2 years	\$265.00	11.40	\$2,622.00
Research Services ¹	Department: Litigation Position: Various	\$375.00	0.50	\$187.50
Research Services	Department: Litigation Position: Various	\$350.00	0.90	\$315.00
Research Services	Department: Litigation Position: Various	\$300.00	1.00	\$300.00
eDiscovery Services ²	Department: Litigation Position: Various	\$375.00	1.30	\$416.00
Total Paraprofessionals (Incurred):			216.90	\$72,666.00
Total Incurred (All Professionals):			3,913.50	\$3,262,723.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):				(\$17,286.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):				(\$15,012.50)
Total Fees Requested:				\$3,230,424.75³

¹ The Research Services team leverages our expertise across offices to meet tight/urgent client deadlines in a timely and cost effective manner. To enable this collaborative workflow, time billed by this group is consolidated into a single line-item on the Timekeeper Summary sections of client bills.

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

³ Reflects a voluntary reduction by Morrison & Foerster in the amount of \$262.50.

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,154.15	1,463.9	\$1,689,573.00
Associates and Attorneys	\$672.05	2,232.70	\$1,500,484.50
Total Incurred by All Attorneys:	\$862.97	3,696.6	\$3,190,057.50
Paraprofessionals and Non-Legal Staff	\$335.02	216.90	\$72,666.00
Subtotal:	\$833.70	3,913.50	\$3,262,723.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$17,286.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):			(\$15,012.50)
Total Requested:	\$825.45	3,913.50	\$3,230,424.75⁴

⁴ Reflects a voluntary reduction by Morrison & Foerster in the amount of \$262.50.

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY
MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE
FOR THE PERIOD MARCH 12, 2019 THROUGH JUNE 30, 2019**

Expenses Category	Amount
Postage	\$31.40
Reporting Fees	\$368.00
Search Fees	\$17,445.69
Travel	\$2,452.06
On-line Research - LEXIS	\$178.50
On-line Research - WESTLAW	\$24,745.70
On-line Research - OTHER DATABASE - PACER	\$1,512.10
Epiq eDiscovery Managed Services	\$1,628.81
Business Meals	\$7,207.91
Travel Meals	\$12.14
Air Freight	\$107.32
Transportation	\$139.32
Total Incurred and Requested:	\$55,828.95

EXHIBIT E

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES
FOR THE PERIOD MARCH 12, 2019 THROUGH JUNE 30, 2019**

Category of Timekeeper	Blended Hourly Rate	
	Billed by New York Office January 1, 2018 to December 31, 2018 ¹	Billed to Committee March 12, 2019 to June 30, 2019
Senior/ Equity Partner/ Shareholder	\$1,007.63	\$1,204.08
Senior Counsel	\$1,076.40	\$1,150.00
Of Counsel	\$782.81	\$931.45
Attorneys and Senior Associate (7 or more years since first admission)	\$728.99	\$860.86
Associate (4-6 years since first admission)	\$581.92	\$713.63
Junior Associate (1- 3 years since first admission)	\$467.11	\$536.06
Attorney	\$603.23	\$925.00
Visiting International Attorney	\$260.07	\$275.00
Summer Associate	\$283.40	\$285.00
Senior Paralegal	\$342.18	\$385.23
Paralegal	\$251.36	\$337.26
eDiscovery Project Manager	\$314.62	\$345.00
eDiscovery Analyst	\$258.61	\$320.00
Senior Scientific Specialist	n/a	\$340.00
Scientific Specialist	n/a	\$233.33
Total Attorney Rate	\$780.09	\$862.97
Total Blended Rate (Attorneys, Paraprofessionals)	\$726.83	\$825.45

¹ In accordance with the United States Trustee's guidelines, the data in this column excludes blended hourly rate information for bankruptcy law matters.

EXHIBIT F

BUDGET FOR THE PERIOD MARCH 12, 2019 THROUGH JUNE 30, 2019
(ESTIMATED VS. ACTUAL)

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
1	Asset Analysis and Recovery	105	\$84,000	0	\$0
2	Asset Disposition	50	\$40,000	0	\$0
3	Assumption and Rejection of Leases and Contracts	40	\$32,000	22.10	\$20,770.00
4	Avoidance Action Analysis	200	\$160,000	0	\$0
5	Budgeting (Case)	10	\$8,000	2.40	\$2,025.00
6	Business Operations	125	\$100,000	41.40	\$40,905.50
7	Case Administration	280	\$196,000	210.40	\$159,844.50
8	Claims Administration and Objections	20	\$16,000	8.80	\$8,507.50
9	Corporate Governance and Board Matters	40	\$32,000	0	\$0
10	Employee Benefits and Pensions	125	\$100,000	185.10	\$174,151.50
11	Employment and Fee Applications	90	\$72,000	77.00	\$55,700.50
12	Employment and Fee Application Objections	15	\$12,000	0	\$0
13	Financing and Cash Collateral	80	\$64,000	213.70	\$212,072.00
14	Other Litigation	250	\$200,000	127.60	\$114,558.50
15	Meetings and Communications with Creditors	350	\$280,000	408.30	\$373,540.00
16	Non-Working Travel	80	\$64,000	42.90	\$34,572.50
17	Plan and Disclosure Statement	200	\$160,000	22.00	\$20,082.50
18	Real Estate	40	\$32,000	0	\$0
19	Relief from Stay and Adequate Protection	20	\$16,000	30.90	\$25,762.50
20	Reporting	25	\$20,000	3.00	\$2,550.00
21	Tax	35	\$28,000	8.20	\$9,557.50
22	Valuation	110	\$88,000	0	\$0
23	Discovery	750	\$600,000	442.40	\$340,452.00
24	Hearings	125	\$100,000	159.20	\$123,214.00

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
25	First and Second Day Motions	220	\$176,000	180.60	\$131,942.50
26	Claims Investigation	800	\$640,000	1,319.90	\$1,146,076.50
27	Lien Investigation	255	\$204,000	246.90	\$151,606.00
28	Intercompany Claims	50	\$40,000	0	\$0
29	Other Motions/Applications	175	\$140,000	74.80	\$58,487.50
30	Schedules and Statements	40	\$32,000	28.90	\$15,535.00
31	Insurance	15	\$12,000	0	\$0
32	Time Entry Review	15	\$0	24.30	\$15,012.50
33	Fee Objection Discussion and Litigation	6	\$4,800	0	\$0
34	Mediation	0	\$0	0	\$0
35	Government/Regulatory	200	\$160,000	32.70	\$25,797.50
Totals:		4,941	\$3,912,800.00	3,913.80	\$3,262,723.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):					(\$17,286.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):					(\$15,012.50)
Total Requested:					\$3,230,424.75¹

¹ Reflects a voluntary reduction by Morrison & Foerster in the amount of \$262.50.

EXHIBIT G

**STAFFING PLAN FOR THE PERIOD
MARCH 12, 2019 THROUGH JUNE 30, 2019**

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter during the Budget Period	Hourly Rates
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

March 12, 2019 – April 30, 2019

MORRISON | FOERSTER

PO BOX 742335
LOS ANGELES
CALIFORNIA 90074-2335
TELEPHONE: 415 268 7000
FACSIMILE: 415 268 7522
WWW.MOFO.COM

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: 5825503
Invoice Date: May 31, 2019

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 April 30, 2019

	<u>U.S.Dollars</u>
Current Fees	1,709,311.00
Client Accommodation – 1/2/ Non-Working Travel	(4,915.00)
Client Accommodation – Time	(1,210.00)
Entry Review	
Current Fees Value	<hr/> 1,703,186.00
Current Disbursements	<hr/> 27,676.41
Total This Invoice	<hr/> 1,730,862.41 <hr/>

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

ACH (preferred method of payment): [REDACTED]
[REDACTED]
[REDACTED]

Our billing statements are due and payable within thirty days of receipt.
Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

Invoice Number: 5825503
Invoice Date: May 31, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
27-Mar-19	Correspond with internal working group regarding Debtors' omnibus motion to reject certain leases (.8); review motion and schedule of leases to be rejected (.4); correspond with R. Ferraioli and K. Richardson regarding same and diligence requests (.3).	Damast, Craig A.	1.50	1,387.50
27-Mar-19	Analyze list of rejected leases (.2); correspond with K. McGlynn (Alix) and internal working group regarding same (.1).	Ferraioli, Raff	0.30	165.00
27-Mar-19	Review draft motion to reject leases and schedule of leases to be rejected (.5); correspond with C. Castle (Hahn, Loeser & Parks) regarding rejection motion (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
27-Mar-19	Analyze lease rejection motion and schedule of rejected leases (.2); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	0.40	210.00
09-Apr-19	Review ABQ objection to Debtors' motion to reject certain unexpired leases (.2); review NW 230 Congress objection to lease assumption/rejection procedures motion (.2); review Columbia Office limited objection to Debtors' motion to reject certain leases (.2); review Tyson International objection to Debtors' motion to reject certain unexpired leases (.3).	Damast, Craig A.	0.90	832.50
15-Apr-19	Review revised proposed assumption procedures order (.5); review updated lease rejection order (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 003	Assumption and Rejection of Leases and Contracts		4.70	4,675.00
Budgeting (Case)				
18-Apr-19	Draft budget for interim period (.6); discuss same with E. Richards (.1); revise same (.2).	Ferraioli, Raff	0.90	495.00
18-Apr-19	Review and revise draft budget for interim period (.1); discuss same with R. Ferraioli (.1).	Richards, Erica J.	0.20	185.00
22-Apr-19	Correspond with E. Richards regarding budget and staffing plan (.2); draft same (.2).	Ferraioli, Raff	0.40	220.00
22-Apr-19	Review and revise first interim budget and staffing plan.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review and revise proposed budget for first three months.	Marinuzzi, Lorenzo	0.60	780.00
Total: 005	Budgeting (Case)		2.40	2,025.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
Business Operations				
01-Apr-19	Review status of critical vendor payments (.4); discuss same with Alix (.3); review GLM objection to CV payments (.8).	Marinuzzi, Lorenzo	1.50	1,950.00
07-Apr-19	Review management presentation.	Marines, Jennifer L.	0.50	550.00
19-Apr-19	Review 13 week cash flow and variance report.	Goren, Todd M.	0.40	460.00
24-Apr-19	Review Alix liquidity analysis.	Goren, Todd M.	0.40	460.00
26-Apr-19	Correspond with G. Goldmintz (Kirkland) regarding updated 13 week cash flow forecast (.1); review same (.2).	Damast, Craig A.	0.30	277.50
26-Apr-19	Review cash flow report.	Goren, Todd M.	0.30	345.00
30-Apr-19	Correspond with G. Goldmintz (Kirkland) regarding monthly cash management and tax reporting (.2); review same (.8).	Damast, Craig A.	1.00	925.00
30-Apr-19	Review debt and equity trading update produced by Perella (.2); review materials regarding Company's liquidity and revised DIP budget produced by Alix (.9).	Richardson Arnould, Ka	1.10	577.50
Total: 006	Business Operations		5.50	5,545.00
Case Administration				
12-Mar-19	Review docket and retrieve all pleadings (.9); draft notice of appearance (.5); set up correspondence distribution list and Committee group contact list (.6).	Delehanty, Danielle Ei	2.00	720.00
12-Mar-19	Correspond with internal working group regarding case workstreams (.2); meet with E. Richards and K. Richardson regarding case administration issues (.7); analyze notice of appearance (.4).	Ferraioli, Raff	1.30	715.00
12-Mar-19	Review Alix (.7), Huron (.6) and Goldin (.5) financial advisor presentations for case insight; review attorney pitch materials for same and strategy considerations (1.4).	Marinuzzi, Lorenzo	3.20	4,160.00
12-Mar-19	Coordinate with internal working group regarding case management and administration (3.0); discuss same with R. Ferraioli and K. Richardson (.7).	Richards, Erica J.	3.70	3,422.50
12-Mar-19	Meet with R. Ferraioli and E. Richards regarding case administration issues.	Richardson Arnould, Ka	0.70	367.50
13-Mar-19	Review docket and all first day pleadings (1.6); draft case calendar and circulate same to internal working group (.4); create correspondence distribution list for Committee members (.5); review docket and circulate update to internal working group with substantial filings for attorney review (.2).	Delehanty, Danielle Ei	2.70	972.00

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
13-Mar-19	Discuss Committee by-laws with K. Richardson (.4); analyze draft of same (.9); draft documents for Committee regarding case procedures (.6); meet with internal working group regarding next steps (.7); analyze Committee working group list (.2); revise same (.3).	Ferraioli, Raff	3.10	1,705.00
13-Mar-19	Meet with internal working group regarding next steps.	Goren, Todd M.	0.70	805.00
13-Mar-19	Call with E. Wilson (Kelley Drye; UMB Bank) and J. Grudus (AT&T) regarding investment banker interview process (.6).	Marinuzzi, Lorenzo	0.60	780.00
13-Mar-19	Meet with internal working group regarding next steps (.7); review and revise draft Committee roster (.3) and expense reimbursement form (.2); coordinate scheduling of standing Committee calls and in-person Committee meeting (.9).	Richards, Erica J.	2.10	1,942.50
13-Mar-19	Meet with internal working group regarding next steps (.7); draft notice of appearance (1.7); correspond with E. Richards and revise notice of appearance accordingly (.6); draft Committee roster and compile distribution list (3.8); analyze Committee by-laws (1.2); draft Committee by-laws (1.1); discuss same with R. Ferraioli (.4).	Richardson Arnould, Ka	9.50	4,987.50
14-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); draft attendance sheet and update Committee working group list (1.6); prepare, file and serve notice of appearance (.5).	Delehanty, Danielle Ei	2.30	828.00
14-Mar-19	Analyze draft Committee by-laws (.4); provide comments to same (.6); discuss revisions of same with K. Richardson (.6); draft reimbursement form for Committee (.8); discuss case status and next steps with E. Richards (.3).	Ferraioli, Raff	2.70	1,485.00
14-Mar-19	Review and revise draft Committee by-laws.	Goren, Todd M.	0.60	690.00
14-Mar-19	Calls with investment banker candidates to discuss case and timing (.9); review Jefferies presentation (.8); review Greenhill presentation (.9); review Lazard presentation (.7); review Ducera presentation (.8).	Marinuzzi, Lorenzo	4.10	5,330.00
14-Mar-19	Review and revise draft Committee by-laws (.7); coordinate arrangements for in-person Committee meeting (1.1); discuss case status and next steps with R. Ferraioli (.3).	Richards, Erica J.	2.10	1,942.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
14-Mar-19	Analyze revised Committee by-laws (.2); discuss same with R. Ferraioli (.6); correspond with internal working group regarding Committee (.2); revise same (1.0); draft weekly Committee call attendance sheet (1.2); revise and circulate documents regarding professionals contact information to internal working group (.8).	Richardson Arnould, Ka	4.00	2,100.00
15-Mar-19	Discuss first day declaration and case background with R. Ferraioli (.2); correspond with R. Ferraioli and K. Richardson regarding Committee constitution and roster (.4).	Damast, Craig A.	0.60	555.00
15-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Mar-19	Discuss first day declaration and case background with C. Damast (.2); analyze comments and revise Committee by-laws (.1).	Ferraioli, Raff	0.30	165.00
15-Mar-19	Review and revise Committee by-laws (.5); correspond with K. Richardson regarding comments to Committee by-laws (.2).	Marinuzzi, Lorenzo	0.70	910.00
15-Mar-19	Review materials from investment banker candidates.	Miller, Brett H.	2.80	3,920.00
15-Mar-19	Conduct and analyze legal research regarding parties in interest (.6); draft internal memorandum regarding same (1.1); prepare for investment banker interviews (.4).	Richardson Arnould, Ka	2.10	1,102.50
16-Mar-19	Correspond with internal working group regarding investment banker interviews and logistics (.5); review materials from investment banker candidates (.8).	Damast, Craig A.	1.30	1,202.50
16-Mar-19	Correspond with Kirkland and J. Levitt regarding proposed NDA between Debtors and Committee.	Richards, Erica J.	0.20	185.00
17-Mar-19	Review and revise form of NDA with Company.	Marinuzzi, Lorenzo	1.10	1,430.00
18-Mar-19	Correspond with internal working group regarding investment banker pitches (.3); correspond with internal working group regarding weekly professionals' call (.3).	Damast, Craig A.	0.60	555.00
18-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
18-Mar-19	Revise draft Alix NDA and circulate same to Kirkland.	Richards, Erica J.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
 Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Mar-19	Correspond with R. Ferraioli regarding new Committee professionals and next steps (.5); revise internal working group contacts and all associated documents to incorporate Perella professionals (2.0); correspond with internal working group regarding same (.5).	Richardson Arnould, Ka	3.00	1,575.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy.	Damast, Craig A.	0.60	555.00
19-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update case calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
19-Mar-19	Prepare for (.2) and participate on (.6) weekly professionals' call regarding case status and strategy; correspond with internal working group regarding case management and logistics (.2); call with Kirkland regarding next steps (.7); correspond with Committee regarding update and next steps (.6); analyze comments to Committee by-laws (.2); revise same (.2); draft internal memorandum regarding U.S. Trustee billing guidelines and case management (.7); correspond with internal working group regarding same (.1); analyze memorandum regarding parties of interest (.1); discuss parties of interest research and case administration with K. Richardson (1.2); analyze same (.1).	Ferraioli, Raff	4.90	2,695.00
19-Mar-19	Call with Perella and Alix regarding case status and next steps (.9); call with Kirkland regarding next steps (.7); review KCC noticing agent proposal (.2).	Goren, Todd M.	1.80	2,070.00
19-Mar-19	Call with Perella and Alix regarding case status and next steps (.9); call with Kirkland regarding next steps (.7).	Marines, Jennifer L.	1.60	1,760.00
19-Mar-19	Call with Kirkland regarding next steps.	Marinuzzi, Lorenzo	0.70	910.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy.	Palmore, Joseph R.	0.60	675.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy.	Peck, Geoffrey R.	0.60	675.00
19-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); analyze comments to draft Committee by-laws (.4).	Richards, Erica J.	1.00	925.00
19-Mar-19	Conduct legal research regarding potential ex-officio members (1.1); draft internal memorandum regarding same (.5); participate on weekly professionals' call regarding case status and strategy (.6); discuss parties of interest research and case administration with R. Ferraioli (1.2).	Richardson Arnould, Ka	3.40	1,785.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
20-Mar-19	Analyze motions and orders to establish relevant deadlines for Committee and revise agenda for upcoming Committee call.	Richardson Arnould, Ka	0.60	315.00
21-Mar-19	Correspond with K. McGlynn (Alix) regarding Committee due diligence request list (.2); review same (.6).	Damast, Craig A.	0.80	740.00
21-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2).	Delehanty, Danielle Ei	0.20	72.00
21-Mar-19	Review and analyze Perella and Alix due diligence request list.	Marines, Jennifer L.	0.50	550.00
21-Mar-19	Review Perella and Alix due diligence requests.	Marinuzzi, Lorenzo	0.50	650.00
22-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
25-Mar-19	Correspond with internal working group regarding upcoming in-person meeting with Debtors and agenda (.3); review same (.2).	Damast, Craig A.	0.50	462.50
25-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
25-Mar-19	Analyze claims and noticing agent engagement letter.	Ferraioli, Raff	0.80	440.00
25-Mar-19	Call with F. Munshi (Perella) regarding case workstreams.	Richards, Erica J.	0.10	92.50
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.80	740.00
26-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update case calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2); analyze claims and noticing agent engagement (.5).	Ferraioli, Raff	1.30	715.00
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2); review various banker and financial advisor materials regarding case issues and strategy (3.3).	Marines, Jennifer L.	4.10	4,510.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Plymale, Rachael K.	0.80	556.00
26-Mar-19	Call with F. Munshi (Perella) regarding case workstreams (.2); call with F. Petrie (Kirkland) regarding comments to NDAs (.2); participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	1.20	1,110.00
26-Mar-19	Participate on weekly professionals' call regarding case status and strategy (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	0.80	420.00
28-Mar-19	Correspond with C. Pirro (Kirkland) and internal working group regarding various workstreams.	Damast, Craig A.	0.20	185.00
28-Mar-19	Coordinate logistics for upcoming in-person meeting with Debtors.	Ferraioli, Raff	0.30	165.00
28-Mar-19	Review revisions to NDA.	Levitt, Jamie A.	0.50	612.50
28-Mar-19	Review additional comments to Company NDA.	Richards, Erica J.	0.20	185.00
29-Mar-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.2).	Delehanty, Danielle Ei	0.40	144.00
31-Mar-19	Correspond with G. Wilkinson regarding expense reimbursement; analyze documents in support of same.	Ferraioli, Raff	0.30	165.00
01-Apr-19	Correspond with internal working group regarding in-person meeting and agenda for same.	Damast, Craig A.	0.40	370.00
01-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
01-Apr-19	Correspond with L. Marinuzzi regarding update for Committee meeting (.2); correspond with Committee regarding same (.5).	Ferraioli, Raff	0.70	385.00
01-Apr-19	Review draft of NDA with Debtors.	Goren, Todd M.	0.50	575.00
01-Apr-19	Review proposed agenda for Company meeting and logistics (.7); correspond with R. Seltzer (CWS) regarding meeting agenda (.3); correspond with J. Ruderman regarding meeting agenda (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.10	1,017.50

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
02-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.1); update attendance sheet and circulate same (.1).	Delehanty, Danielle Ei	0.40	144.00
02-Apr-19	Prepare for (.1) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding same (.3); correspond with Committee members and professionals regarding in-person meeting (.1); coordinate arrangements for same (.4).	Ferraioli, Raff	1.70	935.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3); call with Alix and Perella regarding case status (.7).	Goren, Todd M.	1.80	2,070.00
02-Apr-19	Call with Alix and Perella regarding case status.	Greer, Jocelyn Edith	0.70	490.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Marines, Jennifer L.	1.10	1,210.00
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Plymale, Rachael K.	1.10	764.50
02-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3); further revise draft NDAs (.2).	Richards, Erica J.	1.30	1,202.50
02-Apr-19	Prepare for call with Committee's professionals (1.1); participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Richardson Arnould, Ka	2.20	1,155.00
03-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
03-Apr-19	Coordinate arrangements for upcoming meeting with Debtors.	Ferraioli, Raff	0.80	440.00
03-Apr-19	Coordinate arrangements for in-person Committee meeting.	Richards, Erica J.	0.20	185.00
04-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
04-Apr-19	Coordinate arrangements for in-person meeting with Debtors.	Ferraioli, Raff	0.40	220.00
04-Apr-19	Review updated draft of NDA with Company.	Marinuzzi, Lorenzo	0.20	260.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
05-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
05-Apr-19	Coordinate arrangements for in-person meeting with Debtors (.4); correspond with J. Luze (Kirkland) regarding same (.2).	Ferraioli, Raff	0.60	330.00
05-Apr-19	Revise draft NDAs between Company and Committee professionals.	Richards, Erica J.	0.60	555.00
08-Apr-19	Review Debtors' materials for management meeting.	Damast, Craig A.	0.50	462.50
08-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); draft attendance sheet for Committee meeting and circulate same (.4).	Delehanty, Danielle Ei	0.60	216.00
08-Apr-19	Coordinate arrangements for meeting with Debtors.	Ferraioli, Raff	0.20	110.00
08-Apr-19	Review 1L 2019 statement.	Goren, Todd M.	0.30	345.00
09-Apr-19	Prepare for (.3) and participate on (.8) weekly professionals' call.	Damast, Craig A.	1.10	1,017.50
09-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4); review and retrieve new dataroom filings and circulate to same (.2).	Delehanty, Danielle Ei	0.80	288.00
09-Apr-19	Prepare for (.1) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding status and next steps (1.2); discuss claims and noticing agent services with J. Luze (Kirkland) (.1) and B. Friedman (KCC) (.1); analyze KCC engagement letter and provide comments to same (.8); revise same (.5); correspond with B. Friedman regarding same (.1).	Ferraioli, Raff	3.70	2,035.00
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2).	Goren, Todd M.	2.00	2,300.00
09-Apr-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.80	560.00
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2).	Marines, Jennifer L.	2.00	2,200.00
09-Apr-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.80	1,040.00
09-Apr-19	Participate on weekly professionals' call.	Plymale, Rachael K.	0.80	556.00
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2); review markup of KCC engagement letter (.1).	Richards, Erica J.	2.10	1,942.50

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
09-Apr-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding status and next steps (1.2).	Richardson Arnould, Ka	2.00	1,050.00
10-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
10-Apr-19	Correspond with internal working group regarding ongoing workstreams.	Ferraioli, Raff	0.10	55.00
11-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
12-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update case calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
16-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.3); update calendar and circulate same (.2).	Delehanty, Danielle Ei	0.50	180.00
16-Apr-19	Review docket and case updates.	Richardson Arnould, Ka	0.60	315.00
17-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
17-Apr-19	Review 2019 statements.	Goren, Todd M.	0.40	460.00
17-Apr-19	Finalize Committee NDAs.	Richards, Erica J.	0.70	647.50
18-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
19-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
22-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2); correspond with K. Richardson regarding same (.3).	Damast, Craig A.	1.20	1,110.00
23-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.4); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	1.00	360.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
23-Apr-19	Prepare for (.3) and participate on (.7) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	1.20	660.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Good, Thomas H.	0.90	675.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	0.90	1,035.00
23-Apr-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.70	490.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Levitt, Jamie A.	0.90	1,102.50
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	0.90	990.00
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
23-Apr-19	Participate on weekly professionals' call.	Plymale, Rachael K.	0.70	486.50
23-Apr-19	Participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	0.90	832.50
23-Apr-19	Review docket and case updates (.8); participate on weekly professionals' call (.7); follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	1.70	892.50
24-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
25-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
26-Apr-19	Correspond with F. Munshi (Perella) regarding status of discussions with Houlihan.	Damast, Craig A.	0.20	185.00
26-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
29-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.70	647.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
30-Apr-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.4); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	1.00	360.00
30-Apr-19	Prepare for (.2) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.90	495.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2).	Good, Thomas H.	0.70	525.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2); review summary of 341 meeting (.4).	Goren, Todd M.	1.10	1,265.00
30-Apr-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.50	350.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	0.70	770.00
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2); review process of 341 meeting with K. Richardson (.6).	Marinuzzi, Lorenzo	1.30	1,690.00
30-Apr-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
30-Apr-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same and next steps (.2); review process of 341 meeting with L. Marinuzzi (.6); travel to and attend creditors/section 341 meeting at U.S. Trustee's office (1.9).	Richardson Arnould, Ka	3.20	1,680.00
Total: 007	Case Administration		154.90	120,267.50
Claims Administration and Objections				
22-Apr-19	Review Debtors' bar date motion and exhibits (.6); review Debtors' motion to extend removal deadline (.3).	Damast, Craig A.	0.90	832.50
22-Apr-19	Analyze draft bar date motion (.3); discuss same with C. Damast (.2).	Ferraioli, Raff	0.50	275.00
22-Apr-19	Review draft bar date motion.	Goren, Todd M.	0.60	690.00
22-Apr-19	Review draft bar date motion.	Richards, Erica J.	0.30	277.50
23-Apr-19	Correspond with E. Richards regarding bar date motion (.1); conduct and analyze legal research regarding same (.4); revise same (.3).	Ferraioli, Raff	0.80	440.00
23-Apr-19	Review and revise updated bar date motion.	Goren, Todd M.	0.40	460.00
23-Apr-19	Review draft bar date motion.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
25-Apr-19	Correspond with internal working group regarding bar date motion consolidated proof of claim language.	Damast, Craig A.	0.20	185.00
25-Apr-19	Analyze member comment to proposed bar date order; correspond with E. Richards regarding same.	Ferraioli, Raff	0.10	55.00
25-Apr-19	Correspond with Committee members regarding bar date motion.	Goren, Todd M.	0.30	345.00
25-Apr-19	Review bar date motion.	Marinuzzi, Lorenzo	0.50	650.00
29-Apr-19	Review notice of filing of amended exhibit to Debtors' bar date motion.	Damast, Craig A.	0.20	185.00
29-Apr-19	Analyze recently filed pleading and revised proof of claim form.	Ferraioli, Raff	0.10	55.00
Total: 008	Claims Administration and Objections		5.20	4,727.50
Employee Benefits and Pensions				
18-Apr-19	Correspond with internal working group and Alix team regarding Debtors' contemplated KEIP/KERP motion (.3); review Debtors' business plan and materials regarding KEIP/KERP proposal and metrics/comparables (.8); correspond with internal working group and Kirkland team regarding KEIP/KERP proposal (.3); call with Debtors regarding KEIP/KERP materials (.6); follow-up discussion with internal working group regarding same and next steps (.2); correspond with K. McGlynn (Alix) and D. MacGreevey (Alix) regarding issues with Debtors' proposed KEIP/KERP (.3); correspond with J. Wooding (Alix) regarding diligence items regarding Debtors' proposed KEIP/KERP (.1); review same (.1).	Damast, Craig A.	2.70	2,497.50
18-Apr-19	Review KEIP/KERP materials from Debtors (.4); call with Debtors regarding same (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	1.20	660.00
18-Apr-19	Review KEIP/KERP materials from Debtors (.9); call with Debtors regarding same (.6); follow-up discussion with internal working group regarding same and next steps (.2); correspond with Alix regarding same (.4).	Goren, Todd M.	2.10	2,415.00
18-Apr-19	Review KEIP/KERP materials from Debtors.	Marines, Jennifer L.	1.10	1,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Apr-19	Review presentation from Debtors regarding proposed KEIP/KERP (.9); review presentations regarding performance and metrics for employee plan (.9); call with Debtors regarding KEIP/KERP materials (.6); follow-up discussion with internal working group regarding same and next steps (.2); call with Alvarez regarding due diligence requests regarding KEIP/KERP (.5); review and revise due diligence list (.6).	Marinuzzi, Lorenzo	3.70	4,810.00
18-Apr-19	Review KEIP/KERP materials from Debtors (.5); call with Debtors regarding same (.6); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	1.30	1,202.50
18-Apr-19	Call with Debtors regarding KEIP/KERP materials (.6); follow-up discussion with internal working group regarding same and next steps (.2); review incentive plan materials and KEIP/KERP proposal prepared by Kirkland (1.9).	Richardson Arnould, Ka	2.70	1,417.50
19-Apr-19	Correspond with internal working group and Alix team regarding diligence lists regarding Debtors' proposed KEIP/KERP and additions thereto (.7); correspond with internal working group and Kirkland team regarding same (.2); call with internal working group and Alix team regarding KEIP/KERP (.3).	Damast, Craig A.	1.20	1,110.00
19-Apr-19	Analyze diligence list (.2); call with internal working group and Alix team regarding KEIP/KERP (.3).	Ferraioli, Raff	0.50	275.00
19-Apr-19	Call with internal working group and Alix team regarding KEIP/KERP (.3); review diligence request lists regarding same (.5).	Goren, Todd M.	0.80	920.00
19-Apr-19	Review KERP program (.3); call with internal working group and Alix team regarding KEIP/KERP (.3).	Marinuzzi, Lorenzo	0.60	780.00
19-Apr-19	Call with internal working group and Alix team regarding KEIP/KERP (.3); review and revise diligence list regarding same (.2).	Richards, Erica J.	0.50	462.50
19-Apr-19	Conduct legal research regarding insider compensation (1.9); call with internal working group and Alix team regarding KEIP/KERP (.3).	Richardson Arnould, Ka	2.20	1,155.00
22-Apr-19	Review Debtors' motion to approve KEIP (.8) and KERP (.6).	Damast, Craig A.	1.40	1,295.00
22-Apr-19	Analyze draft KEIP motion (.6) and KERP motion (.5).	Ferraioli, Raff	1.10	605.00
22-Apr-19	Review draft KEIP/KERP motions and supporting declarations.	Goren, Todd M.	0.80	920.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
22-Apr-19	Review draft motion for KEIP, KERP and supporting declarations (1.3); review public financials regarding executive employment agreements and severance (.9).	Marinuzzi, Lorenzo	2.20	2,860.00
22-Apr-19	Review draft KEIP/KERP motion papers.	Richards, Erica J.	0.80	740.00
23-Apr-19	Review Alix presentation regarding KEIP/KERP (.6); review KEIP/KERP motions and declarations (.8).	Goren, Todd M.	1.40	1,610.00
24-Apr-19	Correspond with R. Ferraioli regarding KERP allocation details (.1); review same (.2).	Damast, Craig A.	0.30	277.50
24-Apr-19	Review filed version of KEIP/KERP (.9); call with S. Lovett (Paul Weiss) regarding KEIP/KERP (.2); review Alix presentation regarding KEIP/KERP (.5).	Goren, Todd M.	1.60	1,840.00
24-Apr-19	Review proposed KEIP/KERP.	Marines, Jennifer L.	0.40	440.00
24-Apr-19	Review materials regarding KERP/KEIP prepared by Alix (.6); review Alix due diligence list (.4); review precedent for discretionary KERP (.5); review possible reservation of rights regarding KERP and monitoring means (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
24-Apr-19	Review Company reports and prior compensation incentives for key individuals identified in KEIP motion.	Richardson Arnould, Ka	1.10	577.50
26-Apr-19	Correspond with T. Goren and Akin team regarding KEIP/KERP diligence requests and Kirkland response.	Damast, Craig A.	0.20	185.00
26-Apr-19	Correspond with Alix and B. Weiland (Kirkland) regarding KEIP/KERP diligence.	Goren, Todd M.	0.40	460.00
26-Apr-19	Review correspondence from Alix regarding due diligence questions and responses regarding KEIP/KERP (.5); review status of internal working group in preparing objection and list of recommendations regarding KERP/KEIP (.7); correspond with Alix regarding analysis of KEIP and Committee reporting (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
26-Apr-19	Review KEIP motion and incentive proposals (.8); review Company reports and analyze prior compensation incentives for key individuals identified in KEIP motion (1.1).	Richardson Arnould, Ka	1.90	997.50
27-Apr-19	Correspond with Alix and Perella teams regarding responses to KEIP diligence requests.	Damast, Craig A.	0.20	185.00
30-Apr-19	Correspond with internal working group regarding status of KEIP/KERP motion diligence.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
30-Apr-19	Call with S. Lovett (Paul Weiss) regarding status of KERP review (.3); call and correspond with B. Weiland (Kirkland) regarding same (.2); discuss formulating counter proposal regarding KEIP with L. Marinuzzi (.6).	Goren, Todd M.	1.10	1,265.00
30-Apr-19	Correspond with Alix regarding status of diligence requests on KEIP/KERP (.4); review open diligence requests (.4); discuss formulating counter proposal regarding KEIP with T. Goren (.6); call with S. Lovett (Paul Weiss) regarding status of KERP review (.3).	Marinuzzi, Lorenzo	1.70	2,210.00
30-Apr-19	Analyze financial projections provided for 2019 in Debtors' declaration in support of KEIP motion for Committee update.	Richardson Arnould, Ka	0.80	420.00
Total: 010	Employee Benefits and Pensions		42.10	41,020.00
Employment and Fee Applications				
13-Mar-19	Conduct and analyze legal research regarding retention application; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
14-Mar-19	Coordinate with internal working group regarding retention application.	Ferraioli, Raff	0.20	110.00
19-Mar-19	Draft MoFo retention application.	Delehanty, Danielle Ei	1.50	540.00
20-Mar-19	Prepare professional fee reporting per request of Alvarez.	Richards, Erica J.	0.10	92.50
21-Mar-19	Correspond with internal working group regarding retention application.	Ferraioli, Raff	0.20	110.00
21-Mar-19	Call with K. Sundt (Alix) regarding retention applications.	Richards, Erica J.	0.10	92.50
27-Mar-19	Correspond with internal working group and Perella team regarding Debtors' application to retain PJT.	Damast, Craig A.	0.20	185.00
27-Mar-19	Analyze draft retention application (.2); prepare same (.2).	Ferraioli, Raff	0.40	220.00
27-Mar-19	Review PJT engagement letter.	Marinuzzi, Lorenzo	0.70	910.00
02-Apr-19	Correspond with F. Munshi (Perella) regarding proposed PJT fee calculation (.1); review presentation regarding same (.3); correspond with T. Alexander (Perella) regarding PJT retention application (.2).	Damast, Craig A.	0.60	555.00
02-Apr-19	Review analysis of PJT fees and retention terms.	Marinuzzi, Lorenzo	0.60	780.00
02-Apr-19	Correspond with R. Ferraioli and Committee professionals regarding status of retention applications.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
09-Apr-19	Review conflicts results and draft schedules to retention application.	Delehanty, Danielle Ei	3.20	1,152.00
10-Apr-19	Draft MoFo retention application (1.2); draft statement regarding PJT retention application (1.4); conduct and analyze legal research regarding same (.1).	Ferraioli, Raff	2.70	1,485.00
10-Apr-19	Review and revise draft of Perella engagement letter.	Richards, Erica J.	1.20	1,110.00
11-Apr-19	Analyze and revise retention application.	Ferraioli, Raff	0.10	55.00
11-Apr-19	Correspond with internal working group regarding status of PJT discussions.	Goren, Todd M.	0.30	345.00
11-Apr-19	Review and revise Committee reservation of rights regarding PJT retention (.6); review Perella analysis of fees and correspondence from Perella detailing discussions with PJT (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
11-Apr-19	Revise Committee statement regarding PJT retention application.	Richards, Erica J.	0.60	555.00
12-Apr-19	Review and revise Committee's statement regarding PJT retention application (.9); correspond with internal working group regarding same (.2).	Damast, Craig A.	1.10	1,017.50
12-Apr-19	Review, prepare file and serve Committee statements regarding DIP motion and PJT partners retention.	Delehanty, Danielle Ei	1.50	540.00
12-Apr-19	Correspond with K. Richardson regarding preparation of retention application (.3); correspond with internal working group regarding retention application and status of same (.3); analyze and revise same (5.1); analyze comments to reservation of rights regarding PJT retention (.3); revise same (1.1).	Ferraioli, Raff	7.10	3,905.00
12-Apr-19	Review and revise statement regarding PJT (.4); correspond with Perella regarding same (.3).	Goren, Todd M.	0.70	805.00
12-Apr-19	Revise Committee statement regarding PJT retention application.	Richards, Erica J.	0.30	277.50
13-Apr-19	Correspond with internal working group, Perella and Alix teams regarding negotiations regarding PJT engagement terms.	Damast, Craig A.	0.60	555.00
13-Apr-19	Revise retention application (.5); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.60	330.00
13-Apr-19	Correspond with Perella regarding PJT retention terms.	Goren, Todd M.	0.40	460.00
14-Apr-19	Correspond with internal working group, Perella and Alix teams regarding status of negotiations regarding terms of PJT's retention and compensation.	Damast, Craig A.	0.50	462.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
14-Apr-19	Analyze status update regarding PJT retention application.	Ferraioli, Raff	0.20	110.00
14-Apr-19	Review latest PJT proposal from B. Mendelsohn (Perella) (.4); correspond with B. Mendelsohn regarding settlement (.2); review PJT engagement letter regarding fees (.6).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Apr-19	Correspond with B. Mendelsohn (Perella) and internal working group regarding terms of settlement of PJT retention, compensation and review of proposed form of order and revisions to engagement letter.	Damast, Craig A.	0.70	647.50
15-Apr-19	Review supplemental conflicts results and update Schedule 2 to retention application.	Delehanty, Danielle Ei	0.50	180.00
15-Apr-19	Analyze revised retention application (.3); discuss same with L. Marinuzzi (.2); revise same (1.2); correspond with D. Delehanty and internal working group regarding retention application and documents in support of same (.4); conduct and analyze legal research in connection with same (.2).	Ferraioli, Raff	2.30	1,265.00
15-Apr-19	Review revised PJT order (.3); correspond with Perella regarding same (.2).	Goren, Todd M.	0.50	575.00
15-Apr-19	Review and revise draft retention application (.8); discuss same with R. Ferraioli (.2).	Marinuzzi, Lorenzo	1.00	1,300.00
16-Apr-19	Discuss draft retention application and next steps with R. Ferraioli (.2); begin review supplemental schedule of interested parties and revise same for retention application (1.6).	Delehanty, Danielle Ei	1.80	648.00
16-Apr-19	Discuss draft retention application and next steps with D. Delehanty (.2); correspond with Perella regarding retention application (.1); draft declaration in support of Perella retention application (1.9); analyze Perella engagement letter (.4).	Ferraioli, Raff	2.60	1,430.00
17-Apr-19	Coordinate finalizing retention application with R. Ferraioli (.2); finish review supplemental schedule of interested parties and revise same for retention application (1.7).	Delehanty, Danielle Ei	1.90	684.00
17-Apr-19	Coordinate finalizing retention application with D. Delehanty (.2); analyze same (.9); correspond with proposed Committee professionals regarding status of same (.2).	Ferraioli, Raff	1.30	715.00
17-Apr-19	Review and revise retention application (.6); review status of Alix and Perella applications for circulation to client and U.S. Trustee (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
17-Apr-19	Review draft Alix retention application.	Richards, Erica J.	0.60	555.00
18-Apr-19	Finalize retention application (1.3); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.50	825.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

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18-Apr-19	Review retention application (.7); review Alix retention application (.4).	Goren, Todd M.	1.10	1,265.00
18-Apr-19	Revise retention application (.4); review Alix retention application (.6); correspond with P. Schwartzberg (U.S. Trustee) regarding retention applications (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
19-Apr-19	Analyze Perella retention application and related documents (1.2); revise same (2.4); conduct and analyze legal research regarding same (.2); discuss same with E. Richards (.1); correspond with Perella regarding same (.2).	Ferraioli, Raff	4.10	2,255.00
19-Apr-19	Discuss revisions to Perella retention application with R. Ferraioli.	Richards, Erica J.	0.10	92.50
22-Apr-19	Correspond with Committee professionals regarding retention applications (.2); analyze draft retention applications for Committee professionals (.3); analyze comments (.2); revise same (.4).	Ferraioli, Raff	1.10	605.00
22-Apr-19	Correspond with internal working group regarding U.S. Trustee comments to Alix and Perella retention applications.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review Alix retention application (.8); correspond with U.S. Trustee regarding same (.3); review Perella retention application (.9); review notes regarding investment banker retention process and fees (.4).	Marinuzzi, Lorenzo	2.40	3,120.00
22-Apr-19	Correspond with R. Ferraioli regarding filing of retention applications.	Richards, Erica J.	0.20	185.00
23-Apr-19	Correspond with internal working group and Committee co-chairs regarding Committee professionals' retention applications (.3); review same (.3).	Damast, Craig A.	0.60	555.00
23-Apr-19	Review status of Committee retention applications (.2); correspond with L. Marinuzzi regarding retention applications (.1); correspond with E. Richards regarding same (.1).	Ferraioli, Raff	0.40	220.00
23-Apr-19	Review updated MoFo, Alix and Perella retention applications.	Goren, Todd M.	0.70	805.00
23-Apr-19	Finalize retention application for Committee review.	Marinuzzi, Lorenzo	0.90	1,170.00
25-Apr-19	Correspond with internal working group and Committee co-chairs regarding Committee professionals' retention applications.	Damast, Craig A.	0.20	185.00
25-Apr-19	Review status of Committee retention applications (.1); correspond with L. Marinuzzi regarding retention applications (.1).	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

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25-Apr-19	Calls and correspond with co-chairs regarding retention application.	Marinuzzi, Lorenzo	0.50	650.00
29-Apr-19	Correspond with internal working group and J. Grudus (AT&T) regarding retention applications, execution and filing.	Damast, Craig A.	0.20	185.00
29-Apr-19	Review, edit and prepare MoFo, Alix and Perella retention applications for filing (1.6); discuss filing of same with R. Ferraioli (.2); file and serve same (.7).	Delehanty, Danielle Ei	2.50	900.00
29-Apr-19	Finalize Committee professional retention applications (1.3); correspond with Committee professionals regarding same (.2); discuss filing of same with D. Delehanty (.2).	Ferraioli, Raff	1.70	935.00
29-Apr-19	Correspond with J. Grudus (AT&T) regarding retention applications.	Goren, Todd M.	0.40	460.00
29-Apr-19	Review status of retention applications (.4); call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding status of co-chair sign-off (.3).	Marinuzzi, Lorenzo	0.70	910.00
Total: 011	Employment and Fee Applications		64.10	47,144.00
Financing and Cash Collateral				
13-Mar-19	Analyze DIP financing motion, interim order and related documents (2.9); draft internal memorandum regarding DIP (2.2); conduct and analyze legal research regarding same (.7).	Ferraioli, Raff	5.80	3,190.00
13-Mar-19	Review DIP financing motion and order (1.8); analyze potential concerns with same (.8).	Goren, Todd M.	2.60	2,990.00
13-Mar-19	Review DIP financing motion and cash collateral issues.	Miller, Brett H.	2.30	3,220.00
15-Mar-19	Review DIP financing motion regarding potential changes.	Goren, Todd M.	1.30	1,495.00
15-Mar-19	Review DIP financing motion and interim order (1.4); call with S. Qusba (Simpson Thacher; JPM) regarding status of financing (.3).	Marinuzzi, Lorenzo	1.70	2,210.00
15-Mar-19	Review DIP motion.	Peck, Geoffrey R.	1.20	1,350.00
15-Mar-19	Review interim DIP financing motion and begin preparing issues list with respect to same.	Richards, Erica J.	1.90	1,757.50
18-Mar-19	Correspond with internal working group regarding DIP issues list (.6); review DIP issues list (.5).	Damast, Craig A.	1.10	1,017.50
18-Mar-19	Analyze DIP issues list.	Ferraioli, Raff	0.70	385.00
18-Mar-19	Review and revise DIP issues list.	Goren, Todd M.	0.60	690.00
18-Mar-19	Review and analyze financing arrangement.	Marines, Jennifer L.	1.50	1,650.00
18-Mar-19	Review DIP issues list.	Marinuzzi, Lorenzo	0.70	910.00
18-Mar-19	Review DIP motion.	Peck, Geoffrey R.	2.80	3,150.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Mar-19	Review interim DIP financing order and credit agreement (3.7); draft issues list with respect to same (1.9); revise same (.6).	Richards, Erica J.	6.20	5,735.00
19-Mar-19	Review and revise updated DIP issues list (.6); discuss DIP concerns with Perella and L. Marinuzzi (.7); review DIP budget (.4).	Goren, Todd M.	1.70	1,955.00
19-Mar-19	Review DIP issues list (.6); discuss DIP concerns with Perella and T. Goren (.7); review DIP financing order (.9); review concerns regarding adequate protection claims and unencumbered assets/debtors (.6).	Marinuzzi, Lorenzo	2.80	3,640.00
19-Mar-19	Review prepetition financing documents.	Peck, Geoffrey R.	3.80	4,275.00
20-Mar-19	Review current draft of DIP issues list.	Damast, Craig A.	0.50	462.50
20-Mar-19	Review updated DIP issues list (.6); review DIP financing order and credit agreement regarding same (.8).	Goren, Todd M.	1.40	1,610.00
20-Mar-19	Review DIP credit agreement (1.3); meet with E. Richards and L. Sullivan regarding status of DIP motion, diligence completed to date and DIP credit agreement (1.0).	Peck, Geoffrey R.	2.30	2,587.50
20-Mar-19	Meet with G. Peck and L. Sullivan regarding status of DIP motion, diligence completed to date and DIP credit agreement (1.0); revise DIP issues list (.1).	Richards, Erica J.	1.10	1,017.50
20-Mar-19	Meet with G. Peck and E. Richards regarding status of DIP motion, diligence completed to date and DIP credit agreement.	Sullivan, Lauren Marie	1.00	750.00
21-Mar-19	Correspond with F. Munshi (Perella) regarding DIP issues list and comments (.5); correspond with internal working group regarding same and finalize list to share with Debtors (.6).	Damast, Craig A.	1.10	1,017.50
21-Mar-19	Review updated DIP issues list (.4); correspond and calls with creditors regarding same (.3).	Goren, Todd M.	0.70	805.00
21-Mar-19	Review DIP credit agreement.	Peck, Geoffrey R.	3.00	3,375.00
22-Mar-19	Correspond with internal working group regarding DIP issues list and circulation to Debtors' counsel.	Damast, Craig A.	0.30	277.50
22-Mar-19	Call with US Bank counsel regarding DIP issues (1.1); review and revise DIP issues list for Debtors (.2); correspond with Debtors regarding same (.2); correspond with Thau regarding DIP issues (.2).	Goren, Todd M.	1.70	1,955.00
22-Mar-19	Review updated DIP issues list.	Marinuzzi, Lorenzo	0.60	780.00
22-Mar-19	Call with US Bank counsel regarding DIP issues (1.1); update DIP issues list (2.3).	Richards, Erica J.	3.40	3,145.00
22-Mar-19	Review dataroom for available prepetition debt and lien documentation (.6); review and summarize DIP provisions regarding prepetition secured debt and liens (1.2).	Sullivan, Lauren Marie	1.80	1,350.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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23-Mar-19	Conduct and analyze legal research regarding prepetition debt, liens and assets of Windstream.	Sullivan, Lauren Marie	1.20	900.00
25-Mar-19	Correspond with E. Richards regarding updated DIP issues list (.1); review same (.5).	Damast, Craig A.	0.60	555.00
25-Mar-19	Revise DIP issues list.	Richards, Erica J.	1.80	1,665.00
26-Mar-19	Correspond with B. Mendelsohn (Perella) regarding DIP issues and strategy.	Damast, Craig A.	0.30	277.50
26-Mar-19	Call (.2) and correspond (.2) with Debtors and US Bank regarding DIP issues; correspond with Perella regarding same (.3).	Goren, Todd M.	0.70	805.00
26-Mar-19	Review Perella correspondence regarding DIP analysis (.3); analyze DIP issues (.6).	Marines, Jennifer L.	0.90	990.00
26-Mar-19	Review DIP motion (1.2); review internal memorandum regarding same (1.2).	Peck, Geoffrey R.	2.40	2,700.00
26-Mar-19	Correspond with Perella regarding DIP analysis (.2); call with Debtors and US Bank regarding DIP issues (.2).	Richards, Erica J.	0.40	370.00
26-Mar-19	Conduct and analyze legal research regarding existing indebtedness and lien.	Sullivan, Lauren Marie	0.40	300.00
27-Mar-19	Correspond with internal working group and Kirkland teams regarding DIP issues (.3); correspond with internal working group and Perella team regarding same and analysis of possible DIP objections (.4); review analysis (.4); correspond with F. Munshi (Perella) regarding analysis of additional DIP issues and strategy (.1); review same (.4).	Damast, Craig A.	1.60	1,480.00
27-Mar-19	Correspond with Debtors' regarding consent fees (.3); correspond with Perella regarding interest rates (.4); review Perella analysis of DIP (.4).	Goren, Todd M.	1.10	1,265.00
27-Mar-19	Review list of open DIP questions and discuss fees with Perella (.6); correspond with B. Herman (Paul Weiss) regarding DIP discussion (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
27-Mar-19	Review DIP credit agreement.	Peck, Geoffrey R.	1.70	1,912.50
27-Mar-19	Analyze prepetition credit documents for terms regarding entitlement to default interest.	Richards, Erica J.	0.70	647.50
27-Mar-19	Review and prepare comments in response to DIP financing order (2.4); review DIP financings' guaranty structure against prepetition secured financing guaranty structures (1.2); review correspondence regarding findings and potential issues (1.4).	Sullivan, Lauren Marie	5.00	3,750.00
28-Mar-19	Review limited objection of NW 230 Congress to DIP financing motion (.5); call with Kirkland regarding DIP issues (.8).	Damast, Craig A.	1.30	1,202.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
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28-Mar-19	Call with Kirkland regarding DIP issues (.8); review DIP order regarding potential modifications (.9).	Goren, Todd M.	1.70	1,955.00
28-Mar-19	Review analysis of fees for DIP/AP (.5); review DIP issues list (.6); call with Kirkland regarding DIP issues (.8).	Marinuzzi, Lorenzo	1.90	2,470.00
28-Mar-19	Review DIP credit agreement.	Peck, Geoffrey R.	0.50	562.50
28-Mar-19	Prepare for (.2) and attend (.8) call with Kirkland regarding DIP issues; call with counsel for US Bank regarding same (.1); analyze landlord DIP objection (.1).	Richards, Erica J.	1.20	1,110.00
29-Mar-19	Review Element Fleet limited objection to DIP motion (.4); correspond with internal working group regarding DIP objections and extension of Committee's deadline to object (.2); correspond with internal working group, Kirkland and Perella teams regarding updated 13-week cash flow (.3); correspond with Committee members and internal working group regarding DIP objections, status and extension of objection deadline (.2).	Damast, Craig A.	1.10	1,017.50
29-Mar-19	Discuss DIP issues and status with E. Richards (.3); conduct and analyze research regarding same (.8); analyze correspondence regarding same (.1).	Ferraioli, Raff	1.20	660.00
29-Mar-19	Review 13-week cash flow report (.4); correspond with Kirkland and internal working group regarding DIP objection deadline (.4).	Goren, Todd M.	0.80	920.00
29-Mar-19	Review variance report.	Marines, Jennifer L.	0.40	440.00
29-Mar-19	Review correspondence from Perella regarding analysis of junior financing and next steps (.4); prepare for call with Paul Weiss regarding DIP concerns (.5); correspond with B. Herman (Paul Weiss) regarding DIP call (.2); review DIP financing proposal (.7).	Marinuzzi, Lorenzo	1.80	2,340.00
29-Mar-19	Review DIP credit agreement (.6); review and draft DIP credit agreement overview and issues list (2.2); discuss same with E. Richards and L. Sullivan (1.4).	Peck, Geoffrey R.	4.20	4,725.00
29-Mar-19	Discuss DIP issues and status with R. Ferraioli (.3); discuss DIP credit agreement overview and issues list with G. Peck and L. Sullivan (1.4).	Richards, Erica J.	1.70	1,572.50
29-Mar-19	Discuss DIP credit agreement overview and issues list with G. Peck and E. Richards (1.4); revise draft request list regarding prepetition indebtedness and summary of DIP credit agreement terms for bankruptcy team's review (.8).	Sullivan, Lauren Marie	2.20	1,650.00
31-Mar-19	Conduct and analyze research regarding DIP issues (.6); draft pleading regarding same (.3).	Ferraioli, Raff	0.90	495.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
01-Apr-19	Review statement and reservation of rights of ad hoc group of Midwest noteholders to DIP financing motion (.3); review limited objection of Santander Bank to DIP financing motion (.4); review limited objection of POTA JV to DIP financing motion (.4); review updated DIP issues list (.3); discuss Committee's objection to DIP financing motion with R. Ferraioli (.2).	Damast, Craig A.	1.60	1,480.00
01-Apr-19	Conduct and analyze legal research regarding DIP issues (1.2); discuss Committee's objection to DIP financing motion with C. Damast (.2); draft pleading in connection with same (2.4).	Ferraioli, Raff	3.80	2,090.00
01-Apr-19	Review DIP order and credit agreement regarding potential concerns (2.1); call with Paul Weiss regarding DIP issues (.8); analyze objections to DIP (.7).	Goren, Todd M.	3.60	4,140.00
01-Apr-19	Call with T. Goren, E. Richards and Paul Weiss regarding DIP issues (.8); review DIP issues list and due diligence on lender overlap (.6); review obligors under pre-petition debt vs. DIP/AP claims (.6); review framework for objection to DIP (.8); review Midwest holders ROR on DIP (.4); review landlord objection to DIP (.5).	Marinuzzi, Lorenzo	3.70	4,810.00
01-Apr-19	Call with L. Marinuzzi, T. Goren and Paul Weiss regarding DIP issues (.8); analyze statement of Midwest noteholders regarding DIP (.2); analyze landlord objection to DIP (.1); call with counsel for US Bank regarding DIP issues (.6).	Richards, Erica J.	1.70	1,572.50
02-Apr-19	Correspond with F. Munshi (Perella) regarding DIP financing materials (.1); review same (.3) and junior DIP overview (.3); review draft of final DIP order (.8).	Damast, Craig A.	1.50	1,387.50
02-Apr-19	Conduct and analyze legal research regarding DIP concerns (.7); draft pleading in connection with same (2.1).	Ferraioli, Raff	2.80	1,540.00
02-Apr-19	Review DIP analysis from Perella (.6); review DIP credit agreement regarding questions on same (.8); correspond with Perella regarding same (.3); review objections to DIP (.6).	Goren, Todd M.	2.30	2,645.00
02-Apr-19	Review materials provided by financial advisors in connection with DIP protections and fees.	Marines, Jennifer L.	0.90	990.00
02-Apr-19	Review Perella financing analyses (2.2); review open DIP objections and next steps (1.8); review US Bank DIP issues (2.3); discuss proposed objection to DIP with E. Richards (.4); call with Perella regarding DIP and financing (.5).	Marinuzzi, Lorenzo	7.20	9,360.00

MORRISON | FOERSTER

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Invoice Date: May 31, 2019

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02-Apr-19	Review Santander DIP objection (.3); discuss proposed objection to DIP with L. Marinuzzi (.4).	Richards, Erica J.	0.70	647.50
03-Apr-19	Review Suntrust objection to DIP financing motion (.3); correspond with internal working group regarding DIP lenders (.2); review same (.2).	Damast, Craig A.	0.70	647.50
03-Apr-19	Review list of lenders regarding prepetition debt and schedule to DIP (.4); draft chart regarding prepetition lenders included in DIP, corresponding amounts and lenders prepetition debt summary chart (.6); circulate same to internal working group (.2).	Delehanty, Danielle Ei	1.20	432.00
03-Apr-19	Conduct and analyze legal research regarding DIP concerns (.6); draft pleading in connection with same (1.1); analyze response to DIP issues list (.2).	Ferraioli, Raff	1.90	1,045.00
03-Apr-19	Review proposed final DIP order (.9); review lender list from Debtors (.4); review objections to DIP (.3).	Goren, Todd M.	1.60	1,840.00
03-Apr-19	Review updated presentation regarding DIP (.5); review open points regarding DIP facility (.4); review revised DIP order (.5).	Marinuzzi, Lorenzo	1.40	1,820.00
04-Apr-19	Correspond with G. Goldmintz (Kirkland) and E. Richards regarding Debtors' comments to DIP issues list (.1); review same (.5); meet with internal working group regarding same (.5); call with S. Lovett (Paul Weiss) regarding DIP order (.3); review same (.5).	Damast, Craig A.	1.90	1,757.50
04-Apr-19	Analyze Debtors' comments to DIP issues list (.6); meet with internal working group regarding same (.5); analyze correspondence regarding same (.2).	Ferraioli, Raff	1.30	715.00
04-Apr-19	Review Debtors' comments to DIP issues list (.6); meet with internal working group regarding same (.5); call with C. Whitmore regarding open DIP points (1.0); review and revise updated drafts of DIP order (.7); call with S. Lovett (Paul Weiss) regarding DIP order (.3); review intercreditor agreement regarding DIP questions (.6); correspond with Kirkland regarding DIP status (.4).	Goren, Todd M.	4.10	4,715.00
04-Apr-19	Review Debtors' comments to DIP issues list (.7); meet with internal working group regarding same (.5); call with S. Lovett (Paul Weiss) regarding DIP order (.3); review Debtor reply to DIP comments (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
04-Apr-19	Review Debtor' comments to DIP issues list (1.9); meet with internal working group regarding same (.5); call with S. Lovett (Paul Weiss) regarding DIP order (.3); revise draft final DIP order (3.1).	Richards, Erica J.	5.80	5,365.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

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05-Apr-19	Review Altec limited objection to DIP financing motion (.4); discuss DIP objection with R. Ferraioli (.3); review current DIP issues list (.4).	Damast, Craig A.	1.10	1,017.50
05-Apr-19	Analyze comments to DIP order (.4); call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8); discuss comments to DIP objection with E. Richards (.3); analyze same (.3); conduct and analyze legal research in connection with same (.4); discuss DIP objection with C. Damast (.3); revise same (1.6).	Ferraioli, Raff	4.50	2,475.00
05-Apr-19	Call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8); review updated drafts of DIP order (1.1); review US Bank revised DIP order (.8); correspond with C. Whitmore regarding DIP status (.2).	Goren, Todd M.	3.30	3,795.00
05-Apr-19	Review open points regarding DIP financing agreement (.3); call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8); review revised order regarding final DIP (.6); correspond with T. Goren regarding Committee objection to DIP (.5); review evidentiary support for DIP objection (.5); review Committee mark-up of DIP order (.2).	Marinuzzi, Lorenzo	3.30	4,290.00
05-Apr-19	Discuss comments to DIP objection with R. Ferraioli (.3); review and comment on draft of same (2.6); call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8).	Richards, Erica J.	4.10	3,792.50
05-Apr-19	Call with Perella regarding DIP status (.4); call with Kirkland regarding same (.8).	Richardson Arnould, Ka	1.20	630.00
06-Apr-19	Conduct and analyze legal research regarding DIP proposal (.4); correspond with F. Munshi (Perella) regarding same (.1); discuss DIP issues with K. McGlynn (Alix) (.4); revise DIP objection (.9).	Ferraioli, Raff	1.80	990.00
06-Apr-19	Revise draft of DIP objection.	Richards, Erica J.	1.40	1,295.00
07-Apr-19	Draft declaration in support of DIP objection (1.2); correspond with C. Damast regarding same (.1); conduct and analyze legal research regarding objection to DIP motion (.4); analyze comments to same (.7); revise same (1.6).	Ferraioli, Raff	4.00	2,200.00
07-Apr-19	Review and revise draft DIP objection.	Goren, Todd M.	1.30	1,495.00
07-Apr-19	Review and revise draft DIP objection.	Marinuzzi, Lorenzo	1.20	1,560.00
08-Apr-19	Review and revise draft of B. Mendelsohn (Perella) declaration in support of Committee's DIP objection (1.4); discuss same and revisions with R. Ferraioli (.2); review US Bank limited objection to DIP financing motion (.6); review revised draft of final DIP order (.4).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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08-Apr-19	Analyze correspondence regarding DIP objection (.1); revise DIP objection (2.3); discuss B. Mendelsohn (Perella) declaration in support of Committee's DIP objection with C. Damast (.2); revise same (.6); discuss same with E. Richards and T. Goren (.2); correspond with Perella team regarding DIP terms (.2).	Ferraioli, Raff	3.60	1,980.00
08-Apr-19	Review and revise updated drafts of DIP order (.4); meet with Kirkland regarding DIP Order (.3); review and revise updated drafts of DIP objection (.7); discuss revisions with R. Ferraioli and E. Richards (.2); correspond with US Bank regarding status of DIP objections (.2).	Goren, Todd M.	1.80	2,070.00
08-Apr-19	Review updated DIP objection (.7); review presentation materials from Perella regarding DIP fees and adequate protection costs (.5); correspond with Perella regarding adequate protection fees (.3).	Marinuzzi, Lorenzo	1.50	1,950.00
08-Apr-19	Further revise DIP objection (2.4); discuss revisions to same with T. Goren and R. Ferraioli (.2).	Richards, Erica J.	2.60	2,405.00
09-Apr-19	Review Mitsubishi limited objection to DIP financing motion; correspond with internal working group and Kirkland team regarding revised draft of final DIP order.	Damast, Craig A.	0.40	370.00
09-Apr-19	Review and revise updated drafts of DIP order (.6); call with B. Weiland (Kirkland) regarding same (.3); review US Bank objection to DIP (.3).	Goren, Todd M.	1.20	1,380.00
10-Apr-19	Correspond with internal working group regarding status of draft of final DIP order and open issues.	Damast, Craig A.	0.30	277.50
10-Apr-19	Review revised drafts of DIP order (.6); call and correspond with Kirkland regarding same (.4); correspond with internal working group regarding same (.3).	Goren, Todd M.	1.30	1,495.00
10-Apr-19	Review materials regarding DIP budget prepared by Alix.	Richardson Arnould, Ka	0.90	472.50
11-Apr-19	Calls with C. Whitmore (.2) and B. Weiland (Kirkland) (.2) regarding DIP; review updated DIP order (.4); review and revise statement regarding same (.5).	Goren, Todd M.	1.30	1,495.00
11-Apr-19	Review and revise Committee statement regarding DIP motion (.8); review revised proposed DIP order (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
11-Apr-19	Draft Committee statement regarding resolution of DIP objection.	Richards, Erica J.	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
12-Apr-19	Review and revise Committee's statement regarding DIP financing motion (.9); correspond with internal working group regarding same (.2); correspond with internal working group and Kirkland team regarding Committee statement regarding DIP financing motion (.3); review Debtors' reply to objections to DIP financing motion (.3).	Damast, Craig A.	1.70	1,572.50
12-Apr-19	Analyze comments to statement regarding DIP motion (.4); revise same (.7).	Ferraioli, Raff	1.10	605.00
12-Apr-19	Review and revise statement regarding DIP motion (.4); review Debtors' DIP reply (.5); review updated DIP order (.6); review status of DIP documents (.3).	Goren, Todd M.	1.80	2,070.00
12-Apr-19	Review and revise updated statement on DIP order (.6); review US Bank DIP objection (.7); review updated proposed final DIP order (.6); review Debtors' draft DIP reply (.6).	Marinuzzi, Lorenzo	2.50	3,250.00
12-Apr-19	Review Debtors' draft reply in support of DIP motion (.4); review revised Committee statement in support of same (.5).	Richards, Erica J.	0.90	832.50
14-Apr-19	Review Debtors' filed DIP reply.	Marinuzzi, Lorenzo	1.10	1,430.00
15-Apr-19	Review Maricopa County objection to DIP financing motion.	Damast, Craig A.	0.10	92.50
15-Apr-19	Review US Bank objection to DIP (.7); prepare for hearing on DIP (.6); review updated final order (.5); correspond with T. Goren regarding DIP status (.5); review CITI statement regarding DIP (.3).	Marinuzzi, Lorenzo	2.60	3,380.00
16-Apr-19	Review updated DIP order (.4); call with Kirkland regarding DIP status (.2); correspond with Kirkland and internal working group regarding same (.6).	Goren, Todd M.	1.20	1,380.00
16-Apr-19	Review revised DIP order (.3); discuss next steps regarding same with counsel for Ad Hoc group and Debtors (.5).	Marinuzzi, Lorenzo	0.80	1,040.00
17-Apr-19	Discuss adequate protection request with L. Marinuzzi.	Goren, Todd M.	0.40	460.00
17-Apr-19	Review intercreditor agreement regarding rights of secured parties to request adequate protection (.8); call with S. Khalil (Milbank) regarding adequate protection (.4); discuss adequate protection request with T. Goren (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
22-Apr-19	Review final entered DIP order.	Goren, Todd M.	0.40	460.00
Total: 013	Financing and Cash Collateral		213.40	211,682.00

Other Litigation

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
05-Apr-19	Correspond with internal working group regarding recently filed adversary proceedings against Charter and seeking extension of automatic stay (.7); review summary of same for Committee (.4).	Damast, Craig A.	1.10	1,017.50
05-Apr-19	Review complaint against Charter (.8) and complaint to extend stay (.4).	Goren, Todd M.	1.20	1,380.00
05-Apr-19	Review Charter complaint.	Marines, Jennifer L.	0.50	550.00
05-Apr-19	Review complaint for TRO vs. Charter (.9); review and revise summary of same for Committee (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
05-Apr-19	Review and comment on memorandum to Committee regarding litigation options.	Rappoport, Steve	2.30	2,058.50
05-Apr-19	Analyze Charter and extension of stay complaints (1.1); draft summaries regarding same (1.2); revise drafts regarding same (.8); correspond with T. Goren regarding same (.3); circulate update to Committee and professionals (.2).	Richardson Arnould, Ka	3.60	1,890.00
09-Apr-19	Correspond with internal working group regarding Debtors' adversary proceeding against Charter Communications.	Damast, Craig A.	0.20	185.00
09-Apr-19	Review TRO pleadings.	Goren, Todd M.	0.60	690.00
09-Apr-19	Review Debtors' TRO papers and discuss joinder possibilities with S. Rappoport.	Greer, Jocelyn Edith	1.30	910.00
09-Apr-19	Review Debtor's TRO papers and discuss joinder possibilities with J. Greer (1.3); comment on letter response to K. Eckstein (Kramer Levin) (.3).	Rappoport, Steve	1.60	1,432.00
10-Apr-19	Correspond with internal working group regarding joinder and potential intervention in Charter dispute (.4); review precedents regarding same (.3).	Goren, Todd M.	0.70	805.00
10-Apr-19	Conduct legal research and draft joinder.	Greer, Jocelyn Edith	3.00	2,100.00
10-Apr-19	Review request to intervene in Charter litigation (.4); review precedent for Committee intervention (.7).	Marinuzzi, Lorenzo	1.10	1,430.00
10-Apr-19	Draft and revise joinder to TRO and motion to intervene in TRO.	Rappoport, Steve	5.10	4,564.50
10-Apr-19	Correspond with litigation team regarding Charter TRO action.	Richards, Erica J.	0.20	185.00
11-Apr-19	Review and fact and cite check joinder to TRO motion (1.0); draft caption for Windstream vs. Charter pleadings (.2).	Delehanty, Danielle Ei	1.20	432.00
11-Apr-19	Draft joinder in Debtors' TRO motion against Charter (5.6); discuss TRO position with L. Marinuzzi (.4).	Greer, Jocelyn Edith	6.00	4,200.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
11-Apr-19	Review Charter's opposition to TRO motion (1.5); review and revise Committee joinder for same (1.0); review case law (1.0); review comments on joinder (.4).	Levitt, Jamie A.	3.90	4,777.50
11-Apr-19	Review revised TRO pleadings vs. Charter (.8); discuss TRO position with J. Greer (.4); review TRO case law cited in papers (.6); review Charter opposition to TRO (.8).	Marinuzzi, Lorenzo	2.60	3,380.00
11-Apr-19	Draft motion to intervene in Charter case (1.3); revise joinder to Windstream's TRO motion (3.9); draft motion to shorten (.5); call with T. Sims (Katten) regarding intervention motion (.3).	Rappoport, Steve	6.00	5,370.00
11-Apr-19	Analyze motion for TRO against Charter (.2); revise draft joinder to same (.4).	Richards, Erica J.	0.60	555.00
12-Apr-19	Review and cite check additional citations in revised joinder (1.7); prepare file of same (.2); serve Committee's joinder to TRO motion (.2); draft index and prepare binder for Charter communications adversary hearing (1.3); review and fact check further revised joinder (.2).	Delehanty, Danielle Ei	3.60	1,296.00
12-Apr-19	Review and revise draft joinder to TRO (.6); review Charter objection to TRO (.5); review Debtors' reply regarding TRO (.4).	Goren, Todd M.	1.50	1,725.00
12-Apr-19	Finalize joinder for filing.	Greer, Jocelyn Edith	6.00	4,200.00
12-Apr-19	Review Debtor's reply regarding Charter TRO motion (1.1); review and revise Committee joinder for same (1.3); review comments to same (.6); correspond with internal working group regarding finalizing joinder (.5).	Levitt, Jamie A.	3.50	4,287.50
12-Apr-19	Review joinder to TRO (.5); review Charter opposition motion regarding same (.7).	Marines, Jennifer L.	1.20	1,320.00
12-Apr-19	Revise joinder of TRO motion (.8); review filings for TRO motion (1.1).	Rappoport, Steve	1.90	1,700.50
12-Apr-19	Review revised TRO joinder.	Richards, Erica J.	0.20	185.00
12-Apr-19	Analyze materials pertaining to Adversary complaint against Charter.	Richardson Arnould, Ka	1.90	997.50
17-Apr-19	Call with A. Masykanova and P. Dopsch regarding due diligence review of leaseback documents (.8); review and prepare summary of documents that are not in support of true sale (.7); conduct legal research of case law regarding true sales and leaseback transactions (2.5).	Anabi, Andrew Issa	4.00	2,100.00
17-Apr-19	Call with A. Masykanova and A. Anabi regarding due diligence review of leaseback documents.	Dopsch, Peter C.	0.80	920.00
18-Apr-19	Correspond with internal working group regarding Charter litigation.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
18-Apr-19	Correspond with S. Rappoport regarding motion to intervene in Windstream vs. Charter.	Greer, Jocelyn Edith	0.30	210.00
18-Apr-19	Revise motion to intervene in TRO.	Rappoport, Steve	0.30	268.50
22-Apr-19	Correspond with internal working group regarding Charter litigation and intervention.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review correspondence regarding intervention in Windstream vs. Charter litigation.	Greer, Jocelyn Edith	0.30	210.00
24-Apr-19	Correspond with internal working group and Katten team regarding intervention in Charter adversary.	Levitt, Jamie A.	1.00	1,225.00
24-Apr-19	Review status of Charter litigation and intervention.	Marines, Jennifer L.	0.40	440.00
24-Apr-19	Correspond with S. Reisman (Katten) regarding intervention in Charter suit.	Rappoport, Steve	0.20	179.00
29-Apr-19	Review intervention stipulation in Charter adversary proceeding (.4); discuss same with S. Rappoport (.2).	Goren, Todd M.	0.60	690.00
29-Apr-19	Correspond with S. Rappoport regarding 30(b)(6) depositions in Charter vs. Windstream litigation (.5); prepare for and coordinate arrangements regarding same (.5).	Greer, Jocelyn Edith	1.00	700.00
29-Apr-19	Review intervention stipulation.	Marines, Jennifer L.	0.50	550.00
29-Apr-19	Review intervention stipulation regarding Charter litigation (.5); correspond with S. Rappoport regarding suggested edits to stipulation (.4).	Marinuzzi, Lorenzo	0.90	1,170.00
29-Apr-19	Correspond with S. Rochester (Katten) regarding 30(b)(6) depositions in Charter matter (.6); revise intervention stipulation in Charter adversary (1.3); discuss same with T. Goren (.2).	Rappoport, Steve	2.10	1,879.50
30-Apr-19	Review revised Charter intervention stipulation (.3); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.50	575.00
30-Apr-19	Correspond with litigation team regarding Charter intervention matters.	Marines, Jennifer L.	0.50	550.00
30-Apr-19	Correspond with S. Rappoport regarding intervention in Charter suit (.4); review Charter intervention stipulation and treatment of documents in discovery (.7).	Marinuzzi, Lorenzo	1.10	1,430.00
30-Apr-19	Revise and negotiate stipulation for intervention (1.5); prepare for Charter 30(b)(6) deposition (.5).	Rappoport, Steve	2.00	1,790.00
30-Apr-19	Review Charter intervention stipulation.	Richards, Erica J.	0.10	92.50
Total: 014	Other Litigation		81.00	70,853.00

Meetings and Communications with Creditors

12-Mar-19	Attend Committee formation meeting (2.2); review first day pleadings and selection of financial advisors (3.1).	Goren, Todd M.	5.30	6,095.00
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MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
12-Mar-19	Attend Committee formation meeting (partial).	Levitt, Jamie A.	2.00	2,450.00
12-Mar-19	Attend Committee formation meeting.	Marinuzzi, Lorenzo	2.20	2,860.00
12-Mar-19	Attend Committee formation meeting (2.2); review first day pleadings and selection of financial advisors (3.3).	Miller, Brett H.	5.50	7,700.00
12-Mar-19	Attend Committee formation meeting (2.2); review first day pleadings and selection of financial advisors (3.3).	Richards, Erica J.	5.50	5,087.50
13-Mar-19	Draft correspondence regarding upcoming Committee meeting (.4); analyze comments to same (.1); draft agenda for upcoming Committee meeting (.6); analyze and coordinate materials and transmission of same for upcoming banker presentations (.8).	Ferraioli, Raff	1.90	1,045.00
13-Mar-19	Correspond with Committee regarding banker pitch materials and scheduling meetings.	Marinuzzi, Lorenzo	0.80	1,040.00
14-Mar-19	Analyze logistics for Committee meeting and coordinate same (2.3); draft and revise agenda for upcoming Committee meeting (.4); correspond with Committee and internal working group regarding upcoming meeting (.4).	Ferraioli, Raff	3.10	1,705.00
14-Mar-19	Review and revise agenda for Committee meeting (.3); correspond with bankers regarding interview status (.4); review banker pitch materials (2.7).	Goren, Todd M.	3.40	3,910.00
14-Mar-19	Review status of case and timetable for second liens with D. Dunne (Milbank) (.5); correspond with CJ Teasley regarding Committee meeting and next steps (.4); draft memorandum to internal working group regarding D. Dunne conversation and next steps (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
14-Mar-19	Discuss meeting to interview banker candidates with Committee members and banker candidates.	Miller, Brett H.	3.70	5,180.00
15-Mar-19	Coordinate logistics for Committee meeting (1.3); correspond with banker candidates regarding presentations to Committee (.6); analyze materials for upcoming Committee meeting (.8); correspond with Committee regarding same (.2).	Ferraioli, Raff	2.90	1,595.00
15-Mar-19	Review updated agenda for Committee meeting (.3); review correspondence regarding timing of banker pitches (.4); correspond with internal working group regarding ex-officio request (.2).	Goren, Todd M.	0.90	1,035.00
16-Mar-19	Analyze and revise agenda for upcoming Committee meeting (.1); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.20	110.00
16-Mar-19	Correspond with investment banker candidates regarding pitches.	Miller, Brett H.	1.70	2,380.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
17-Mar-19	Correspond with K. Richardson regarding Committee meeting attendance (.4); correspond and calls with B. Derrough (Moelis) (.4) and L. Szlezinger (Jefferies) (.3) regarding logistics for Committee meeting; call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding Committee meeting and requests for ex-officio status (.4).	Marinuzzi, Lorenzo	1.50	1,950.00
18-Mar-19	Prepare for (2.1) and attend (3.4) Committee meeting regarding selection of investment bankers.	Ferraioli, Raff	5.50	3,025.00
18-Mar-19	Attend Committee meeting regarding selection of investment bankers.	Goren, Todd M.	3.40	3,910.00
18-Mar-19	Prepare for (.6) and attend (3.4) Committee meeting regarding selection of investment bankers.	Marines, Jennifer L.	4.00	4,400.00
18-Mar-19	Prepare for (1.3) and attend (3.4) Committee meeting regarding selection of investment bankers; call with bankers regarding pitches and results (.6); call with S. Hessler (Kirkland) regarding case status and landscape (.5).	Marinuzzi, Lorenzo	5.80	7,540.00
18-Mar-19	Prepare for (1.3) and attend (3.4) Committee meeting regarding selection of investment bankers.	Richards, Erica J.	4.70	4,347.50
18-Mar-19	Review materials for investment banker selection (2.2); attend Committee meeting regarding selection of investment bankers (partial) (3.2).	Richardson Arnould, Ka	5.40	2,835.00
19-Mar-19	Draft agenda for upcoming Committee call (.3); analyze comments to same (.1); correspond with Committee regarding upcoming Committee call (.2); analyze materials for same (.3).	Ferraioli, Raff	0.90	495.00
19-Mar-19	Review and revise agenda and correspondence to Committee regarding upcoming call.	Goren, Todd M.	0.30	345.00
19-Mar-19	Call with US Bank regarding ex-officio membership request (.7); review US Bank positions in capital structure (.4); correspond with CJ Teasley regarding critical trade program (.4); review Century Link request for ex-officio status (.4).	Marinuzzi, Lorenzo	1.90	2,470.00
19-Mar-19	Revise draft agenda for upcoming Committee call.	Richards, Erica J.	0.20	185.00
20-Mar-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.40	1,295.00
20-Mar-19	Prepare for (.4) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Ferraioli, Raff	1.50	825.00
20-Mar-19	Prepare for (.1) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3) .	Goren, Todd M.	1.20	1,380.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Marines, Jennifer L.	1.10	1,210.00
20-Mar-19	Prepare for (.3); and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3); call with US Bank counsel regarding ex-officio requests (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Plymale, Rachael K.	1.10	764.50
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Richards, Erica J.	1.10	1,017.50
20-Mar-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	1.10	577.50
21-Mar-19	Call with R. Seltzer (CWS) regarding status and ex-officio requests (.3); call with J. Carr (Kelley Drye; UMB Bank) regarding ex-officio requests (.4).	Marinuzzi, Lorenzo	0.70	910.00
25-Mar-19	Draft update to Committee regarding case status and upcoming in-person meeting with Debtors (.3); coordinate logistics for same (.1).	Ferraioli, Raff	0.40	220.00
25-Mar-19	Review proposed agenda for meeting with Company.	Marinuzzi, Lorenzo	0.40	520.00
26-Mar-19	Correspond with internal working group regarding Committee call, agenda and materials for meeting.	Damast, Craig A.	0.50	462.50
26-Mar-19	Correspond with Committee member regarding in-person meeting with Company (.1); analyze agenda for upcoming Committee call (.2); revise same (.1); correspond with internal working group regarding upcoming Committee call (.2); correspond with Committee regarding same (.3); analyze (.6) and revise (.3) presentation for upcoming Committee call; correspond with Committee professionals regarding materials for upcoming Committee call (.2); discuss upcoming Committee call with K. McGlynn (Alix) (.2).	Ferraioli, Raff	2.20	1,210.00
26-Mar-19	Review and revise agenda for Committee call.	Goren, Todd M.	0.30	345.00
26-Mar-19	Review and revise agenda for Committee call (.4); review with Perella discussion points for Committee call (.6); call with J. Grudus (AT&T) regarding Committee agenda (.4); call with J. Carr (Kelley Drye; UMB Bank) regarding ex-officio requests (.3); correspond with R. Seltzer (CWS) regarding Committee agenda (.2).	Marinuzzi, Lorenzo	1.90	2,470.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
26-Mar-19	Revise draft agenda for Committee call (.1); review and comment on draft presentation to Committee (.8).	Richards, Erica J.	0.90	832.50
26-Mar-19	Analyze relevant upcoming deadlines and recent motions for Committee update (.5); correspond with R. Ferraioli and E. Richards regarding upcoming Committee call (.1).	Richardson Arnould, Ka	0.60	315.00
27-Mar-19	Prepare for (.3) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.30	1,202.50
27-Mar-19	Prepare for (.1) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); coordinate logistics for upcoming meeting with Company (.2).	Ferraioli, Raff	1.30	715.00
27-Mar-19	Prepare for (.1) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.10	1,265.00
27-Mar-19	Participate on weekly Committee call (.6); follow-up discussion with internal working group regarding same and next steps (.4).	Marines, Jennifer L.	1.00	1,100.00
27-Mar-19	Prepare for (.9) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); correspond with R. Seltzer (CWS) regarding status (.4); call with Franklin regarding same (.4); call with S. Friedman regarding timeline and transactions (.5).	Marinuzzi, Lorenzo	3.20	4,160.00
27-Mar-19	Participate on weekly Committee call.	Miller, Brett H.	0.60	840.00
27-Mar-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.60	417.00
27-Mar-19	Prepare for (.1) and participate on (.6) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Richards, Erica J.	1.10	1,017.50
27-Mar-19	Participate on weekly Committee call (.6); follow-up discussion with internal working group regarding same and next steps (.4).	Richardson Arnould, Ka	1.00	525.00
28-Mar-19	Meet with Perella, Alix and AT&T regarding case status.	Goren, Todd M.	1.30	1,495.00
28-Mar-19	Meet with Perella, Alix and AT&T regarding case status.	Miller, Brett H.	1.30	1,820.00
29-Mar-19	Correspond with Committee regarding case developments.	Richards, Erica J.	0.30	277.50
01-Apr-19	Correspond and call with CJ Teasley (VeloCloud) regarding Company operations.	Marinuzzi, Lorenzo	0.50	650.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
02-Apr-19	Correspond with internal working group regarding agenda for Committee call (.4); correspond with M. Adomanis (Perella) regarding updated materials for Committee call (.2); review same (.4); correspond with R. Ferraioli and Committee members regarding same (.2).	Damast, Craig A.	1.20	1,110.00
02-Apr-19	Correspond with Committee and Committee professionals regarding Committee call (.2); correspond with internal working group regarding same (.1); analyze proposed agenda for same (.2); analyze and compile materials for same (1.4).	Ferraioli, Raff	1.90	1,045.00
02-Apr-19	Review agenda and correspondence to Committee regarding call.	Goren, Todd M.	0.40	460.00
02-Apr-19	Review agenda for Committee call (.4); review Alix presentation for same (.5).	Marinuzzi, Lorenzo	0.90	1,170.00
02-Apr-19	Call with K. McGlynn (Alix) regarding materials for upcoming Committee call.	Richards, Erica J.	0.30	277.50
02-Apr-19	Prepare agenda items and identify upcoming deadlines for Committee call (.3); correspond with E. Richards regarding same (.1); revise same (.4).	Richardson Arnould, Ka	0.80	420.00
03-Apr-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (1.0).	Damast, Craig A.	2.10	1,942.50
03-Apr-19	Prepare for (.5) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (1.0).	Ferraioli, Raff	2.30	1,265.00
03-Apr-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.20	1,380.00
03-Apr-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (1.0).	Marines, Jennifer L.	1.80	1,980.00
03-Apr-19	Prepare for (.4) and participate on (.8) weekly Committee call; call with VeloCloud legal team regarding Company operations (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
03-Apr-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.80	556.00
03-Apr-19	Participate on weekly Committee call (.8); follow-up discussion with internal team regarding same (1.0).	Richards, Erica J.	1.80	1,665.00
03-Apr-19	Prepare for (.7) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (1.0); prepare agenda items and identify important upcoming deadlines for next Committee call (.2).	Richardson Arnould, Ka	2.70	1,417.50
05-Apr-19	Analyze update for Committee.	Ferraioli, Raff	0.20	110.00
05-Apr-19	Review and revise status update for Committee.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
05-Apr-19	Call with CJ Teasley (VeloCloud) and B. Beard (VeloCloud) regarding status and timing for resumption of ordinary course business practices by Debtor.	Marinuzzi, Lorenzo	0.50	650.00
07-Apr-19	Analyze materials for upcoming in-person meeting (.2); correspond with internal working group regarding same (.1); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.40	220.00
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals (partial).	Damast, Craig A.	1.90	1,757.50
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals (partial).	Ferraioli, Raff	0.90	495.00
08-Apr-19	Prepare for (.3) and attend (3.5) meeting with Committee members, Debtors' management team and professionals; follow-up meeting with Committee members (3.0).	Goren, Todd M.	6.80	7,820.00
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals.	Marines, Jennifer L.	3.50	3,850.00
08-Apr-19	Attend Committee pre-meeting with S. Hessler (Kirkland) and K. Moody to review meeting agenda (1.0); attend meeting with Committee members, Debtors' management team and professionals (3.5); follow-up meeting with Committee members (3.0).	Marinuzzi, Lorenzo	7.50	9,750.00
08-Apr-19	Prepare for (2.1) and attend (3.5) meeting with Committee members, Debtors' management team and professionals; follow-up meeting with Committee members (3.0).	Richards, Erica J.	8.60	7,955.00
08-Apr-19	Attend meeting with Committee members, Debtors' management team and professionals (partial).	Richardson Arnould, Ka	1.90	997.50
09-Apr-19	Analyze agenda for upcoming Committee call (.2); provide comments to same (.2); correspond with Committee regarding upcoming Committee call and case updates (.3); analyze financial presentation for weekly Committee call (.7).	Ferraioli, Raff	1.40	770.00
09-Apr-19	Review and revise agenda for Committee call (.3); review Alix materials for same (.4).	Goren, Todd M.	0.70	805.00
09-Apr-19	Call with E. Wilson (Kelley Drye; UMB Bank) regarding Committee agenda and ex-officio members (.3); review agenda for Committee call (.4); correspond and call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding agenda matters (.3).	Marinuzzi, Lorenzo	1.00	1,300.00
09-Apr-19	Review docket and case updates (.6); prepare agenda for Committee update (.2).	Richardson Arnould, Ka	0.80	420.00
10-Apr-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Damast, Craig A.	0.90	832.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
10-Apr-19	Prepare for (.4) and participate on (.6) weekly Committee call.	Ferraioli, Raff	1.00	550.00
10-Apr-19	Prepare for (.5) and participate on (.6) weekly Committee call.	Goren, Todd M.	1.10	1,265.00
10-Apr-19	Participate on weekly Committee call.	Levitt, Jamie A.	0.60	735.00
10-Apr-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	660.00
10-Apr-19	Review Alix presentation to Committee (.4); review Perella presentation to Committee (.4); participate on weekly Committee call (.6).	Marinuzzi, Lorenzo	1.40	1,820.00
10-Apr-19	Prepare for (.7) and participate on (.6) weekly Committee call.	Miller, Brett H.	1.30	1,820.00
10-Apr-19	Prepare for (.3) and participate on (.6) weekly Committee call; call with counsel for landlord regarding status of case and potential treatment of rejection damages claims (.1).	Richards, Erica J.	1.00	925.00
10-Apr-19	Participate on weekly Committee call.	Richardson Arnould, Ka	0.60	315.00
12-Apr-19	Correspond with Committee regarding case updates and upcoming hearings (.4); correspond with K. McGlynn (Alix) regarding same (.1); correspond with internal working group regarding same (.2).	Ferraioli, Raff	0.70	385.00
15-Apr-19	Correspond with internal working group regarding upcoming Committee call (.1); analyze update for Committee and provide comments to same (.2); analyze weekly presentation for upcoming Committee call (.2).	Ferraioli, Raff	0.50	275.00
16-Apr-19	Review and revise agenda for Committee call (.3); correspond with internal working group regarding same and revisions (.6).	Damast, Craig A.	0.90	832.50
16-Apr-19	Correspond with member regarding upcoming Committee call (.1); analyze weekly presentation materials for Committee call and provide comments to same (.3); correspond with Alix team regarding same (.1); analyze and revise draft agenda for upcoming Committee call (.4); analyze update for Committee (.2); correspond with internal working group regarding materials for upcoming Committee call (.1); prepare same (.2).	Ferraioli, Raff	1.40	770.00
16-Apr-19	Review and revise update for Committee and agenda for Committee call.	Goren, Todd M.	0.40	460.00
16-Apr-19	Prepare agenda for Committee update.	Richardson Arnould, Ka	0.30	157.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
17-Apr-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Damast, Craig A.	1.80	1,665.00
17-Apr-19	Prepare for (.5) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	1.50	825.00
17-Apr-19	Prepare for (.1) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Goren, Todd M.	1.50	1,725.00
17-Apr-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Marines, Jennifer L.	1.80	1,980.00
17-Apr-19	Prepare for (.3) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Marinuzzi, Lorenzo	1.70	2,210.00
17-Apr-19	Prepare for (.2) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Miller, Brett H.	1.20	1,680.00
17-Apr-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.70	486.50
17-Apr-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4).	Richards, Erica J.	1.40	1,295.00
17-Apr-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same and next steps (.3); call with Perella and Alix regarding discussions with creditors (.4); review materials prepared by Alix for Committee (.3).	Richardson Arnould, Ka	1.70	892.50
22-Apr-19	Draft update for Committee regarding upcoming pleadings (.8); correspond with internal working group regarding same (.1); revise same (.1); correspond with Committee regarding same (.1).	Ferraioli, Raff	1.10	605.00
22-Apr-19	Review and revise update to Committee regarding upcoming motions.	Goren, Todd M.	0.40	460.00
23-Apr-19	Review and revise draft agenda for Committee call (.5); correspond with internal working group regarding same and revisions (.6); discuss same and further revisions with K. Richardson (.2).	Damast, Craig A.	1.30	1,202.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
23-Apr-19	Correspond with internal working group regarding upcoming Committee call (.1); analyze draft agenda (.2); revise same (.1); correspond with Committee regarding upcoming Committee call (.2); correspond with Committee professionals regarding materials for upcoming Committee call (.1); discuss materials for upcoming Committee call with K. McGlynn (Alix) (.1); analyze and revise same (.6).	Ferraioli, Raff	1.40	770.00
23-Apr-19	Review and revise agenda and correspondence to Committee regarding call.	Goren, Todd M.	0.70	805.00
23-Apr-19	Review and revise draft agenda for weekly Committee call.	Richards, Erica J.	0.10	92.50
23-Apr-19	Prepare agenda for Committee update and revise upcoming dates according to recently filed motions (.6); revise agenda according to comments provided by R. Ferraioli, C. Damast and E. Richards (.6); discuss same and further revisions with C. Damast (.2).	Richardson Arnould, Ka	1.40	735.00
24-Apr-19	Prepare for (.2) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,202.50
24-Apr-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same (.3).	Ferraioli, Raff	1.40	770.00
24-Apr-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.20	1,380.00
24-Apr-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.80	880.00
24-Apr-19	Prepare for (.5) and participate on weekly Committee call (.8).	Marinuzzi, Lorenzo	1.30	1,690.00
24-Apr-19	Prepare for (.3) and participate on weekly Committee call (.8).	Miller, Brett H.	1.10	1,540.00
24-Apr-19	Participate on weekly Committee call.	Plymale, Rachael K.	0.80	556.00
24-Apr-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
24-Apr-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	1.10	577.50
25-Apr-19	Call with M. Woods (CWS; CWA) regarding case status.	Ferraioli, Raff	0.10	55.00
26-Apr-19	Correspond with internal working group regarding 341 meeting.	Ferraioli, Raff	0.40	220.00
26-Apr-19	Correspond with internal working group regarding 341 meeting.	Goren, Todd M.	0.20	230.00
29-Apr-19	Correspond with internal working group regarding 341 meeting and attendance.	Damast, Craig A.	0.20	185.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
29-Apr-19	Correspond with Committee members regarding expense reimbursements (.4); draft affidavits in connection with same (1.9).	Ferraioli, Raff	2.30	1,265.00
30-Apr-19	Correspond with internal working group regarding 341 meeting, summary for Committee and revised agenda for Committee call.	Damast, Craig A.	0.60	555.00
30-Apr-19	Correspond with Committee member regarding Committee call (.1); analyze proposed agenda for same (.2); correspond with internal working group regarding same (.1); analyze debt and equity trading update from Perella (.2); analyze correspondence to Committee (.1); analyze presentation materials for upcoming Committee call and provide comments to same (.7); correspond with Alix team regarding same (.1); correspond with internal working group and Committee professionals regarding Committee member diligence inquiry (.1); correspond with Committee member regarding same (.2).	Ferraioli, Raff	1.80	990.00
30-Apr-19	Review and revise agenda regarding Committee call.	Goren, Todd M.	0.30	345.00
30-Apr-19	Review and revise agenda items for Committee call (.3); correspond with R. Seltzer (CWS) regarding KEIP status (.3).	Marinuzzi, Lorenzo	0.60	780.00
30-Apr-19	Summarize meeting of creditors for internal working group and Committee update.	Richardson Arnould, Ka	0.40	210.00
Total: 015	Meetings and Communications with Creditors		212.20	205,110.00
Non-Working Travel				
15-Apr-19	Travel to/from White Plains for TRO hearing.	Rappoport, Steve	2.00	1,790.00
16-Apr-19	Travel to/from White Plains for TRO second day hearing.	Ferraioli, Raff	3.80	2,090.00
30-Apr-19	Travel to Little Rock, Arkansas for Windstream 30(b)(6) deposition in Windstream vs. Charter adversary proceeding.	Greer, Jocelyn Edith	8.50	5,950.00
Total: 016	Non-Working Travel		14.30	9,830.00
Relief from Stay and Adequate Protection				
02-Apr-19	Review litigant motion for stay relief.	Richards, Erica J.	0.10	92.50
03-Apr-19	Review T. Williams motion for relief from stay.	Damast, Craig A.	0.40	370.00
05-Apr-19	Review Debtors' motion for extension of stay in connection with securities litigation.	Marines, Jennifer L.	0.50	550.00
24-Apr-19	Review Tindle Relief from stay motion.	Goren, Todd M.	0.40	460.00
25-Apr-19	Review Tindle lift stay motion and exhibits.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
30-Apr-19	Review draft of Debtors' motion to enforce automatic stay regarding pending 911 litigation in Florida (.5); prepare summary of same (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
30-Apr-19	Analyze recent correspondence regarding upcoming motion to enforce the automatic stay (.1); analyze draft of same (.4); draft internal memorandum regarding same (.4); review draft of motion to enforce stay on 911 billing with L. Marinuzzi (.5).	Ferraioli, Raff	1.40	770.00
30-Apr-19	Review stay enforcement motion.	Goren, Todd M.	0.50	575.00
30-Apr-19	Review draft of motion to enforce stay on 911 billing (.6); review same with R. Ferraioli (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
30-Apr-19	Review motion to lift stay filed by B. Tindle (.5); draft memorandum for Committee regarding same (.4); review motion to enforce stay related to litigation pending in Florida (.8).	Richardson Arnould, Ka	1.70	892.50
Total: 019	Relief from Stay and Adequate Protection		7.90	7,030.00
Reporting				
10-Apr-19	Revise weekly fee reporting and transmit to Alvarez.	Richards, Erica J.	0.20	185.00
15-Apr-19	Review first day motions reporting.	Richards, Erica J.	0.20	185.00
17-Apr-19	Prepare weekly fee report.	Richards, Erica J.	0.10	92.50
23-Apr-19	Update weekly fee report.	Richards, Erica J.	0.20	185.00
30-Apr-19	Review first day motion reporting.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		0.80	740.00
Discovery				
19-Mar-19	Review dataroom materials to assess lease transaction.	Marines, Jennifer L.	1.10	1,210.00
19-Mar-19	Analyze dataroom contents.	Richards, Erica J.	0.90	832.50
21-Mar-19	Correspond with Windstream counsel regarding discovery and potential claims.	Birnbaum, Michael D.	0.40	450.00
21-Mar-19	Correspond with J. Greer regarding summary of issues regarding Aurelius' CDS position (.2); review same (.8); correspond with internal working group regarding preparation of document requests for Aurelius (.7); review summary of Uniti earnings call (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	2.10	1,942.50
21-Mar-19	Review and retrieve all dataroom filings and circulate to same.	Delehanty, Danielle Ei	0.50	180.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
21-Mar-19	Draft document requests (1.8); call with D. Kaufman regarding same (.2); correspond with J. Marines and D. Kaufman regarding document requests to Aurelius (1.0).	Greer, Jocelyn Edith	3.00	2,100.00
21-Mar-19	Call with J. Greer regarding document request (.2); review current draft of discovery request (.6); prepare revised wording for same (.5).	Kaufman, David H.	1.30	1,592.50
21-Mar-19	Analyze dataroom contents.	Richards, Erica J.	0.40	370.00
22-Mar-19	Review key Aurelius discovery documents.	Goren, Todd M.	1.30	1,495.00
22-Mar-19	Draft document requests for Aurelius (1.2); discuss revisions of same with D. Kaufman (.7).	Greer, Jocelyn Edith	1.90	1,330.00
22-Mar-19	Review document request to Aurelius (.4); correspond with D. Kaufman regarding revisions (.4).	Hammar, Julian E.	0.80	780.00
22-Mar-19	Review and revise document request for Aurelius (1.0); discuss revisions of same with J. Greer (.7); review revised draft (.2).	Kaufman, David H.	1.90	2,327.50
22-Mar-19	Review document requests forwarded by J. Greer (.2); review correspondence regarding same (.2); review D. Kaufman comments regarding same (.2).	Schwartz, James	0.60	597.00
25-Mar-19	Correspond with J. Levitt regarding potential claims and discovery.	Birnbaum, Michael D.	0.20	225.00
25-Mar-19	Correspond with internal working group regarding Aurelius litigation documents, purchases of notes and draft document requests.	Damast, Craig A.	0.70	647.50
25-Mar-19	Correspond with J. Levitt, D. Kaufman and J. Marines regarding document requests for Aurelius (.4); call with D. Kaufman regarding revisions to same (.1).	Greer, Jocelyn Edith	0.50	350.00
25-Mar-19	Review ISDA DC website (.1); review published settlement terms (.2); circulate copy of same (.1); review summary of securities law review (.2); review latest draft of document request (.3); call with J. Greer regarding revisions to document request for Aurelius (.1); revise current draft of document request (.2); send revised version to J. Greer (.1).	Kaufman, David H.	1.30	1,592.50
25-Mar-19	Review correspondence from Aurelius relating to document production requests.	Marines, Jennifer L.	0.50	550.00
26-Mar-19	Circulate dataroom update.	Delehanty, Danielle Ei	0.10	36.00
26-Mar-19	Further review of underlying documents related to sale and leaseback transaction.	Dopsch, Peter C.	0.80	920.00
26-Mar-19	Correspond with J. Marines and J. Levitt regarding Rule 2004 requests on Aurelius.	Greer, Jocelyn Edith	0.50	350.00
27-Mar-19	Review Rule 2004 exam rules (.4); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.70	805.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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27-Mar-19	Correspond with J. Roy regarding filing request for production (.1); correspond with D. Kaufman (.1) and D. Delehanty (.1) regarding same; correspond with E. Richards, J. Marines and J. Levitt regarding same (.7); meet with J. Levitt regarding Aurelius discovery request (.3); discuss draft Rule 2004 request with E. Richards (.1).	Greer, Jocelyn Edith	1.40	980.00
27-Mar-19	Review and revise Aurelius discovery requests (.8); meet with J. Greer regarding same (.3).	Levitt, Jamie A.	1.10	1,347.50
27-Mar-19	Review document requests regarding prepetition litigation.	Marinuzzi, Lorenzo	0.70	910.00
27-Mar-19	Review case documents.	Masykanova, Aisulu	0.70	591.50
27-Mar-19	Review draft Rule 2004 request (.3); discuss same with J. Greer (.1).	Richards, Erica J.	0.40	370.00
28-Mar-19	Revise Aurelius document requests (.5); draft cover notice for Aurelius document requests (.8); call with D. Kaufman regarding comments on draft and timing of document request filing (.2); correspond with J. Marines, J. Levitt and E. Richards regarding Aurelius document requests (.4).	Greer, Jocelyn Edith	1.90	1,330.00
28-Mar-19	Review document production request.	Hammar, Julian E.	0.50	487.50
28-Mar-19	Review latest draft of document request and provide comments regarding draft (.3); call with J. Greer regarding comments on draft and timing of document request filing (.2); review further revisions to document request (.2).	Kaufman, David H.	0.70	857.50
28-Mar-19	Correspond with internal working group regarding same (.5); review Rule 2004 discovery requests and notice (1.0); review correspondence regarding notice of discovery (.5).	Levitt, Jamie A.	2.00	2,450.00
28-Mar-19	Review and revise Aurelius request for production (1.0) and related notices (.5).	Marines, Jennifer L.	1.50	1,650.00
28-Mar-19	Review Rule 2004 precedent.	Richards, Erica J.	0.50	462.50
29-Mar-19	Review Aurelius request for productions.	Goren, Todd M.	0.80	920.00
29-Mar-19	Correspond with D. Delehanty, E. Richards and R. Subramanian (Kirkland) regarding Rule 2004 discovery requests regarding Aurelius.	Greer, Jocelyn Edith	0.50	350.00
29-Mar-19	Review ISDA DC website (.1), review correspondence regarding timing of document request (.1).	Kaufman, David H.	0.20	245.00
29-Mar-19	Review revisions to Rule 2004 discovery requests (.6); review notice examples for discovery requests (.2).	Levitt, Jamie A.	0.80	980.00
29-Mar-19	Correspond with internal working group regarding Rule 2004 discovery requests.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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01-Apr-19	Conduct legal research regarding Rule 2004 document request notices (1.9); compile, coordinate and send discovery requests regarding Aurelius (.3).	Delehanty, Danielle Ei	2.20	792.00
01-Apr-19	Review correspondence regarding true sale issues and document requests.	Dopsch, Peter C.	0.30	345.00
01-Apr-19	Review Aurelius request for productions (.4); meet with J. Greer and J. Marines regarding same and next steps (.3); correspond with internal working group regarding same (.4).	Goren, Todd M.	1.10	1,265.00
01-Apr-19	Correspond with J. Levitt regarding need for subpoena with request for productions (.3); call with R. Subramanian (Kirkland) regarding Rule 2004 process and serving request for productions on Aurelius (.2); conduct legal research regarding need for subpoena for requests for productions to Aurelius (.9); correspond with D. Kaufman regarding request for productions to Aurelius (.1); discuss service of Rule 2004 requests with E. Richards (.2); correspond with D. Delehanty regarding Aurelius request for productions (.6); meet with T. Goren and J. Marines regarding Aurelius request for productions and next steps (.3); finalize requests for productions to Aurelius (1.2); review chart of discovery produced by Aurelius in services litigation (1.0); conduct legal research regarding need for subpoena for request for productions (1.0).	Greer, Jocelyn Edith	5.80	4,060.00
01-Apr-19	Review and comment on latest draft of proposed document request (.3); review ISDA website and circulate latest posted items (.2).	Kaufman, David H.	0.50	612.50
01-Apr-19	Meet with J. Greer and T. Goren regarding Aurelius request for productions and next steps (.3); review Rule 2004 requests (.3) and notice (.2).	Marines, Jennifer L.	0.80	880.00
01-Apr-19	Discuss service of Rule 2004 requests with J. Greer.	Richards, Erica J.	0.20	185.00
02-Apr-19	Review and retrieve new filings in dataroom and circulate same.	Delehanty, Danielle Ei	0.20	72.00
02-Apr-19	Correspond with internal working group regarding Aurelius document requests.	Goren, Todd M.	0.30	345.00
02-Apr-19	Draft executive summary on discovery still needed from Aurelius (.5); review local rules regarding service (.5); review correspondence regarding service of request for productions (1.1).	Greer, Jocelyn Edith	1.10	770.00
02-Apr-19	Review documents related to Uniti transaction.	Marines, Jennifer L.	1.00	1,100.00
02-Apr-19	Review documents in dataroom pertaining to Uniti transaction including flow of funds and projections.	Marinuzzi, Lorenzo	1.40	1,820.00

Invoice Number: 5825503
Invoice Date: May 31, 2019

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03-Apr-19	Review correspondence from K. Eckstein (counsel for Aurelius) regarding Aurelius requests (.2) and memorandum to litigation team regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
05-Apr-19	Review and retrieve new filings in dataroom and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
08-Apr-19	Review letter from K. Eckstein (Kramer Levin) regarding Aurelius response to Committee's document requests.	Damast, Craig A.	0.20	185.00
08-Apr-19	Review documents relating to recharacterization of Uniti lease (.4); follow up on review of transaction documents and case law update (.4).	Dopsch, Peter C.	0.80	920.00
08-Apr-19	Analyze correspondence in response to discovery requests (.1); analyze internal correspondence regarding same (.1).	Ferraioli, Raff	0.20	110.00
08-Apr-19	Conduct legal research regarding arguments raised by Aurelius' in response to request for productions (1.0); call with S. Rappoport regarding Aurelius' response to request for productions (.1); review same (.5); call with J. Levitt regarding same (.1); correspond with internal working group regarding same (.5).	Greer, Jocelyn Edith	2.20	1,540.00
08-Apr-19	Review letter from Kramer regarding Aurelius discovery requests (.4); call with J. Greer regarding Aurelius' response to productions (.1); review and revise draft response letter to Aurelius (.6); correspond with internal working group and Committee regarding same (.2); review revisions to claims memorandum (.5); revise discovery meet and confer preparation materials (1.0).	Levitt, Jamie A.	2.80	3,430.00
08-Apr-19	Review and analyze response to Aurelius' reply to discovery requests.	Marines, Jennifer L.	0.90	990.00
08-Apr-19	Review Aurelius' response to request for productions (.7); call with J. Greer regarding same (.1).	Rappoport, Steve	0.80	716.00
09-Apr-19	Analyze correspondence in response to discovery requests (.2); analyze internal correspondence regarding same (.2).	Ferraioli, Raff	0.40	220.00
09-Apr-19	Review and revise response to Aurelius discovery letter.	Goren, Todd M.	0.10	115.00
09-Apr-19	Draft response to Aurelius regarding production of documents.	Greer, Jocelyn Edith	1.00	700.00
09-Apr-19	Review response to Kramer regarding Aurelius discovery.	Marines, Jennifer L.	0.50	550.00
09-Apr-19	Review status of discovery requests on various investigations.	Marinuzzi, Lorenzo	0.70	910.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

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10-Apr-19	Correspond with J. Greer regarding letter response to Kramer Levin regarding Aurelius document request (.1); review same (.2).	Damast, Craig A.	0.30	277.50
10-Apr-19	Review and revise draft response to Aurelius.	Goren, Todd M.	0.60	690.00
10-Apr-19	Review and revise response to Aurelius letter (.4); review and supplement ongoing discovery needs in connection with Committee investigation (.7).	Marines, Jennifer L.	1.10	1,210.00
10-Apr-19	Review and revise correspondence to Kramer Levin regarding discovery (.4); review strategy for meet and confer (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
10-Apr-19	Draft first discovery request directed to Debtors.	Richards, Erica J.	1.20	1,110.00
11-Apr-19	Coordinate document processing for Relativity review.	Bergelson, Vadim	1.60	552.00
11-Apr-19	Review status regarding documents received and reviewed (.4); discuss additional document review and preparation of outline with A. Masykanova (.4).	Dopsch, Peter C.	0.80	920.00
11-Apr-19	Correspond with V. Bergelson regarding uploading dataroom documents to Relativity.	Greer, Jocelyn Edith	0.50	350.00
11-Apr-19	Review documents (2.4); discuss additional document review and preparation of outline with P. Dopsch (.4).	Masykanova, Aisulu	2.80	2,366.00
12-Apr-19	Finalize Relativity workspace configurations, setup new users and confer with processing vendor (1.8); process new documents for Relativity (.8).	Bergelson, Vadim	2.60	897.00
12-Apr-19	Discuss master list of Uniti related document requests with P. Dopsch and A. Masykanova.	Damast, Craig A.	0.80	740.00
12-Apr-19	Review and retrieve new dataroom documents and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
12-Apr-19	Discuss master list of Uniti related document requests with A. Masykanova and C. Damast.	Dopsch, Peter C.	0.80	920.00
12-Apr-19	Conduct legal research to find exchange offer memorandum.	Frankenstein, Steven S	0.50	187.50
12-Apr-19	Review Aurelius response (.3); correspond with internal working group regarding same (.1).	Goren, Todd M.	0.40	460.00
12-Apr-19	Review letter from Aurelius' counsel regarding request for productions (.3); draft talking points for meet and confer with Aurelius (.5); correspond with E. Richards, S. Rappoport and L. Westergaard regarding document review for claims investigation (.5); review correspondence regarding meet and confer with Aurelius (.3).	Greer, Jocelyn Edith	1.60	1,120.00
12-Apr-19	Discuss master list of Uniti related document requests with P. Dopsch and C. Damast.	Masykanova, Aisulu	0.80	676.00
12-Apr-19	Review letter from Aurelius regarding discovery.	Rappoport, Steve	0.20	179.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
13-Apr-19	Prepare for meet and confer with Kramer.	Marines, Jennifer L.	0.80	880.00
14-Apr-19	Review correspondence regarding meet and confer with Aurelius.	Greer, Jocelyn Edith	0.50	350.00
14-Apr-19	Prepare for meet and confer with Kramer.	Marines, Jennifer L.	1.20	1,320.00
15-Apr-19	Upload new documents into Relativity for review.	Bergelson, Vadim	1.10	379.50
15-Apr-19	Discuss status of Aurelius document request and meet and confer with Aurelius' counsel.	Damast, Craig A.	0.20	185.00
15-Apr-19	Analyze response in connection with discovery requests.	Ferraioli, Raff	0.20	110.00
15-Apr-19	Draft list of finance related items to be requested from Debtors.	Good, Thomas H.	2.20	1,650.00
15-Apr-19	Draft talking points for Aurelius meet and confer (1.4); draft request for productions for Debtors (1.2).	Greer, Jocelyn Edith	2.60	1,820.00
15-Apr-19	Correspond with Aurelius counsel regarding discovery meet and confer (.3); review discovery requests (.7).	Levitt, Jamie A.	1.00	1,225.00
15-Apr-19	Analyze discovery issues regarding Aurelius.	Rappoport, Steve	0.70	626.50
16-Apr-19	Coordinate document processing for Relativity (.6); correspond with vendor regarding same (.2).	Bergelson, Vadim	0.80	276.00
16-Apr-19	Correspond with internal working group regarding first document request for Debtors related to claims investigations (.6); review and comment on same (.7); review additional comments to same (.3).	Damast, Craig A.	1.60	1,480.00
16-Apr-19	Review and retrieve new dataroom filings and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
16-Apr-19	Review debt exchange documents (1.8); draft summary memorandum (1.9).	Good, Thomas H.	3.70	2,775.00
16-Apr-19	Correspond with internal working group regarding Aurelius meet and confer.	Goren, Todd M.	0.40	460.00
16-Apr-19	Revise document requests to Debtors (1.0); revise talking points for meet and confer (1.3); prepare for (.5) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Greer, Jocelyn Edith	3.50	2,450.00
16-Apr-19	Correspond with J. Greer regarding scope of and basis for certain elements of document request (.2); call with counsel for Aurelius for meet and confer (.5); follow up with internal working group regarding same (.2).	Kaufman, David H.	0.90	1,102.50
16-Apr-19	Prepare for (.6) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Levitt, Jamie A.	1.30	1,592.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

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16-Apr-19	Prepare for (.6) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2); review documents produced by Debtor in connection with investigations (2.1).	Marines, Jennifer L.	3.40	3,740.00
16-Apr-19	Prepare for (.1) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.80	1,040.00
16-Apr-19	Review and summarize documents regarding prepetition transaction.	Masykanova, Aisulu	5.60	4,732.00
16-Apr-19	Prepare for (.6) and attend (.5) meet and confer with counsel for Aurelius; follow up with internal working group regarding same (.2).	Rappoport, Steve	1.30	1,163.50
17-Apr-19	Review and revise claims investigation document requests for Debtors.	Damast, Craig A.	1.30	1,202.50
17-Apr-19	Revise document requests for Debtors related to lien, notes exchange and sale-leaseback transaction (1.0); correspond with J. Levitt, L. Marinuzzi, J. Marines and S. Rappoport regarding communications with Debtors' counsel regarding meet and confer (.5).	Greer, Jocelyn Edith	1.50	1,050.00
17-Apr-19	Review summary of meet and confer (.3); provide advice regarding common interest privilege (.2).	Rappoport, Steve	0.50	447.50
17-Apr-19	Further revise draft discovery requests directed to Debtors.	Richards, Erica J.	0.60	555.00
17-Apr-19	Review draft requests for documents from Debtors.	Richardson Arnould, Ka	1.00	525.00
18-Apr-19	Correspond with A. Masykanova and J. Greer regarding document requests to Debtors regarding claims investigations (.4); review and comment on same (1.0); correspond with P. Dopsch and A. Madori regarding title reports to be requested regarding Uniti investigation (.2); correspond with J. Greer regarding revisions to and clearance of claims related document requests to Debtors (.3).	Damast, Craig A.	1.90	1,757.50
18-Apr-19	Review and revise draft Debtors' discovery requests (.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	1.00	1,225.00
18-Apr-19	Review and revise Rule 2004 requests for Debtors.	Marines, Jennifer L.	0.90	990.00
18-Apr-19	Review and revise first request for documents to Debtors.	Marinuzzi, Lorenzo	1.10	1,430.00
19-Apr-19	Review and prepare summary of documents including listing real property and owners (3.0); review and prepare summary of documents regarding sale-leaseback transaction (3.0).	Anabi, Andrew Issa	6.00	3,150.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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19-Apr-19	Correspond with internal working group regarding final version of claims related document requests to Debtors (.2); review same (.2).	Damast, Craig A.	0.40	370.00
19-Apr-19	Review documents from Debtor and related matters.	Dopsch, Peter C.	0.30	345.00
19-Apr-19	Revise document requests.	Greer, Jocelyn Edith	1.00	700.00
19-Apr-19	Review correspondences regarding Aurelius discovery negotiations (.4); correspond with Aurelius regarding requests (.3).	Levitt, Jamie A.	0.70	857.50
19-Apr-19	Review and finalize discovery in connection with Uniti transaction.	Marines, Jennifer L.	1.00	1,100.00
22-Apr-19	Review documents and prepare summary of any real property descriptions and owners.	Anabi, Andrew Issa	2.90	1,522.50
22-Apr-19	Correspond with P. Dopsch regarding relevant documents.	Madori, Andrea M.	0.50	197.50
22-Apr-19	Review relevant documents (.6); correspond with P. Dopsch, A. Anabi and A. Madori regarding same (.4).	Masykanova, Aisulu	1.00	845.00
23-Apr-19	Review documents and prepare summary of any real property descriptions and owners (3.8); meet with P. Dopsch and A. Masykanova regarding status of document review (1.1).	Anabi, Andrew Issa	4.90	2,572.50
23-Apr-19	Correspond with Kirkland team and J. Greer regarding Committee's first set of document requests regarding claims investigation (.2); review same (.3).	Damast, Craig A.	0.50	462.50
23-Apr-19	Meet with A. Anabi and A. Masykanova regarding status of document review (1.1); follow up on real estate issues (.2).	Dopsch, Peter C.	1.30	1,495.00
23-Apr-19	Review investigation document request to Kirkland.	Goren, Todd M.	0.60	690.00
23-Apr-19	Meet with E. Richards, J. Levitt and L. Westergaard regarding initial document review protocols (.5); finalize and serve discovery requests (.6).	Greer, Jocelyn Edith	1.10	770.00
23-Apr-19	Correspond with Debtors regarding investigations and protocol (.6); meet with J. Greer, E. Richards and L. Westergaard regarding initial document review protocols (.5); review and revise claims discovery requests to Debtors (1.3).	Levitt, Jamie A.	2.40	2,940.00
23-Apr-19	Review relevant transaction documents (.6); prepare documents for meeting with internal working group (1.9); meet with P. Dopsch and A. Anabi regarding status of document review (1.1).	Masykanova, Aisulu	3.60	3,042.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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23-Apr-19	Meet with L. Sullivan regarding diligence strategy, diligence documentation received to date and preferred work product format (.8); review same (.7).	Peck, Geoffrey R.	1.50	1,687.50
23-Apr-19	Prepare for (.2) and attend (.5) meeting with J. Greer, J. Levitt and L. Westergaard regarding initial document review protocols; follow-up correspondence regarding same (.4).	Richards, Erica J.	1.10	1,017.50
23-Apr-19	Meet with G. Peck regarding diligence strategy, diligence documentation received to date and preferred work product format.	Sullivan, Lauren Marie	0.80	600.00
23-Apr-19	Meet with J. Greer, J. Levitt and E. Richards regarding initial document review protocols (.5); review materials in advance of document review (.6).	Westergaard, Lily Vale	1.10	577.50
24-Apr-19	Review documents sent by A. Masykanova (.8); correspond with title company (.2).	Madori, Andrea M.	1.00	395.00
24-Apr-19	Review status of Aurelius discovery.	Marinuzzi, Lorenzo	0.90	1,170.00
24-Apr-19	Manage document review workflow.	Nguyen, Thuan H.	0.40	138.00
25-Apr-19	Review and revise response to Aurelius regarding document request status.	Goren, Todd M.	0.40	460.00
25-Apr-19	Correspond with Kramer regarding requests for production of documents from Aurelius.	Greer, Jocelyn Edith	0.70	490.00
25-Apr-19	Review and comment on draft correspondence relating to outstanding document request.	Kaufman, David H.	0.20	245.00
25-Apr-19	Review related discovery requests and status of production.	Marines, Jennifer L.	0.70	770.00
25-Apr-19	Review transaction documents.	Masykanova, Aisulu	2.00	1,690.00
26-Apr-19	Correspond with B. Mendelsohn (Perella) regarding status of discussions with PJT regarding diligence requests and Uniti (.2); correspond with T. Goren regarding Committee's first set of document requests regarding claims investigation and Kirkland response (.2).	Damast, Craig A.	0.40	370.00
26-Apr-19	Analyze transaction documents in dataroom.	Ferraioli, Raff	0.20	110.00
26-Apr-19	Correspond with internal working group regarding document requests to Debtors (.3); review correspondence with Aurelius regarding document request (.2).	Goren, Todd M.	0.50	575.00
26-Apr-19	Correspond with J. Levitt and J. Marines regarding correspondence regarding discovery to Kramer.	Greer, Jocelyn Edith	0.50	350.00
26-Apr-19	Review and revise letter to Aurelius regarding scope of discovery.	Marines, Jennifer L.	1.00	1,100.00
26-Apr-19	Review diligence requests regarding claims and status of production.	Marinuzzi, Lorenzo	0.80	1,040.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: May 31, 2019

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26-Apr-19	Review transaction documents.	Masykanova, Aisulu	1.10	929.50
27-Apr-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	2.30	1,207.50
29-Apr-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets (3.4); meet with L. Sullivan regarding same (.6).	Anabi, Andrew Issa	4.00	2,100.00
29-Apr-19	Review Committee's first set of document requests regarding same (.3); correspond with M. Saskin (Perella) regarding Uniti investor/research report (.1); review same (.3).	Damast, Craig A.	0.70	647.50
29-Apr-19	Review status of discovery regarding Aurelius and proposed 2004 topics (1.3); review correspondence between J. Levitt and K. Eckstein (Aurelius) regarding proposal for discovery (.3); analyze status of review of second lien issuances and exchanges (.9); review agency theories regarding fraudulent conveyance claims and defenses (1.1); review Uniti investor report (.9).	Marinuzzi, Lorenzo	4.50	5,850.00
29-Apr-19	Meet with A. Anabi regarding due diligence documents and chart of guarantors, collateral and perfected assets (.6); review draft diligence chart summaries (.8).	Sullivan, Lauren Marie	1.40	1,050.00
29-Apr-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	1.70	892.50
Total: 023	Discovery		181.40	157,520.00
Hearings				
05-Apr-19	Draft electronic orders for internal working group regarding hearing (.4); correspond with and transmit same to Chambers for approval (.2).	Delehanty, Danielle Ei	0.60	216.00
10-Apr-19	Draft electronics orders for hearings (.3); obtain listen only telephonic appearances for same (.2).	Delehanty, Danielle Ei	0.50	180.00
12-Apr-19	Analyze status of upcoming hearing.	Ferraioli, Raff	0.40	220.00
14-Apr-19	Prepare for TRO hearing.	Rappoport, Steve	2.00	1,790.00
15-Apr-19	Attend TRO hearing (telephonically).	Damast, Craig A.	4.60	4,255.00
15-Apr-19	Finish compiling all revised proposed orders for second day hearing and update index and binder and finalize same.	Delehanty, Danielle Ei	1.80	648.00
15-Apr-19	Correspond with K. Richardson regarding TRO hearing (.2); attend TRO hearing (telephonically) (partial) (2.7); coordinate logistics for upcoming hearing (.2); discuss same with K. Richardson (.3).	Ferraioli, Raff	3.40	1,870.00
15-Apr-19	Attend TRO hearing.	Greer, Jocelyn Edith	4.60	3,220.00
15-Apr-19	Attend TRO hearing (telephonically) (partial).	Levitt, Jamie A.	2.70	3,307.50
15-Apr-19	Attend TRO hearing (telephonically) (partial).	Marinuzzi, Lorenzo	3.50	4,550.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
 Invoice Date: May 31, 2019

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15-Apr-19	Attend TRO hearing (telephonically) (partial).	Plymale, Rachael K.	0.70	486.50
15-Apr-19	Prepare for (.4) and attend (4.6) TRO hearing.	Rappoport, Steve	5.00	4,475.00
15-Apr-19	Prepare for (2.3) and attend (4.6) TRO hearing.	Richards, Erica J.	6.90	6,382.50
15-Apr-19	Attend TRO hearing against Charter (telephonically) (4.6); draft memorandum regarding hearing (1.2); correspond with internal working group regarding same (.4); revise draft of summary and circulate to Committee (.4); review docket to revise update regarding objections in preparation for second day hearing (2.2); correspond with L. Marinuzzi regarding hearing (.4); correspond with D. Delehanty regarding same (.3); analyze and prepare materials for E. Richards, L. Marinuzzi and R. Ferraioli for hearing (1.5); discuss arrangements for upcoming hearing with R. Ferraioli (.3).	Richardson Arnould, Ka	11.30	5,932.50
16-Apr-19	Discuss preparation for hearings, preparation of hearing binders and logistics and timing with K. Richardson (.3); attend second day hearing (partial) (2.7); correspond with K. Richardson regarding need for update regarding second day hearing for Committee (.3); draft outline for same (.7); review and comment on draft of update (.8); correspond with internal working group regarding same and circulate to Committee (.3).	Damast, Craig A.	5.10	4,717.50
16-Apr-19	Attend second day hearing (partial).	Ferraioli, Raff	2.70	1,485.00
16-Apr-19	Attend second day hearing (telephonically) (partial).	Marines, Jennifer L.	3.50	3,850.00
16-Apr-19	Prepare for (.6) and attend (4.6) second day hearing.	Marinuzzi, Lorenzo	5.20	6,760.00
16-Apr-19	Prepare for (2.7) and attend (4.6) second day hearing.	Richards, Erica J.	7.30	6,752.50
16-Apr-19	Attend second day hearing (telephonically) (4.6); correspond with PBGC regarding same (.3); draft summary of hearing (1.5); correspond with internal working group regarding same (.3); discuss preparation for hearings, preparation of hearing binders and timing with C. Damast (.3).	Richardson Arnould, Ka	7.00	3,675.00
17-Apr-19	Review summary of TRO hearing (.2); review summary of second day hearing (.6).	Richardson Arnould, Ka	0.80	420.00
Total: 024	Hearings		79.60	65,193.00
First and Second Day Motions				
12-Mar-19	Analyze first day motions and interim orders (2.1); draft internal memorandum regarding same (1.8).	Ferraioli, Raff	3.90	2,145.00
12-Mar-19	Review and analyze first day filings and case background.	Marines, Jennifer L.	3.00	3,300.00

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: May 31, 2019

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12-Mar-19	Analyze first day declaration and operational motions (2.9); draft internal memorandum regarding same (3.2); analyze memorandum regarding select first day motions (1.2); draft consolidated memorandum regarding same (1.8).	Richardson Arnould, Ka	9.10	4,777.50
13-Mar-19	Analyze docket, first day motions and interim orders.	Ferraioli, Raff	0.50	275.00
13-Mar-19	Review first day motions and motion to pay vendors (.6), cash management (.6), establish selldown procedures (.7), NOL motion (.5) and employee wage motion (.6).	Marinuzzi, Lorenzo	3.00	3,900.00
14-Mar-19	Analyze first days motions.	Ferraioli, Raff	0.80	440.00
14-Mar-19	Review operational first day motions.	Goren, Todd M.	1.90	2,185.00
14-Mar-19	Review first and second day relief and supporting documentation and declarations (4.0); review first day transcript (.6).	Marines, Jennifer L.	4.60	5,060.00
15-Mar-19	Analyze first day motions (1.2); analyze and revise memorandum regarding first day motions (1.3); conduct and analyze legal research regarding same (.8); revise proposed final orders for select first day motions (2.4).	Richardson Arnould, Ka	5.70	2,992.50
17-Mar-19	Review operational motions regarding customer programs, insurance, utilities, surety bond and taxes (4.0); correspond with R. Ferraioli and E. Richards regarding same (.5); analyze and revise proposed final orders (2.4).	Richardson Arnould, Ka	6.90	3,622.50
18-Mar-19	Correspond with internal working group regarding Debtors' motion to extend time to file Schedules/SOFAs.	Damast, Craig A.	0.20	185.00
18-Mar-19	Analyze proposed final first day orders and provide comments to same (3.2); draft issues list and diligence items related to first day motions (1.8); discuss same with K. Richardson (.2); analyze and revise same (.4).	Ferraioli, Raff	5.60	3,080.00
18-Mar-19	Analyze and revise issues list and diligence items related to first day motions (3.1); discuss same with R. Ferraioli (.2); conduct and analyze legal research in connection with same (3.2); revise draft regarding same (.9).	Richardson Arnould, Ka	7.40	3,885.00
20-Mar-19	Review first day motions and orders regarding requested changes.	Goren, Todd M.	1.40	1,610.00
21-Mar-19	Correspond with internal working group and Alix team regarding information request list for first day motions.	Damast, Craig A.	0.50	462.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: May 31, 2019

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21-Mar-19	Analyze diligence requests regarding first day motions (.2); provide comments to same (.3); correspond with internal working group and Committee professionals regarding same (.2).	Ferraioli, Raff	0.70	385.00
21-Mar-19	Review drafts of second day motions.	Goren, Todd M.	0.90	1,035.00
21-Mar-19	Analyze Debtors' proposed omnibus motion to reject certain leases (.4); analyze Debtors' proposed complaint to extend automatic stay (.5).	Richardson Arnould, Ka	0.90	472.50
22-Mar-19	Review and comment on second day motions (4.6); discuss same with R. Ferraioli (.2); correspond with internal working group regarding same (.4).	Damast, Craig A.	5.20	4,810.00
22-Mar-19	Analyze second day motions (.7); discuss same with C. Damast (.2); draft internal memorandum regarding same (.3).	Ferraioli, Raff	1.20	660.00
24-Mar-19	Analyze supplemental wages motion (.6), omnibus lease rejection motion (.8), assumption and rejection procedures motion (.7) and adversary proceeding seeking extension of stay (1.1).	Richardson Arnould, Ka	3.20	1,680.00
25-Mar-19	Review tax related first day order.	Carbone, Anthony J.	1.00	1,500.00
25-Mar-19	Correspond with T. Carbone regarding tax related first day order (.2); analyze comments and revise proposed first day orders (.7).	Ferraioli, Raff	0.90	495.00
25-Mar-19	Draft memorandum regarding second day motions, recommend Committee comments and due diligence items regarding supplemental wages motion, omnibus lease rejection motion, assumption and rejection procedures motion and adversary proceeding seeking extension of stay (2.4); conduct and analyze legal research regarding same (1.1); correspond with E. Richards regarding same (.3).	Richardson Arnould, Ka	3.80	1,995.00
26-Mar-19	Discuss notification procedures related to stock transfers and declarations of worthlessness with R. Ferraioli.	Carbone, Anthony J.	0.80	1,200.00
26-Mar-19	Correspond with J. Luze (Kirkland) regarding second day motions (.1); review and comment on drafts of various second day motions, MDL lift stay motion (.7), de minimis asset sale procedures motion (.9) and schedules and SOFAs extension motion (.5); discuss comments to second day motions with R. Ferraioli (.4).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
 Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
26-Mar-19	Discuss notification procedures related to stock transfers and declarations of worthlessness with A. Carbone (.8); discuss comments to second day motions with C. Damast (.4); analyze same (.2); discuss mark-ups to first and second day orders and related diligence requests with K. Richardson (.6); analyze second day motions (.9); analyze second day orders and revise same (.6); analyze comments to operational motions issues list (.4); analyze and revise same (.6); correspond with internal working group regarding same (.3).	Ferraioli, Raff	4.80	2,640.00
26-Mar-19	Review and analyze second day motions issues list.	Goren, Todd M.	0.40	460.00
26-Mar-19	Discuss status of first day orders with L. Marinuzzi.	Marines, Jennifer L.	0.70	770.00
26-Mar-19	Review Alix presentation regarding first day motion due diligence and recommendations (.8); discuss status of first day orders with J. Marines (.7).	Marinuzzi, Lorenzo	1.50	1,950.00
26-Mar-19	Call with K. McGlynn (Alix) regarding comments to first and second day motions (.3); review draft of second day motions (.6).	Richards, Erica J.	0.90	832.50
26-Mar-19	Review materials regarding first day motions and recommended diligence provided by Alix (1.9); discuss mark-ups to first and second day orders and related diligence requests with R. Ferraioli (.6); revise markups to first day motions (2.1).	Richardson Arnould, Ka	4.60	2,415.00
27-Mar-19	Review issues and analysis of first and second day motions and open items.	Damast, Craig A.	0.90	832.50
27-Mar-19	Analyze proposed final orders and revise same (1.4); discuss memorandum and next steps regarding select second day motions with K. Richardson (.8); correspond with internal working group regarding same (.2); analyze second day motions and applications (1.3); draft memorandum for Committee regarding same (1.1).	Ferraioli, Raff	4.80	2,640.00
27-Mar-19	Review Alix analysis of first day motions (.6); review first day issues list (.3); review second day motions (.8).	Goren, Todd M.	1.70	1,955.00

Invoice Number: 5825503
Invoice Date: May 31, 2019

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27-Mar-19	Revise markups to first day proposed orders (Customer Programs, Insurance, Taxes, Utilities and Surety Bond) to incorporate due diligence items provided by Alix (1.8); correspond with E. Richards and R. Ferraioli regarding same (.1); analyze recent second day motions regarding SOFAs, lifting stay to permit prosecution of pending appeal involving Debtors and procedures for de minimis asset transactions (1.0); discuss memorandum and next steps regarding select second day motions with R. Ferraioli (.8); draft markups to motion lifting stay (.9).	Richardson Arnould, Ka	4.60	2,415.00
28-Mar-19	Review second day motions as filed.	Damast, Craig A.	0.40	370.00
28-Mar-19	Analyze second day motions (.7); draft memorandum regarding same (1.4); discuss same with K. Richardson (.3); analyze draft memorandum for Committee regarding second day motions (.4); revise same (.9); correspond with K. Richardson regarding same (.1).	Ferraioli, Raff	3.80	2,090.00
28-Mar-19	Draft summary of lease rejection motion (1.2); draft summary of supplemental wages motion (.8); draft summary of assumption and rejection procedures motion (1.1); draft summary of lift stay motion (1.3); draft summary of adversary complaint to extend stay (1.1); draft memorandum summarizing all motions and incorporating applications and summaries by R. Ferraioli (2.8); discuss same with R. Ferraioli (.3); revise draft with comments by R. Ferraioli (2.1).	Richardson Arnould, Ka	10.70	5,617.50
29-Mar-19	Correspond with internal working group regarding second day motions and memorandum regarding same (.2); discuss same with R. Ferraioli (.2); review GLM DFW objection to Debtors' critical vendor motion (.6); correspond with E. Richards and J. Luze (Kirkland) regarding Committee's comments to various first day orders (.2); review and comment on such orders (1.7); correspond with internal working group regarding same and further comments and issues (.5).	Damast, Craig A.	3.40	3,145.00
29-Mar-19	Discuss comments to memorandum for Committee regarding second day motions with K. Richardson (.2); analyze same (.4); discuss second day motions and memorandum summary with C. Damast (.2); revise same (1.4); correspond with Alix team regarding open diligence items (.1).	Ferraioli, Raff	2.30	1,265.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
29-Mar-19	Review objection to critical vendor motion (.2); review markups of first day orders and circulate same to Kirkland (1.1); review and revise memorandum summarizing second day motions (.4).	Richards, Erica J.	1.70	1,572.50
29-Mar-19	Revise memorandum for Committee regarding second day motions (1.7); discuss same with R. Ferraioli (.2).	Richardson Arnould, Ka	1.90	997.50
01-Apr-19	Correspond with K. Richardson and R. Ferraioli regarding draft of memorandum summarizing second day motions and requested diligence (.2); review and revise same (1.5); discuss same and revisions with R. Ferraioli and K. Richardson (.4).	Damast, Craig A.	2.10	1,942.50
01-Apr-19	Analyze comments to memorandum regarding second day motions (.3); discuss same and revisions with C. Damast and K. Richardson (.4).	Ferraioli, Raff	0.70	385.00
01-Apr-19	Review second day motions.	Marines, Jennifer L.	0.40	440.00
01-Apr-19	Further revise memorandum summarizing second day motions.	Richards, Erica J.	0.90	832.50
01-Apr-19	Analyze comments to and revise second day motions memorandum (.9); analyze second day memorandum and circulate internally (1.4); discuss same and revisions with C. Damast and R. Ferraioli (.4); review and revise same (.9).	Richardson Arnould, Ka	3.60	1,890.00
02-Apr-19	Correspond with J. Luze (Kirkland) and E. Richards regarding Committee's comments to second day orders and requested diligence.	Damast, Craig A.	0.30	277.50
02-Apr-19	Analyze memorandum regarding second day motions (.6); revise same (.2); discuss due diligence and additional comments to second day orders with E. Richards (.2); revise same (1.6).	Ferraioli, Raff	2.60	1,430.00
02-Apr-19	Review and revise summary of second day motions (.7); correspond with C. Whitmore regarding cash management (.4); review proposed mark-up of second day motions (.8).	Goren, Todd M.	1.90	2,185.00
02-Apr-19	Review materials provided by financial advisors in connection with certain second day relief (.6); review and revise memorandum to Committee regarding same (.5).	Marines, Jennifer L.	1.10	1,210.00
02-Apr-19	Discuss due diligence and additional comments to second day orders with R. Ferraioli (.2); revise second day orders and circulate same to Kirkland (1.8).	Richards, Erica J.	2.00	1,850.00
03-Apr-19	Review Committee comments to various second day orders (1.5); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.80	1,665.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
03-Apr-19	Call with Kirkland regarding first and second day motions and DIP status.	Goren, Todd M.	0.70	805.00
03-Apr-19	Review summary of second day motions and open questions regarding same (.8); call with Kirkland regarding first and second day motions and DIP status (.7).	Marinuzzi, Lorenzo	1.50	1,950.00
03-Apr-19	Prepare for (.3) and attend (.7) call with Kirkland regarding first and second day motions and DIP status; call with K. McGlynn (Alix) regarding same (.3).	Richards, Erica J.	1.30	1,202.50
05-Apr-19	Review objection of various utilities to Debtors' utilities motion (.4); correspond with Kirkland and internal working group regarding Debtors' comments to Committee markups of various second day order (.5); review same (.9).	Damast, Craig A.	1.80	1,665.00
05-Apr-19	Review updated drafts of first and second day orders from Kirkland.	Goren, Todd M.	0.60	690.00
05-Apr-19	Review objection to utilities motion.	Richards, Erica J.	0.10	92.50
06-Apr-19	Analyze revised proposed final first and second day orders (.9); correspond with internal working group regarding same (.5).	Ferraioli, Raff	1.40	770.00
06-Apr-19	Review updated drafts of first day orders.	Goren, Todd M.	0.40	460.00
06-Apr-19	Review Kirkland responses to Committee comments regarding various second day orders (.6); correspond with K. Richardson regarding assessment of Committee concerns and updated orders (.4).	Marinuzzi, Lorenzo	1.00	1,300.00
06-Apr-19	Review latest changes by Kirkland to proposed markups to certain second day motions (1.2); correspond with Committee professionals regarding same (.2).	Richardson Arnould, Ka	1.40	735.00
08-Apr-19	Review Entergy Energy objection to Debtors' utilities motion (.2); review PS&G joinder to objections to Debtors' utilities motion (.2).	Damast, Craig A.	0.40	370.00
08-Apr-19	Analyze revised first and second day orders.	Richards, Erica J.	0.80	740.00
09-Apr-19	Review Georgia Power objection to Debtors' utilities motion (.2); review Fleet Element's and various electric companies' objections to de minimis asset transaction procedures motion (.4); review TelePacific objection to Debtors' utilities' motion (.3); review US Bank's limited objection to Debtors' cash management motion (.2); correspond with internal working group regarding memoranda on various objections filed to first and second day motions (.3).	Damast, Craig A.	1.40	1,295.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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09-Apr-19	Discuss objections and other first and second day pleadings with K. Richardson and E. Richards (.2); analyze same (.6); draft memorandum regarding same (.4); correspond with K. Richardson regarding same (.1).	Ferraioli, Raff	1.30	715.00
09-Apr-19	Review objections to first and second day motions.	Goren, Todd M.	0.70	805.00
09-Apr-19	Review filed objections and other first and second day pleadings (.2); discuss same with R. Ferraioli and K. Richardson (.2).	Richards, Erica J.	0.40	370.00
09-Apr-19	Draft memorandum regarding all objections and other first and second day pleadings (6.9); discuss same with R. Ferraioli and E. Richards (.2).	Richardson Arnould, Ka	7.10	3,727.50
10-Apr-19	Review memorandum regarding objections to various second day orders for Committee (1.1); correspond with J. Luze (Kirkland) regarding same (.1); review revised first and second day orders reflecting Committee's comments (.8); correspond with internal working group regarding same (.2); correspond with J. Luze and E. Richards regarding same (.2).	Damast, Craig A.	2.40	2,220.00
10-Apr-19	Discuss next steps and pleadings with E. Richards.	Ferraioli, Raff	0.10	55.00
10-Apr-19	Revise draft memorandum regarding objections to various first and second day motions (1.0); discuss next steps and pleadings with R. Ferraioli (.1); review revised first and second day final orders (.1).	Richards, Erica J.	1.20	1,110.00
10-Apr-19	Finalize memorandum regarding objections to first and second day motions (2.1); correspond with E. Richards and revise same (1.0); analyze revised memorandum regarding objections to first and second day motions (.4).	Richardson Arnould, Ka	3.50	1,837.50
12-Apr-19	Review revised redline of cash management order.	Damast, Craig A.	0.20	185.00
12-Apr-19	Review updated drafts of first and second day orders.	Goren, Todd M.	0.80	920.00
12-Apr-19	Review further revised first and second day orders (.1); review draft Debtor replies in connection with same (.2).	Richards, Erica J.	0.30	277.50
12-Apr-19	Review docket and analyze recently filed motions to determine whether necessary to update Committee.	Richardson Arnould, Ka	2.20	1,155.00
15-Apr-19	Correspond with J. Luze (Kirkland) regarding final revisions to certain first and second day orders (.1); review same (.4).	Damast, Craig A.	0.50	462.50
15-Apr-19	Analyze revised proposed first and second day orders.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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15-Apr-19	Review all updated first day orders reflecting Committee and other input (1.6); review updated de minimis asset sale procedures order (.5).	Marinuzzi, Lorenzo	2.10	2,730.00
15-Apr-19	Review additional revisions to first and second day orders.	Richards, Erica J.	0.50	462.50
22-Apr-19	Review various signed first and second day orders.	Damast, Craig A.	0.80	740.00
Total: 025	First and Second Day Motions		179.40	130,645.00

Claims Investigation

13-Mar-19	Review analysis of potential claims regarding Uniti transaction, exchanges and Aurelius.	Goren, Todd M.	1.80	2,070.00
13-Mar-19	Analyze potential investigation streams.	Marines, Jennifer L.	3.00	3,300.00
15-Mar-19	Review correspondence regarding factual background to inform analysis of potential claims (.3); discuss potential securities claims with J. Greer (.3).	Birnbaum, Michael D.	0.60	675.00
15-Mar-19	Call with internal working group regarding case strategy and next steps regarding claims investigation (1.2); call with D. Kaufman, J. Hammar, L. Marinuzzi, J. Greer, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9).	Carey, Chrys A.	2.10	1,837.50
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); review Judge Farnan opinion regarding litigation regarding 2015 sale and leaseback transaction/Uniti spinoff and 2017 note exchanges (1.9).	Damast, Craig A.	3.10	2,867.50
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); analyze documents regarding prepetition transaction (1.8); correspond with internal working group regarding same (.1); conduct and analyze legal research regarding prepetition transaction and potential claims (1.9); correspond with K. Richardson regarding same (.2).	Ferraioli, Raff	5.20	2,860.00
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); correspond with CFTC/SEC team regarding same (.7); call with Milbank regarding potential claims (.6); review relevant regulations regarding same (.4).	Goren, Todd M.	2.90	3,335.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
15-Mar-19	Conduct legal research regarding equitable subordination, unjust enrichment and market manipulation claims (1.6); call with D. Kaufman, C. Carey, L. Marinuzzi, J. Hammar, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9); review correspondence regarding same (.6); review decision in prepetition litigation against Windstream (1.4); discuss potential securities claims with M. Birnbaum (.3); meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2).	Greer, Jocelyn Edith	6.00	4,200.00
15-Mar-19	Call with D. Kaufman, C. Carey, L. Marinuzzi, J. Greer, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9); review securities regulations in connection with potential claims (2.7); correspond with L. Marinuzzi and regulatory team regarding regulatory aspects of potential claims (.4).	Hammar, Julian E.	4.00	3,900.00
15-Mar-19	Analyze CDS and related transactions and potential recovery actions (3.3); call with J. Greer, C. Carey, L. Marinuzzi, J. Hammar, J. Schwartz and J. Marines regarding potential claims and CFTC guidance regarding same (.9).	Kaufman, David H.	4.20	5,145.00
15-Mar-19	Call with L. Marinuzzi regarding investigations (.5); call with D. Kaufman, C. Carey, L. Marinuzzi, J. Hammar, J. Schwartz and J. Greer regarding potential claims and CFTC guidance regarding same (.9); conduct legal research matters related to same (.6); review and analyze public documents related to target transactions (2.4); call with internal working group regarding case strategy and next steps regarding claims investigation (1.2).	Marines, Jennifer L.	5.60	6,160.00
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); call with J. Marines regarding investigations (.5); call with Milbank regarding potential claims (.6); correspond with J. Hammar and regulatory team regarding regulatory aspects of potential claims (.4); call with D. Kaufman, C. Carey, J. Marines, J. Hammar, J. Schwartz and J. Greer regarding potential claims and CFTC guidance regarding same (.9).	Marinuzzi, Lorenzo	3.60	4,680.00
15-Mar-19	Call with internal working group regarding case strategy and next steps regarding claims investigation.	Plymale, Rachael K.	1.20	834.00
15-Mar-19	Meet with internal working group regarding case strategy and next steps regarding claims investigation.	Richards, Erica J.	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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15-Mar-19	Correspond with internal working group regarding claims analysis and litigation strategy (.3); meet with internal working group regarding case strategy and next steps regarding claims investigation (1.2); review documents related to prepetition transaction and circulate to internal working group (2.2).	Richardson Arnould, Ka	3.70	1,942.50
15-Mar-19	Call with internal working group regarding case strategy and next steps regarding claims investigation (1.2); call with D. Kaufman, C. Carey, J. Marines, J. Hammar, L. Marinuzzi and J. Greer regarding potential claims and CFTC guidance regarding same (.9).	Schwartz, James	2.10	2,089.50
16-Mar-19	Review summary of issues (.6); call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, K. Kaufman, J. Marines and J. Schwartz regarding same (.4).	Carey, Chrys A.	1.60	1,400.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); review correspondence with determinations committee regarding same (.8); review relevant regulations in connection with same (.7).	Goren, Todd M.	2.10	2,415.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); correspond with Kirkland regarding call to discuss same (.2).	Greer, Jocelyn Edith	0.80	560.00
16-Mar-19	Review security rules regarding potential claims (1.9); review CFTC statement (1.1); call with internal working group regarding analysis of potential claims (.6); follow-up call with C. Carey, K. Kaufman, J. Marines and J. Schwartz regarding same (.4).	Hammar, Julian E.	4.00	3,900.00
16-Mar-19	Review challenge and response relating to deliverable status of certain Windstream notes (.9); call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, C. Carey, J. Marines and J. Schwartz regarding same (.4); review ISDA determination committee rules and standard auction settlement procedures (1.4); review ISDA credit default definitions (.6); conduct legal research regarding CFTC guidance relating claims relating to CDS transactions (.9).	Kaufman, David H.	4.80	5,880.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, K. Kaufman, C. Carey and J. Schwartz regarding same (.4).	Marines, Jennifer L.	1.00	1,100.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
16-Mar-19	Review materials regarding sale and leaseback for call with CFTC and SEC partners, investigation parameters (.8); call with internal working group regarding analysis of potential claims (.6); review requests to exclude Aurelius notes from auction (.6); review Aurelius reply (.7).	Marinuzzi, Lorenzo	2.70	3,510.00
16-Mar-19	Call with internal working group regarding analysis of potential claims (.6); follow-up call with J. Hammar, K. Kaufman, J. Marines and C. Carey regarding same (.4); review ISDA materials regarding determinations Committees (2.5).	Schwartz, James	3.50	3,482.50
17-Mar-19	Call with D. Kaufman, J. Hammar and J. Schwartz regarding analysis of potential claims relating to CDS and status of CDS auction (.4); review determinations committee materials (1.1).	Carey, Chrys A.	1.50	1,312.50
17-Mar-19	Review Uniti transaction and prepetition litigation regarding same and potential claims.	Damast, Craig A.	2.80	2,590.00
17-Mar-19	Correspond with D. Kaufman regarding potential claims.	Greer, Jocelyn Edith	0.10	70.00
17-Mar-19	Draft memorandum per request from L. Marinuzzi regarding potential Commodity Exchange Act and federal securities laws claims (5.7); call with D. Kaufman, C. Carey and J. Schwartz regarding analysis of potential claims relating to CDS and status of CDS auction (.4).	Hammar, Julian E.	6.10	5,947.50
17-Mar-19	Review ISDA credit default rules and auction procedures (.4); call with J. Marines regarding same (.5); call with J. Hammar, C. Carey and J. Schwartz regarding analysis of potential claims relating to CDS and status of CDS auction (.4); review initial drafts of memoranda relating to claims and auction status (1.9); provide comments to J. Hammar and J. Schwartz regarding draft memoranda (.6).	Kaufman, David H.	3.80	4,655.00
17-Mar-19	Call with D. Kaufman regarding ISDA credit default rules and auction procedures.	Marines, Jennifer L.	0.50	550.00
17-Mar-19	Review determinations committees rules (3.2); review and revise draft document request (2.4); draft summary of challenge, response and related procedural matters in connection with determinations committee (2.3); call with D. Kaufman, J. Hammar and C. Carey regarding analysis of potential claims relating to CDS and status of CDS auction (.4).	Schwartz, James	8.30	8,258.50
18-Mar-19	Correspond with internal working group regarding Uniti transaction and analysis.	Damast, Craig A.	0.40	370.00
18-Mar-19	Review analysis of CFTC/SEC regulations.	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Mar-19	Call with R. Howell (Kirkland) regarding Aurelius litigation (.2); correspond with R. Howell (Kirkland) regarding trial documents and call regarding potential claims (.3); conduct legal research regarding potential claims, including equitable subordination and unjust enrichment (3.5); draft memorandum regarding same (2.5).	Greer, Jocelyn Edith	6.50	4,550.00
18-Mar-19	Review revisions to jurisdiction memorandum and reply.	Hammar, Julian E.	0.90	877.50
18-Mar-19	Revise draft of memorandum analyzing status of CDS and CFTC guidance (1.3); correspond with J. Hammar regarding comments to same (.2); make further revisions to memorandum (.2); review CDS summary memorandum (.4); call with J. Schwartz regarding same (.7); circulate drafts of memorandum, summary and document request items (.2); review ISDA DC website (.1); circulate latest notice published on same (.1); correspond with L. Marinuzzi regarding latest publication on same (.2); review standard auction procedures (.4).	Kaufman, David H.	3.80	4,655.00
18-Mar-19	Call with D. Kaufman regarding CDS summary memorandum (.7); further revise same (.7).	Schwartz, James	1.40	1,393.00
19-Mar-19	Review memorandum regarding potential claims.	Birnbaum, Michael D.	0.20	225.00
19-Mar-19	Review and analyze sale and leaseback transaction and potential claims.	Damast, Craig A.	1.20	1,110.00
19-Mar-19	Meet with T. Goren, J. Greer and E. Richards regarding potential recharacterization claim.	Dopsch, Peter C.	0.50	575.00
19-Mar-19	Conduct and analyze legal research regarding prepetition transaction and claims related to same.	Ferraioli, Raff	2.40	1,320.00
19-Mar-19	Meet with P. Dopsch, J. Greer and E. Richards regarding potential recharacterization claim (.5); review materials regarding Aurelius CDS auction (.9); correspond with Kirkland regarding call on Aurelius litigation (.2).	Goren, Todd M.	1.60	1,840.00
19-Mar-19	Finalize memorandum of potential claims and circulate to J. Levitt and M. Birnbaum (1.1); schedule call with Kirkland litigation team regarding Aurelius litigation (.3); meet with T. Goren, P. Dopsch and E. Richards regarding recharacterization claim (.5); review docket and trial transcript in Windstream-Aurelius litigation (4.9); draft memorandum regarding same (1.6).	Greer, Jocelyn Edith	8.40	5,880.00
19-Mar-19	Review materials prepared by CFTC/securities team regarding claims investigation (2.4); review indenture regarding same (.2).	Marines, Jennifer L.	2.60	2,860.00

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
19-Mar-19	Review equitable subordination claims and impact of assignment vs. sale (1.1); review second lien exchange and collateral grants (.9); review OID matters on unsecured notes (.7).	Marinuzzi, Lorenzo	2.70	3,510.00
19-Mar-19	Meet with T. Goren, J. Greer and P. Dopsch regarding recharacterization claim.	Richards, Erica J.	0.50	462.50
20-Mar-19	Review summary of issues raised in Aurelius lawsuit and provide comments to same.	Carey, Chrys A.	0.70	612.50
20-Mar-19	Review and analyze sale and leaseback transaction, Aurelius/US Bank litigation and potential claims (2.1); conduct legal research regarding same (.5).	Damast, Craig A.	2.60	2,405.00
20-Mar-19	Conduct and analyze research regarding prepetition transaction and claims related to same (2.7); draft memorandum regarding same (.9); discuss claims investigation and related research with K. Richardson (.3).	Ferraioli, Raff	3.90	2,145.00
20-Mar-19	Review materials regarding elements of recharacterization claim (1.0); draft topics for discussion with Kirkland litigation team regarding potential claims (.3); correspond with M. Birnbaum regarding same (.3); conduct legal research regarding equitable insubordination claim and precedent transactions (6.0); correspond with internal working group regarding Aurelius litigation documents (.3).	Greer, Jocelyn Edith	7.90	5,530.00
20-Mar-19	Review and analyze documents in dataroom in connection with investigation.	Marines, Jennifer L.	2.80	3,080.00
20-Mar-19	Discuss claims investigation and related research with R. Ferraioli (.3); conduct and analyze legal research regarding same (.9).	Richardson Arnould, Ka	1.20	630.00
21-Mar-19	Correspond with J. Greer regarding potential claims.	Birnbaum, Michael D.	0.20	225.00
21-Mar-19	Review documents related to underlying sale leaseback transaction (1.0); meet with J. Greer regarding recharacterization claim (.5).	Dopsch, Peter C.	1.50	1,725.00
21-Mar-19	Conduct and analyze legal research regarding prepetition transaction and claims related to same (4.6); draft memorandum regarding same (1.6); discuss same with K. Richardson (.4).	Ferraioli, Raff	6.60	3,630.00
21-Mar-19	Correspond with internal working group regarding Aurelius litigation (.4); call with Kirkland regarding same (.5); review relevant documents regarding same (.7).	Goren, Todd M.	1.60	1,840.00
21-Mar-19	Call with Kirkland regarding Aurelius litigation (.5); correspond with J. Levitt regarding same (.5); meet with P. Dopsch regarding recharacterization claim (.5).	Greer, Jocelyn Edith	1.50	1,050.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
21-Mar-19	Review earning call and other investor related materials in connection with Uniti transaction (2.0); review and revise document requests (1.1); review research regarding subsequent transferees (1.0); review determination Committee's determination regarding note auction (1.5).	Marines, Jennifer L.	5.60	6,160.00
21-Mar-19	Review ISDA materials for note auction (.5); call with Kirkland regarding Aurelius litigation (.5).	Marinuzzi, Lorenzo	1.00	1,300.00
21-Mar-19	Call with Kirkland regarding Aurelius litigation.	Richards, Erica J.	0.50	462.50
21-Mar-19	Review memorandum regarding prepetition transaction and claims related to same (.4); discuss same with R. Ferraioli (.4).	Richardson Arnould, Ka	0.80	420.00
22-Mar-19	Conduct and analyze research regarding prepetition transaction and claims related to same (1.2); draft memorandum regarding same (1.9); discuss same with L. Marinuzzi (.2); discuss research of same with K. Richardson (.5).	Ferraioli, Raff	3.80	2,090.00
22-Mar-19	Review draft letter to IIG's counsel (.3); correspond with J. Haims regarding comments (.2); revise letter per client's comments (.2); correspond with J. Haims regarding same (.3); conduct legal research regarding potential claims (2.6); draft memorandum regarding same (.5).	Greer, Jocelyn Edith	4.10	2,870.00
22-Mar-19	Analyze sale and leaseback transaction (1.1); analyze 2017 exchange (1.0).	Marines, Jennifer L.	2.10	2,310.00
22-Mar-19	Review status of equitable subordination law and transferee liability (1.4); discuss memorandum regarding prepetition transaction and claims related to same with R. Ferraioli (.2).	Marinuzzi, Lorenzo	1.60	2,080.00
22-Mar-19	Analyze indenture and TIA (2.0); analyze litigation summaries to identify relationships between entities (.5); draft memorandum regarding findings (.5); discuss research regarding prepetition transaction and claims related to same with R. Ferraioli (.5).	Richardson Arnould, Ka	3.50	1,837.50
25-Mar-19	Revise memorandum regarding potential claims (3.0); discuss revisions and additions to same with J. Levitt (.5).	Greer, Jocelyn Edith	3.50	2,450.00
25-Mar-19	Review memorandum regarding potential claims (2.0); discuss revisions and additions to same with J. Greer (.5).	Levitt, Jamie A.	2.50	3,062.50
25-Mar-19	Review auction settlement terms (.6); review trial transcripts and exhibits relating to prepetition litigation (4.2); correspond with internal litigation, securities and CFTC teams regarding investigation (.5); review and revise draft request for productions (.5).	Marines, Jennifer L.	5.80	6,380.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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25-Mar-19	Review updates from J. Levitt and J. Marines regarding claims investigation.	Marinuzzi, Lorenzo	1.10	1,430.00
26-Mar-19	Correspond with E. Richards regarding memorandum on prepetition transaction and potential claims.	Ferraioli, Raff	0.10	55.00
26-Mar-19	Correspond with P. Dopsch regarding meeting to discuss recharacterization claim (.1); call with E. Richards regarding claims investigation (.2); revise memorandum regarding claims investigation (9.2); analyze true sale opinion to research recharacterization claim (.7).	Greer, Jocelyn Edith	10.20	7,140.00
26-Mar-19	Review, revise and analyze outline of claims investigation (2.3) and underlying document demands (1.3).	Marines, Jennifer L.	3.60	3,960.00
26-Mar-19	Review draft memorandum regarding claims subordination (.4); call with J. Greer regarding claims investigation (.2).	Richards, Erica J.	0.60	555.00
27-Mar-19	Discuss recharacterization claims with J. Greer (.5); further review same (1.0).	Dopsch, Peter C.	1.50	1,725.00
27-Mar-19	Correspond with internal working group regarding status update and research on prepetition transaction and related claims.	Ferraioli, Raff	0.20	110.00
27-Mar-19	Review elements of recharacterization claim (2.0); meet with P. Dopsch regarding same (.5); revise memorandum regarding potential claims against Aurelius (2.2).	Greer, Jocelyn Edith	4.70	3,290.00
27-Mar-19	Review claims investigation memorandum.	Levitt, Jamie A.	3.00	3,675.00
27-Mar-19	Conduct legal research and analyze matters relating to 2017 exchange (2.9); review research regarding equitable subordination (1.0).	Marines, Jennifer L.	3.90	4,290.00
28-Mar-19	Review commercial terms of underlying sale leaseback with A. Masykanova (.2); review structure of transaction (.6); follow up on open points in analysis (.7).	Dopsch, Peter C.	1.50	1,725.00
28-Mar-19	Analyze comments to memorandum regarding prepetition transactions and related claims (.2); revise same (.4); conduct and analyze research regarding same (.7).	Ferraioli, Raff	1.30	715.00
28-Mar-19	Review and revise memorandum regarding potential claims.	Goren, Todd M.	1.40	1,610.00
28-Mar-19	Revise draft memorandum regarding potential claims (6.1); circulate same to J. Levitt, L. Marinuzzi, T. Goren, J. Marines and E. Richards (.3); discuss revisions to claims memorandum with J. Levitt (.5).	Greer, Jocelyn Edith	6.90	4,830.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
28-Mar-19	Review revised claims investigation memorandum (2.5); review research for claims memorandum (2.0); discuss revisions to claims memorandum with J. Greer (.5); correspond with T. Goren and J. Greer regarding same (.8).	Levitt, Jamie A.	5.80	7,105.00
28-Mar-19	Review research regarding equitable subordination claim and defenses (2.0); review bases of securities law violations (2.0) and CFTC rulings in connection with claims investigation (1.3).	Marines, Jennifer L.	5.30	5,830.00
28-Mar-19	Review draft memorandum regarding potential claims (1.1); review authorities cited therein (.9); correspond with internal working group regarding suggestions for memoranda and additional research (.6).	Marinuzzi, Lorenzo	2.60	3,380.00
28-Mar-19	Review commercial terms of underlying sale leaseback with P. Dopsch (.2); review and summarize relevant agreements (4.9).	Masykanova, Aisulu	5.10	4,309.50
28-Mar-19	Analyze correspondence and background materials regarding claims investigation and related issues.	Richards, Erica J.	1.10	1,017.50
29-Mar-19	Discuss collateral and leaseback issues with A. Masykanova and P. Dopsch (.5); conduct legal research and analyze case law regarding sale and leasebacks (1.0).	Anabi, Andrew Issa	1.50	787.50
29-Mar-19	Discuss collateral and leaseback issues with A. Masykanova and A. Anabi.	Dopsch, Peter C.	0.50	575.00
29-Mar-19	Correspond with J. Greer regarding prepetition transactions and related claims (.1); analyze status of draft memorandum regarding same (.1).	Ferraioli, Raff	0.20	110.00
29-Mar-19	Revised memorandum regarding potential claims (3.0); correspond with E. Richards regarding memorandum regarding potential claims (.1); correspond with R. Ferraioli regarding same (.3).	Greer, Jocelyn Edith	3.40	2,380.00
29-Mar-19	Correspond with internal working group regarding revisions to claims memorandum and additional research for same (.8); review revised draft of claims memorandum (1.0).	Levitt, Jamie A.	1.80	2,205.00
29-Mar-19	Review and revise memorandum to Committee regarding potential claims (2.8); analyze research regarding equitable subordination (.8); review necessary diligence items (.6).	Marines, Jennifer L.	4.20	4,620.00
29-Mar-19	Review collateral and leaseback issues (1.7); discuss same with P. Dopsch and A. Anabi (.5).	Masykanova, Aisulu	2.20	1,859.00
29-Mar-19	Correspond with J. Greer regarding claims investigation.	Richards, Erica J.	0.20	185.00
01-Apr-19	Conduct legal research and analyze case law regarding sale and leasebacks.	Anabi, Andrew Issa	3.40	1,785.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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01-Apr-19	Revise memorandum of potential claims.	Greer, Jocelyn Edith	2.00	1,400.00
01-Apr-19	Review ISDA determinations and related auction materials (1.0); review research related to issuance of notes (1.0); review Uniti transaction (1.2); review public disclosures (.9).	Marines, Jennifer L.	4.10	4,510.00
01-Apr-19	Review ISDA bidder list and other filings for notes auction in connection with claims investigation.	Marinuzzi, Lorenzo	0.50	650.00
02-Apr-19	Conduct legal research and analyze case law regarding sale and leasebacks.	Anabi, Andrew Issa	3.10	1,627.50
02-Apr-19	Revise memorandum regarding potential claims (2.1); conduct legal research regarding outstanding questions in memorandum on potential claims (4.9); correspond with S. Rappoport regarding background materials (.1); call with S. Rappoport regarding memorandum in connection with potential claims (.2).	Greer, Jocelyn Edith	7.30	5,110.00
02-Apr-19	Review memorandum regarding potential claims (1.1); call with J. Greer regarding same (.2).	Rappoport, Steve	1.30	1,163.50
02-Apr-19	Correspond with J. Greer regarding equitable subordination research.	Richards, Erica J.	0.10	92.50
03-Apr-19	Conduct legal research and prepare summary of case law regarding leasebacks and true sales (6.3); meet with P. Dopsch regarding review of underlying sale leaseback documents (.2).	Anabi, Andrew Issa	6.50	3,412.50
03-Apr-19	Conduct legal research regarding potential claim (.2); discuss same with J. Greer (.3).	Birnbaum, Michael D.	0.50	562.50
03-Apr-19	Call with J. Greer regarding true sale analysis (.3); review open points regarding review of underlying sale leaseback documents (.5); meet with A. Anabi regarding same (.2).	Dopsch, Peter C.	1.00	1,150.00
03-Apr-19	Call with L. Marinuzzi, J. Marines and D. Kaufman regarding auction procedures.	Goren, Todd M.	0.50	575.00
03-Apr-19	Call with P. Dopsch regarding true sale analysis (.3); revise memorandum regarding potential claims (4.0); correspond with J. Levitt and J. Marines regarding same (.3); discuss potential claim with M. Birnbaum (.3); review Services-Aurelius litigation trial exhibits (.3); compile documents relevant to sale-leaseback transaction for P. Dopsch and A. Masyllkanova (.2).	Greer, Jocelyn Edith	5.40	3,780.00
03-Apr-19	Call with L. Marinuzzi, J. Marines and T. Goren regarding auction procedures (.5); review terms of auction and procedures (.6); call with R. Grove regarding auction procedures (.2).	Kaufman, David H.	1.30	1,592.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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03-Apr-19	Review transaction and pending note auction (2.2); call with L. Marinuzzi, D. Kaufman and T. Goren regarding auction procedures (.5); review Uniti transaction and related document requests (1.7); review note exchange transaction (1.0) and related research in connection with claims (.6).	Marines, Jennifer L.	6.00	6,600.00
03-Apr-19	Call with D. Kaufman, J. Marines and T. Goren regarding auction procedures (.5); review case law on subordination and transferee liability (1.1); review ISDA procedures and process for transfers (.6); review Uniti transaction and workstreams for analysis (.9); review legal predicate for recharacterization claims and impact regarding avoidance action claims (.8).	Marinuzzi, Lorenzo	3.90	5,070.00
03-Apr-19	Provide comments to investigation workstream tracker.	Richards, Erica J.	0.20	185.00
03-Apr-19	Draft workstream tracker regarding all major transactions and summarizing each (3.8); correspond with E. Richards regarding workstream tracker (.1).	Richardson Arnould, Ka	3.90	2,047.50
04-Apr-19	Correspond with F. Munshi (Perella) and internal working group regarding results and impact of Windstream's CDS auction (.4); conduct legal research regarding credit default swaps and CDS auctions (1.8); discuss claims investigation workstreams, status and memorandum with R. Ferraioli (.3); correspond with B. Mendelsohn (Perella) and internal working group regarding meeting and status (.3).	Damast, Craig A.	2.80	2,590.00
04-Apr-19	Conduct and analyze legal research regarding prepetition transactions and related claims (.9); draft memorandum regarding same (.8); discuss claims investigation workstreams, status and memorandum with C. Damast (.3); correspond with J. Greer (.1) and E. Richards (.1) regarding same.	Ferraioli, Raff	2.20	1,210.00
04-Apr-19	Review and revise memorandum regarding potential claims (.6); correspond with Perella regarding results of CDS auction (.3).	Goren, Todd M.	0.90	1,035.00
04-Apr-19	Revise memorandum regarding potential claims (1.0); review services litigation exhibits (1.5); call with D. Kaufman regarding memorandum regarding potential claims (.3); correspond with R. Ferraioli and J. Marines regarding memorandum in connection with potential claims (.5).	Greer, Jocelyn Edith	3.30	2,310.00
04-Apr-19	Review index of CDS cases (.3); send same to D. Kaufman (.2).	Hammar, Julian E.	0.50	487.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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04-Apr-19	Call with J. Greer regarding memorandum in connection with potential claims (.3); review same (.7); correspond with J. Greer regarding revisions on same (.1).	Kaufman, David H.	1.10	1,347.50
04-Apr-19	Review and revise task memorandum regarding claims investigation (1.0); review and revise memorandum regarding law underlying securities causes of action and equitable subordination (2.0); review trial transcripts related to US Bank litigation (1.0).	Marines, Jennifer L.	4.00	4,400.00
04-Apr-19	Review status of CDS auction and impact on market (.4); review correspondence from A. Tracey (Perella) regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
04-Apr-19	Revise investigation workstream tracking chart.	Richards, Erica J.	0.90	832.50
05-Apr-19	Conduct legal research regarding credit default swaps and CDS auctions (1.8); analyze litigation and potential claims (.7).	Damast, Craig A.	2.50	2,312.50
05-Apr-19	Correspond with D. Kaufman regarding results of CDS auction.	Goren, Todd M.	0.20	230.00
05-Apr-19	Correspond with J. Levitt and S. Rappoport regarding claims memorandum.	Greer, Jocelyn Edith	0.30	210.00
05-Apr-19	Locate and circulate detailed information regarding bid, offers and results of Windstream ISDA auction.	Kaufman, David H.	0.10	122.50
05-Apr-19	Review and revise investigation task, research and discovery checklist (1.0); review results of note auction in connection with claims investigation (.5).	Marines, Jennifer L.	1.50	1,650.00
05-Apr-19	Review legal research regarding good faith defenses to subordination claims.	Richards, Erica J.	0.20	185.00
08-Apr-19	Conduct legal research and prepare summary of case law regarding leasebacks and true sales.	Anabi, Andrew Issa	3.70	1,942.50
08-Apr-19	Discuss claims investigation workstream tracker with K. Richardson (.4); review same (.3).	Damast, Craig A.	0.70	647.50
08-Apr-19	Revise claims memorandum.	Greer, Jocelyn Edith	2.00	1,400.00
08-Apr-19	Revise claims investigation workstream tracker.	Richards, Erica J.	0.30	277.50
08-Apr-19	Revise claims investigation workstream tracker (.4); discuss same with C. Damast (.4).	Richardson Arnould, Ka	0.80	420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); correspond with P. Dopsch regarding claims investigation and next steps (.3); review sale-leaseback transaction and possible claims (1.8); discuss claims investigation workstream tracker with K. Richardson (.3); discuss claims investigation, tracker and next steps with J. Greer (.2) and T. Goren (.3); correspond with internal working group and claims investigation team regarding status and next steps (.3).	Damast, Craig A.	3.70	3,422.50
09-Apr-19	Begin research and retrieve various pleadings regarding precedent in Windstream vs. Aurelius district court case.	Delehanty, Danielle Ei	1.30	468.00
09-Apr-19	Further review of recharacterization of case law update and review items for proposed document request (1.0); discuss claims investigation status and workstreams with internal working group (.5).	Dopsch, Peter C.	1.50	1,725.00
09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); discuss claims investigation, tracker and next steps with C. Damast (.3).	Goren, Todd M.	0.80	920.00
09-Apr-19	Correspond with K. Richardson regarding Windstream workstream tracker (.3); discuss claims investigation status and workstreams with internal working group (.5); discuss Uniti claims investigation, tracker and next steps with C. Damast (.2).	Greer, Jocelyn Edith	1.00	700.00
09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); conduct legal research and analyze investigation related to notes (2.0).	Marines, Jennifer L.	2.50	2,750.00
09-Apr-19	Discuss claims investigation status and workstreams with internal working group (.5); review proposed draft task list (.9).	Marinuzzi, Lorenzo	1.40	1,820.00
09-Apr-19	Correspond with P. Dopsch and J. Greer regarding review.	Masykanova, Aisulu	0.20	169.00
09-Apr-19	Revise workstream status chart (.8); discuss claims investigation status and workstreams with internal working group (.5).	Richards, Erica J.	1.30	1,202.50
09-Apr-19	Discuss claims investigation workstream tracker with C. Damast.	Richardson Arnould, Ka	0.30	157.50
10-Apr-19	Conduct legal research and prepare summary of case law regarding leasebacks and true sales (3.4); call with P. Dopsch and A. Masykanova regarding same (.4); prepare memorandum of true sale research (.3).	Anabi, Andrew Issa	4.10	2,152.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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10-Apr-19	Prepare binders regarding precedent in Windstream vs. Aurelius district court case.	Delehanty, Danielle Ei	3.00	1,080.00
10-Apr-19	Call with A. Anabi and A. Masykanova regarding research and summary of case law regarding leasebacks and true sales (.4); review additional materials provided regarding sale leaseback transaction (.6).	Dopsch, Peter C.	1.00	1,150.00
10-Apr-19	Discuss memorandum regarding potential claims with E. Richards (.4); revise same (.1).	Ferraioli, Raff	0.50	275.00
10-Apr-19	Review updated claims investigation research.	Levitt, Jamie A.	1.10	1,347.50
10-Apr-19	Call with A. Anabi and P. Dopsch regarding research and summary of case law regarding leasebacks and true sales (.4); review relevant documents (1.1).	Masykanova, Aisulu	1.50	1,267.50
10-Apr-19	Discuss memorandum regarding potential claims with R. Ferraioli.	Richards, Erica J.	0.40	370.00
11-Apr-19	Research updates in case law on true sales within leaseback transactions (.3); prepare memorandum of true sale research (1.3).	Anabi, Andrew Issa	1.60	840.00
11-Apr-19	Review Uniti transaction and possible claims (1.2); meet with finance and litigation teams regarding potential recharacterization claims (1.0); correspond with internal working group regarding claims investigation auction items and next steps (.7); discuss claims investigation workstream tracker with K. Richardson (.3); correspond with D. MacGreevey (Alix) and L. Marinuzzi regarding GAAP expert (.2).	Damast, Craig A.	3.40	3,145.00
11-Apr-19	Review Aurelius district court case binders.	Delehanty, Danielle Ei	1.30	468.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Dopsch, Peter C.	1.00	1,150.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Ferraioli, Raff	1.00	550.00
11-Apr-19	Discuss investigation tasks related to note issuances and exchanges with E. Richards (.5); review same (2.2).	Good, Thomas H.	2.70	2,025.00
11-Apr-19	Review materials regarding potential claims (.7); meet with finance and litigation teams regarding potential recharacterization claims (1.0).	Goren, Todd M.	1.70	1,955.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Greer, Jocelyn Edith	1.00	700.00
11-Apr-19	Review legal issues and revised claims memorandum post auction.	Levitt, Jamie A.	1.20	1,470.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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11-Apr-19	Review trial transcripts and materials related to Uniti transaction (2.9); meet with finance and litigation teams regarding potential recharacterization claims (1.0).	Marines, Jennifer L.	3.90	4,290.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims (1.0); correspond with D. MacGreevey (Alix) regarding GAAP expert for investigations (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
11-Apr-19	Meet with finance and litigation teams regarding potential recharacterization claims.	Masykanova, Aisulu	1.00	845.00
11-Apr-19	Discuss investigation tasks related to note issuances and exchanges with T. Good (.5); follow-up correspondence regarding same (.2).	Richards, Erica J.	0.70	647.50
11-Apr-19	Revise investigation workstream tracker (1.0); discuss claims investigation workstream tracker with C. Damast (.3).	Richardson Arnould, Ka	1.30	682.50
12-Apr-19	Conduct legal research and prepare summary of updates regarding case law on true sale and leasebacks (3.7); prepare memorandum of true sale research (2.0).	Anabi, Andrew Issa	5.70	2,992.50
12-Apr-19	Correspond with Alix team and L. Marinuzzi regarding GAAP issues and arranging call with Alix team regarding same (.8); correspond with investigation team regarding same (.4); discuss claims investigation tracker and revisions with K. Richardson (.5); revise same (.9); conduct sale leaseback and recharacterization research (1.2).	Damast, Craig A.	3.80	3,515.00
12-Apr-19	Call with T. Good regarding claims investigation (.3); conduct and analyze legal research in connection with same (.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	0.70	385.00
12-Apr-19	Analyze case record and credit documents (2.9); draft summary memorandum (3.2); call with R. Ferraioli regarding claims investigation (.3).	Good, Thomas H.	6.40	4,800.00
12-Apr-19	Revise memorandum regarding claims.	Greer, Jocelyn Edith	2.00	1,400.00
12-Apr-19	Review and revise legal memorandum regarding claims.	Marines, Jennifer L.	2.80	3,080.00
12-Apr-19	Review latest claims memorandum.	Rappoport, Steve	0.50	447.50
12-Apr-19	Draft claims investigation workstream tracker (1.0); discuss same and revisions with C. Damast (.5); revise draft regarding same (.6).	Richardson Arnould, Ka	2.10	1,102.50
13-Apr-19	Analyze correspondence regarding claims investigation.	Ferraioli, Raff	0.10	55.00
13-Apr-19	Review and revise claims memorandum (1.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	2.00	2,450.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

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14-Apr-19	Correspond with internal working group regarding claims and applicable statutes of limitation.	Damast, Craig A.	0.50	462.50
14-Apr-19	Analyze correspondence regarding claims investigation.	Ferraioli, Raff	0.20	110.00
14-Apr-19	Correspond with internal working group regarding claims (.3); review correspondence regarding statuses of limitation regarding claims (.3).	Goren, Todd M.	0.60	690.00
14-Apr-19	Review draft of potential claims memorandum (.3); review DC Committee Rules and DC Committee Settlement terms relating to undertaking of party delivering security into auction (.3); review Committee Article 8 with respect to deemed representations of party delivering security or security entitlement (.2); review ISDA Credit Default Definitions relating to obligations of party making physical settlement (.3).	Kaufman, David H.	1.10	1,347.50
14-Apr-19	Review and revise claims memorandum (2.4); review case law (1.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	4.40	5,390.00
15-Apr-19	Conduct legal research regarding statutes of limitation for equitable claims (.7); call with Alix regarding claims investigation (1.0); conduct legal research regarding recharacterization of sale leaseback transactions (.9); correspond with A. Masyllkanova regarding same (.3).	Damast, Craig A.	2.90	2,682.50
15-Apr-19	Call with Alix regarding claims investigation.	Dopsch, Peter C.	1.00	1,150.00
15-Apr-19	Meet with internal working group regarding claims investigation (.9); conduct and analyze legal research regarding discovery (.9); call with Alix regarding claims investigation (1.0); analyze correspondence regarding potential claims and status of investigation workstreams (.3).	Ferraioli, Raff	3.10	1,705.00
15-Apr-19	Review credit documents and associated SEC filings by Debtor (2.4); draft memorandum summarizing exchange offer transactions (2.7).	Good, Thomas H.	5.10	3,825.00
15-Apr-19	Correspond with internal working group regarding open points in claims investigation (.4); review indenture regarding same (.6); meet with internal working group regarding claims investigation (.9).	Goren, Todd M.	1.90	2,185.00
15-Apr-19	Revise memorandum regarding claims (.9); meet with internal working group regarding claims investigation (.9).	Greer, Jocelyn Edith	1.80	1,260.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

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15-Apr-19	Review Committee Article 8 deemed representations for transfer or a security or security entitlement (.2); call with J. Levitt regarding auction and CDS issues for claims investigation (.8); review ISDA Credit Default Definitions and Auction Settlement Terms (.4); meet with internal working group regarding claims investigation (.9), prepare and send excerpt from ISDA Credit Default definitions to internal working group (.3).	Kaufman, David H.	2.60	3,185.00
15-Apr-19	Meet with internal working group regarding claims investigation (.9); call with D. Kaufman regarding auction and CDS issues for claims investigation (.8).	Levitt, Jamie A.	1.70	2,082.50
15-Apr-19	Review and revise legal memorandum regarding securities law and other market based claims in connection with investigation (3.4); meet with internal working group regarding claims investigation (.9); review ISDA auction documents (.9).	Marines, Jennifer L.	5.20	5,720.00
15-Apr-19	Meet with internal working group regarding claims investigation (.9); review recharacterization precedent (.6).	Marinuzzi, Lorenzo	1.50	1,950.00
15-Apr-19	Review documents in connection with claims investigation (3.9); call with Alix regarding claims investigation (1.0).	Masyllkanova, Aisulu	4.90	4,140.50
15-Apr-19	Meet with internal working group regarding claims investigation.	Rappoport, Steve	0.90	805.50
16-Apr-19	Conduct legal research and prepare summary of any updates regarding case law on true sale and leasebacks.	Anabi, Andrew Issa	5.00	2,625.00
16-Apr-19	Review correspondence regarding investigation status.	Dopsch, Peter C.	0.30	345.00
16-Apr-19	Review ISDA definitions and deemed representations of CDS parties (.6); review ISDA settlement auction settlement terms and customer physical settlement requirements (.3).	Kaufman, David H.	0.90	1,102.50
17-Apr-19	Discuss status of investigation workstreams with internal working group (.4); review subsequent draft of same (.6); discuss Uniti claims investigation tracker and revisions with K. Richardson (.5); review same (1.0).	Damast, Craig A.	2.50	2,312.50
17-Apr-19	Discuss status of investigation workstreams with internal working group (.4); conduct and analyze legal research regarding claims investigation (1.7).	Ferraioli, Raff	2.10	1,155.00
17-Apr-19	Draft memorandum summarizing debt exchange transactions (1.9); review credit documents and SEC filings (1.8).	Good, Thomas H.	3.70	2,775.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

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17-Apr-19	Discuss status of investigation workstreams with internal working group (.4); review investigation tracker (.2); review and revise memorandum regarding potential claims (.8).	Goren, Todd M.	1.40	1,610.00
17-Apr-19	Coordinate strategy outline for Committee presentation regarding lines of investigation, discovery and open issues.	Marines, Jennifer L.	1.50	1,650.00
17-Apr-19	Review updates to dataroom regarding Uniti transaction (.9); correspond with J. Levitt regarding coordination with Debtors' newly-formed investigation Committee (.5); review outline of analysis regarding claims (.5); discuss Uniti strategy with B. Mendelsohn (Perella) (.3).	Marinuzzi, Lorenzo	2.20	2,860.00
17-Apr-19	Review transaction documents and summarize documents and findings (1.8); review relevant cases and articles (1.2); call with P. Dopsch and A. Anabi regarding due diligence review of leaseback documents (.8).	Masykanova, Aisulu	3.80	3,211.00
17-Apr-19	Discuss claims investigation tracker and revisions with C. Damast (.5); revise same (.2); revise investigations workstream tracker (.6).	Richardson Arnould, Ka	1.30	682.50
18-Apr-19	Review and prepare materials regarding recharacterization analysis (4.8); research case law regarding security interests in lieu of true sales (.5).	Anabi, Andrew Issa	5.30	2,782.50
18-Apr-19	Correspond with internal working group and Kirkland team regarding Debtors' claims investigation Committee and members (.2); correspond with R. Ferraioli and K. Richardson regarding draft presentation to Committee regarding claims (.4); review claims investigation and statute of limitations research (.4); discuss same with R. Ferraioli (.4); meet with internal working group regarding Uniti investigation status (1.1); correspond with R. Ferraioli regarding research on collapsing transactions in fraudulent transfer context (.2); review same (.2).	Damast, Craig A.	2.90	2,682.50
18-Apr-19	Review materials prepared by A. Masykanova regarding analysis in connection with sale leaseback (.9); meet with internal working group regarding Uniti investigation status (1.1).	Dopsch, Peter C.	2.00	2,300.00
18-Apr-19	Conduct and analyze legal research in connection with investigation (.8); meet with internal meeting regarding Uniti investigation status (1.1); discuss claims investigation and statute of limitations with C. Damast (.4).	Ferraioli, Raff	2.30	1,265.00
18-Apr-19	Draft memorandum summarizing debt exchange transactions (2.9); review credit documents (.9).	Good, Thomas H.	3.80	2,850.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
18-Apr-19	Call with internal working group regarding Uniti investigation status (1.1); review and analyze investigation tracker regarding open projects (.1).	Goren, Todd M.	1.20	1,380.00
18-Apr-19	Revise workstream tracker.	Greer, Jocelyn Edith	0.50	350.00
18-Apr-19	Review updated claims memorandum and research (2); correspond with internal working group regarding claims research (.5).	Levitt, Jamie A.	2.50	3,062.50
18-Apr-19	Review task list regarding investigation (.6); meet with internal working group regarding Uniti investigation status (1.1); review factual memorandum regarding Uniti transaction background (1.2).	Marines, Jennifer L.	2.90	3,190.00
18-Apr-19	Review relevant transaction documents (1.9); call with internal working group regarding Uniti investigation status (1.1); revise summaries of transaction and analysis (.4).	Masykanova, Aisulu	3.40	2,873.00
18-Apr-19	Prepare presentation regarding investigation for Committee (1.8); revise investigations workstream tracker (1.3); correspond with J. Greer regarding same (.2); review true sale analysis factors (1.1); meet with internal working group regarding Uniti investigation status (1.1).	Richardson Arnould, Ka	5.50	2,887.50
19-Apr-19	Conduct legal research case law regarding security interest and true sale.	Anabi, Andrew Issa	2.10	1,102.50
19-Apr-19	Review credit documents (3.8); draft memorandum summarizing debt exchange offers and associated chart of revised capital structure (3.9).	Good, Thomas H.	7.70	5,775.00
19-Apr-19	Revise claims memorandum.	Greer, Jocelyn Edith	2.00	1,400.00
19-Apr-19	Review correspondence regarding transaction.	Masykanova, Aisulu	0.20	169.00
19-Apr-19	Prepare presentation regarding investigation for Committee.	Richardson Arnould, Ka	1.80	945.00
22-Apr-19	Research case law regarding remedies and granting clause (1.4); conduct legal research regarding case law regarding true sales and sale leaseback transactions (1.5).	Anabi, Andrew Issa	2.90	1,522.50
22-Apr-19	Correspond with A. Masykanova and A. Madori regarding title searches for claims investigation (.3); correspond with Alix team regarding Uniti transaction and determining which entities owned which assets sold to Uniti (.4); review return correspondence and documents regarding same (.4); correspond with internal working group regarding same (.2); subsequent correspondence with J. Dutton (Alix) and A. Masykanova regarding same (.4); review draft of factual description of sale leaseback transaction (.9).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
22-Apr-19	Analyze correspondence regarding claims investigation.	Ferraioli, Raff	0.10	55.00
22-Apr-19	Draft preliminary memorandum summarizing debt exchange transactions and changes to Debtor capital structure.	Good, Thomas H.	5.20	3,900.00
22-Apr-19	Review memorandum regarding investigation status and potential claims.	Goren, Todd M.	0.60	690.00
22-Apr-19	Conduct legal research and draft memorandum regarding potential claims (1.5); correspond with E. Richards and L. Westergaard regarding background meeting for initial claims investigation (.3); correspond with L. Marinuzzi, J. Levitt and R. Howell (Kirkland) regarding call to discuss special investigation committee (.3).	Greer, Jocelyn Edith	2.10	1,470.00
23-Apr-19	Research case law related to true sales in leaseback transactions (3.2); prepare memorandum regarding true sale research (.9).	Anabi, Andrew Issa	4.10	2,152.50
23-Apr-19	Correspond with internal working group regarding claims investigation (.3); review same (.3); correspond with M. Adomanis (Perella) regarding Uniti investor presentation (.1); review same (.2); correspond with internal working group regarding same (.2); discuss claims investigation related research with R. Ferraioli (.2).	Damast, Craig A.	1.30	1,202.50
23-Apr-19	Conduct and analyze legal research regarding potential claims and remedies (.7); discuss same with T. Goren (.4); draft memorandum in connection with same (.5); discuss claims investigation related research with C. Damast (.2).	Ferraioli, Raff	1.80	990.00
23-Apr-19	Review research regarding potential claims and remedies with R. Ferraioli (.4); call with Kirkland regarding investigation (.4); correspond with J. Levitt regarding same (.2); review Uniti investor presentation (.3).	Goren, Todd M.	1.30	1,495.00
23-Apr-19	Call with Kirkland regarding investigation (.4); correspond with J. Levitt regarding Windstream notes (.6).	Greer, Jocelyn Edith	1.00	700.00
23-Apr-19	Review Uniti investor presentation in connection with investigation.	Marines, Jennifer L.	1.10	1,210.00
24-Apr-19	Review investigation memorandum and powerpoint (.3); review and revise draft of factual description of sale leaseback transaction (2.7).	Damast, Craig A.	3.00	2,775.00
24-Apr-19	Discuss transaction documents and related matters with A. Masykanova and J. Greer.	Dopsch, Peter C.	0.80	920.00
24-Apr-19	Conduct and analyze legal research regarding potential claims and SDNY decision (1.1); correspond with C. Damast regarding same (.1).	Ferraioli, Raff	1.20	660.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
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Date	Services	Timekeeper	Hours	Value
24-Apr-19	Discuss transaction documents and related matters with P. Dopsch and A. Masykanova.	Greer, Jocelyn Edith	0.80	560.00
24-Apr-19	Review factors for recharacterization and precedent claims (1.3); review potential avoidance actions regarding secured debt (.9).	Marinuzzi, Lorenzo	2.20	2,860.00
24-Apr-19	Review and summarize relevant transaction documents (.7); discuss transaction documents and related matters with P. Dopsch and J. Greer (.8).	Masykanova, Aisulu	1.50	1,267.50
25-Apr-19	Prepare memorandum regarding true sale research.	Anabi, Andrew Issa	3.10	1,627.50
25-Apr-19	Correspond with K. Richardson regarding preparation for claims investigation meeting (.2); correspond with A. Masykanova and J. Greer regarding recharacterization analysis (.2).	Damast, Craig A.	0.40	370.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Dopsch, Peter C.	1.00	1,150.00
25-Apr-19	Conduct and analyze legal research regarding potential claims (2.6); draft memorandum regarding same (.7); call with Milbank regarding potential claims against Aurelius or Windstream (.8); meet with internal working group regarding Uniti investigation status (1.0); analyze and provide comments to update regarding call with Milbank (.3).	Ferraioli, Raff	5.40	2,970.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream (.8); correspond with J. Levitt regarding same (.1); meet with internal working group regarding Uniti investigation status (1.0).	Goren, Todd M.	1.90	2,185.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream (.8); correspond with R. Ferraioli regarding update on call with Milbank (.2).	Greer, Jocelyn Edith	1.00	700.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream.	Kaufman, David H.	0.80	980.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream (.8); meet with internal working group regarding Uniti investigation status (1.0).	Levitt, Jamie A.	1.80	2,205.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status (1.0); review revised memorandum regarding recharacterization claims (1.0).	Marines, Jennifer L.	2.00	2,200.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
 Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
25-Apr-19	Meet with internal working group regarding Uniti investigation status (1.0); review revised draft memorandum regarding recharacterization claims (1.2); review financial projections from 2015 concerning Uniti (.6); review additional relevant materials on solvency regarding Uniti (.7).	Marinuzzi, Lorenzo	3.50	4,550.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Masykanova, Aisulu	1.00	845.00
25-Apr-19	Call with Milbank regarding potential claims against Aurelius or Windstream.	Rappoport, Steve	0.80	716.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Richards, Erica J.	1.00	925.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status (1.0); draft presentation for Committee regarding claims investigation (1.6).	Richardson Arnould, Ka	2.60	1,365.00
25-Apr-19	Meet with internal working group regarding Uniti investigation status.	Westergaard, Lily Vale	1.00	525.00
26-Apr-19	Prepare memorandum regarding true sale research.	Anabi, Andrew Issa	6.50	3,412.50
26-Apr-19	Correspond with R. Ferraioli regarding Uniti claims investigation research and Judge Farnan's decision (.3); further review of draft of Uniti transaction factual description memorandum (2.0); correspond with A. Masykanova and R. Ferraioli regarding same and additions (.3).	Damast, Craig A.	2.60	2,405.00
26-Apr-19	Follow up on real estate analysis with respect to transfer by deed.	Dopsch, Peter C.	0.50	575.00
26-Apr-19	Correspond with internal working group regarding sale and lease back transaction (.1); conduct and analyze legal research regarding same (.6); correspond with J. Greer regarding claims investigation and memorandum in connection with same (.2); conduct and analyze legal research regarding same (4.1); draft memorandum regarding same (1.4).	Ferraioli, Raff	6.40	3,520.00
29-Apr-19	Research case law surrounding true sales and fixture filing requirements.	Anabi, Andrew Issa	2.10	1,102.50
29-Apr-19	Review and revise memorandum regarding Uniti transaction (3.2); correspond with A. Masykanova regarding same and revisions (.2); discuss same with R. Ferraioli and A. Masykanova (.2); discuss status of research with R. Ferraioli (.2).	Damast, Craig A.	3.80	3,515.00
29-Apr-19	Review correspondence regarding recharacterization analysis.	Dopsch, Peter C.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
29-Apr-19	Conduct and analyze legal research regarding claims investigation (1.9); discuss status of research with C. Damast (.2); draft memorandum in connection with same (.4); discuss memorandum regarding Uniti transaction with C. Damast and A. Masykanova (.2).	Ferraioli, Raff	2.70	1,485.00
29-Apr-19	Analyze summary regarding investigation status.	Goren, Todd M.	0.60	690.00
29-Apr-19	Review title searches for claims investigation.	Madori, Andrea M.	0.80	316.00
29-Apr-19	Review Uniti management presentation (1.0); review litigation documents related to potential claims (1.0).	Marines, Jennifer L.	2.00	2,200.00
29-Apr-19	Discuss memorandum regarding Uniti transaction with C. Damast and R. Ferraioli.	Masykanova, Aisulu	0.20	169.00
29-Apr-19	Conduct legal research regarding potential claim and possible defense.	Richardson Arnould, Ka	3.90	2,047.50
30-Apr-19	Review documents and prepare chart of guarantors, collateral and perfected assets (2.2); meet with A. Masykanova, P. Dopsch and C. Damast regarding research, documents and summary of arguments (.5); research case law regarding true sales, fixtures and usefulness (.2).	Anabi, Andrew Issa	2.90	1,522.50
30-Apr-19	Correspond with A. Masykanova regarding Uniti memorandum, power point presentation and in-person Committee meeting (.8); meet with A. Masykanova, A. Anabi and P. Dopsch regarding research, documents and summary of arguments (.5); review current draft of Uniti memorandum (.6); discuss claims investigation research and results with R. Ferraioli (.3).	Damast, Craig A.	2.20	2,035.00
30-Apr-19	Meet with A. Masykanova, A. Anabi and C. Damast regarding research, documents and summary of arguments.	Dopsch, Peter C.	0.50	575.00
30-Apr-19	Conduct and analyze legal research regarding claims investigation (.1); discuss same and results with C. Damast (.3); revise memorandum in connection with same (.4); conduct and analyze legal research regarding procedural limitations and statute of limitations on certain claims (.3).	Ferraioli, Raff	1.10	605.00
30-Apr-19	Review research related to equitable subordination and trustee claims (1.2); review research regarding collapsed transaction (1.0).	Marines, Jennifer L.	2.20	2,420.00
30-Apr-19	Review relevant documents and research and revise summary of arguments (6.1); meet with C. Damast, P. Dopsch and A. Anabi regarding same (.5).	Masykanova, Aisulu	6.60	5,577.00
Total: 026	Claims Investigation		640.20	552,789.00

Lien Investigation

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
15-Mar-19	Discuss lien investigation with E. Richards.	Peck, Geoffrey R.	0.30	337.50
15-Mar-19	Discuss lien investigation with G. Peck.	Richards, Erica J.	0.30	277.50
26-Mar-19	Review documents related to lien perfection and debt authorizations.	Marines, Jennifer L.	1.00	1,100.00
28-Mar-19	Prepare lien investigation request.	Peck, Geoffrey R.	0.70	787.50
29-Mar-19	Prepare lien investigation request.	Peck, Geoffrey R.	2.60	2,925.00
04-Apr-19	Correspond with L. Sullivan regarding status of lien investigation.	Richards, Erica J.	0.10	92.50
04-Apr-19	Review pre-petition debt documents and intercreditor agreements (.2); correspond with internal working group regarding background of bankruptcy and existing liens (.4); review newly delivered pre-petition loan documentation (.3).	Sullivan, Lauren Marie	0.90	675.00
11-Apr-19	Order lien searches for A. Masykanova.	Zaccarelli, Monet D.	0.50	145.00
15-Apr-19	Review and distribute lien search results for A. Masykanova.	Zaccarelli, Monet D.	0.50	145.00
17-Apr-19	Review status of lien review, including document requests, perfection filings and related inquiries.	Marines, Jennifer L.	1.20	1,320.00
17-Apr-19	Correspond with service company and P. Dopsch regarding lien searches (.2); order additional lien searches (.8).	Zaccarelli, Monet D.	1.00	290.00
18-Apr-19	Review and distribute lien search results for A. Masykanova.	Zaccarelli, Monet D.	1.00	290.00
23-Apr-19	Review due diligence documentation received to date, including lien search results (1.6); review DIP credit agreement and security agreement to obtain list of guarantor entities' names and jurisdictions (2.0).	Sullivan, Lauren Marie	3.60	2,700.00
24-Apr-19	Review precedent documentation for collateral review (.7); draft lien review checklist and review types of collateral in JPM security agreement (1.1); review lien searches conducted to date (.8); review parties to DIP security agreement and collateral documents and jurisdictions of formation (1.2).	Sullivan, Lauren Marie	3.80	2,850.00
25-Apr-19	Review lien search results for JPM security agreement.	Sullivan, Lauren Marie	0.30	225.00
25-Apr-19	Correspond with A. Masykanova regarding lien searches (.3); order fixture filing searches (.2).	Zaccarelli, Monet D.	0.50	145.00
26-Apr-19	Review included and excluded collateral for JPM security agreement.	Sullivan, Lauren Marie	0.50	375.00
30-Apr-19	Review status of lien review in connection with debt issuances, mortgage searches and other lien review matters.	Marines, Jennifer L.	1.10	1,210.00
30-Apr-19	Review Committee requirements for certain collateral perfection requirements.	Sullivan, Lauren Marie	0.20	150.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Date	Services	Timekeeper	Hours	Value
Total: 027	Lien Investigation		20.10	16,040.00
Other Motions/Applications				
13-Mar-19	Discuss request for equity committee with L. Marinuzzi.	Goren, Todd M.	0.40	460.00
13-Mar-19	Review request for equity Committee (.1); discuss same with T. Goren (.4).	Marinuzzi, Lorenzo	0.50	650.00
15-Mar-19	Review equity Committee request (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00
16-Mar-19	Correspond with internal working group regarding letter request for formation of equity committee (.3); review letter (.2).	Damast, Craig A.	0.50	462.50
16-Mar-19	Review equity committee request and considerations regarding value.	Marinuzzi, Lorenzo	0.60	780.00
19-Mar-19	Correspond with Kirkland regarding upcoming motions and claims analysis.	Richardson Arnould, Ka	1.10	577.50
24-Mar-19	Conduct and analyze research regarding appointment of equity committee.	Ferraioli, Raff	0.60	330.00
25-Mar-19	Conduct and analyze research regarding appointment of equity committee (1.4); draft response to request to appoint equity committee (2.6); analyze comments regarding same (.3); correspond with Committee professionals in connection with research regarding same (.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	4.70	2,585.00
25-Mar-19	Revise draft letter responding to request for appointment of equity committee.	Richards, Erica J.	0.90	832.50
25-Mar-19	Conduct and analyze legal research regarding request for equity committee and factors considered by courts in their determinations (1.9); analyze precedent regarding same (1.5).	Richardson Arnould, Ka	3.40	1,785.00
26-Mar-19	Review and revise draft of letter response to equity holders' request to appoint equity committee (1.4); correspond with R. Ferraioli regarding same and comments (.3); correspond with internal working group regarding same and additional comments (.6); review revised draft of letter response (.4).	Damast, Craig A.	2.70	2,497.50
26-Mar-19	Review and fact and cite check letter response regarding equity committee.	Delehanty, Danielle Ei	1.00	360.00
26-Mar-19	Analyze comments to Committee response to request to appoint equity committee (.8); revise same (1.1).	Ferraioli, Raff	1.90	1,045.00
26-Mar-19	Review and revise letter to U.S. Trustee regarding equity committee.	Goren, Todd M.	0.60	690.00
26-Mar-19	Review response to equity committee request.	Marines, Jennifer L.	0.70	770.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
26-Mar-19	Conduct and analyze legal research regarding equity committee requests (2.6); draft memorandum regarding same (1.5).	Richardson Arnould, Ka	4.10	2,152.50
27-Mar-19	Review response to equity committee request (.9); conduct and analyze legal research regarding same (.4).	Richardson Arnould, Ka	1.30	682.50
01-Apr-19	Correspond with P. Schwartzberg (U.S. Trustee) regarding equity committee response (.2); review internally status of response letter (.3).	Marinuzzi, Lorenzo	0.50	650.00
02-Apr-19	Correspond with F. Petrie (Kirkland) regarding Debtors' response to request for appointment of equity committee (.1); review draft of same (.4); correspond with internal working group regarding Committee's letter response to request to appoint equity committee (.2); review same (.2).	Damast, Craig A.	0.90	832.50
02-Apr-19	Analyze and revise response to letter requesting equity committee.	Ferraioli, Raff	1.10	605.00
02-Apr-19	Review updated draft of letter to U.S. Trustee regarding equity committee (.4); review Kirkland draft letter regarding same (.5).	Goren, Todd M.	0.90	1,035.00
03-Apr-19	Correspond with R. Ferraioli and P. Schwartzberg (U.S. Trustee) regarding Committee's letter response to request to appoint equity committee (.2); correspond with T. Lynch (equity holder) and P. Schwartzberg regarding equity committee request and additional information (.2); review same (.4).	Damast, Craig A.	0.80	740.00
03-Apr-19	Conduct and analyze legal research regarding information sharing motion (.3); analyze response to letter requesting equity committee (.9).	Ferraioli, Raff	1.20	660.00
03-Apr-19	Finalize letter to U.S. Trustee regarding equity committee (.8); review former employee submission for equity committee (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
04-Apr-19	Review letter from P. Schwartzberg (U.S. Trustee) regarding U.S. Trustee decision not to appoint equity committee at this time (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.40	370.00
04-Apr-19	Conduct and analyze legal research regarding information sharing procedures (.5); draft motion in connection with same (.4).	Ferraioli, Raff	0.90	495.00
04-Apr-19	Review U.S. Trustee determination on equity committee (.3); review correspondence from equity holder regarding basis for U.S. Trustee determination (.3); draft memorandum to internal working group regarding equity committee determination memorandum (.2).	Marinuzzi, Lorenzo	0.80	1,040.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
22-Apr-19	Correspond with R. Ferraioli and K. Richardson regarding various motions to be filed by Debtors and need for Committee update (.2); review and revise summaries of same (.8); correspond (.2) and discuss (.2) same with R. Ferraioli; correspond with internal working group regarding same (.2).	Damast, Craig A.	1.60	1,480.00
22-Apr-19	Analyze draft removal motion (.3); correspond with internal working group regarding upcoming filings (.1).	Ferraioli, Raff	0.40	220.00
22-Apr-19	Review draft removal motion.	Goren, Todd M.	0.30	345.00
22-Apr-19	Review draft removal extension motion.	Richards, Erica J.	0.20	185.00
24-Apr-19	Analyze recently filed pleadings (.7); circulate internal memorandum regarding same (.3).	Ferraioli, Raff	1.00	550.00
24-Apr-19	Review recently filed motions.	Richardson Arnould, Ka	1.20	630.00
25-Apr-19	Review Ohio utility request for additional adequate assurance.	Marinuzzi, Lorenzo	0.30	390.00
26-Apr-19	Call and correspond with B. Weiland (Kirkland) regarding upcoming motions.	Goren, Todd M.	0.40	460.00
Total: 029	Other Motions/Applications		39.60	29,467.50
Time Entry Review				
22-Apr-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.60	880.00
24-Apr-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
Total: 032	Time Entry Review		2.20	1,210.00
Governmental/Regulatory				
13-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.20	225.00
14-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.20	225.00
15-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.60	675.00
15-Mar-19	Conduct legal research regarding FCC related bankruptcy issues.	Plymale, Rachael K.	4.90	3,405.50
16-Mar-19	Analyze potential FCC issues.	Palmore, Joseph R.	0.10	112.50
17-Mar-19	Review proposals by investment bankers in order to identify FCC and regulatory issues.	Palmore, Joseph R.	1.00	1,125.00
18-Mar-19	Listen to investment banker presentations in order to identify FCC and regulatory issues.	Palmore, Joseph R.	3.00	3,375.00
18-Mar-19	Conduct legal research regarding FCC related bankruptcy issues and security interests in FCC licenses.	Plymale, Rachael K.	2.90	2,015.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
20-Mar-19	Conduct legal research regarding FCC related bankruptcy issues and security interests in FCC licenses.	Plymale, Rachael K.	2.60	1,807.00
22-Mar-19	Conduct legal research regarding FCC license transfers in bankruptcy proceedings.	Plymale, Rachael K.	4.80	3,336.00
26-Mar-19	Conduct legal research regarding FCC related bankruptcy issues.	Plymale, Rachael K.	2.40	1,668.00
27-Mar-19	Correspond with internal working group regarding FCC issues.	Palmore, Joseph R.	0.20	225.00
27-Mar-19	Conduct legal research regarding FCC related bankruptcy issues and prepare summary regarding same.	Plymale, Rachael K.	3.30	2,293.50
28-Mar-19	Discuss FCC issues with R. Plymale.	Palmore, Joseph R.	0.40	450.00
28-Mar-19	Conduct legal research regarding FCC issues (2.2); discuss same with J. Palmore (.4).	Plymale, Rachael K.	2.60	1,807.00
02-Apr-19	Draft summary of relevant FCC related bankruptcy considerations.	Plymale, Rachael K.	1.80	1,251.00
04-Apr-19	Review and revise FCC issues memorandum.	Palmore, Joseph R.	0.50	562.50
04-Apr-19	Review and revise FCC issues summary.	Plymale, Rachael K.	0.20	139.00
05-Apr-19	Analyze legal research related to FCC licenses.	Marines, Jennifer L.	1.00	1,100.00
Total: 035	Governmental/Regulatory		32.70	25,797.50

Current Fees **1,703,186.00**

MORRISON | FOERSTER

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Invoice Number: 5825503
Invoice Date: May 31, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
22602	Birnbaum, Michael D.	1,125.00	2.10	2,362.50
22793	Carbone, Anthony J.	1,500.00	1.80	2,700.00
14140	Goren, Todd M.	1,150.00	151.70	174,455.00
10213	Kaufman, David H.	1,225.00	31.50	38,587.50
04458	Levitt, Jamie A.	1,225.00	56.00	68,600.00
17456	Marines, Jennifer L.	1,100.00	157.20	172,920.00
14116	Marinuzzi, Lorenzo	1,300.00	197.70	257,010.00
14117	Miller, Brett H.	1,400.00	21.50	30,100.00
19284	Palmore, Joseph R.	1,125.00	6.80	7,650.00
12345	Peck, Geoffrey R.	1,125.00	27.60	31,050.00
21822	Anabi, Andrew Issa	525.00	85.40	44,835.00
22181	Ferraioli, Raff	550.00	249.30	137,115.00
23534	Greer, Jocelyn Edith	700.00	164.50	115,150.00
19988	Masykanova, Aisulu	845.00	49.20	41,574.00
20344	Plymale, Rachael K.	695.00	34.80	24,186.00
19721	Rappoport, Steve	895.00	37.50	33,562.50
21823	Richardson Arnould, Ka	525.00	213.60	112,140.00
23425	Sullivan, Lauren Marie	750.00	23.10	17,325.00
21829	Westergaard, Lily Vale	525.00	6.10	3,202.50
08676	Dopsch, Peter C.	1,150.00	22.30	25,645.00
14863	Carey, Chrys A.	875.00	5.90	5,162.50
18499	Hammar, Julian E.	975.00	16.80	16,380.00
14078	Richards, Erica J.	925.00	131.30	121,452.50
17117	Schwartz, James	995.00	15.90	15,820.50
17323	Damast, Craig A.	925.00	169.00	156,325.00
21115	Good, Thomas H.	750.00	42.10	31,575.00
16238	Madori, Andrea M.	395.00	2.30	908.50
18387	Delehanty, Danielle Ei	360.00	50.20	18,072.00
19867	Zaccarelli, Monet D.	290.00	3.50	1,015.00
15029	Bergelson, Vadim	345.00	6.10	2,104.50
15298	Nguyen, Thuan H.	345.00	0.40	138.00
99850	Research Services*	375.00	0.50	187.50
	Client Accommodation – ½ Non-Working Travel			(4,915.00)
	Client Accommodation – Time Entry Review			(1,210.00)
	TOTAL		1,983.70	1,703,186.00

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: 5825503
 Invoice Date: May 31, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	4.70	4,675.00
005	Budgeting (Case)	2.40	2,025.00
006	Business Operations	5.50	5,545.00
007	Case Administration	154.90	120,267.50
008	Claims Administration and Objections	5.20	4,727.50
010	Employee Benefits and Pensions	42.10	41,020.00
011	Employment and Fee Applications	64.10	47,144.00
013	Financing and Cash Collateral	213.40	211,682.00
014	Other Litigation	81.00	70,853.00
015	Meetings and Communications with Creditors	212.20	205,110.00
016	Non-Working Travel	14.30	9,830.00
019	Relief from Stay and Adequate Protection	7.90	7,030.00
020	Reporting	0.80	740.00
023	Discovery	181.40	157,520.00
024	Hearings	79.60	65,193.00
025	First and Second Day Motions	179.40	130,645.00
026	Claims Investigation	640.20	552,789.00
027	Lien Investigation	20.10	16,040.00
029	Other Motions/Applications	39.60	29,467.50
032	Time Entry Review	2.20	1,210.00
035	Governmental/Regulatory	32.70	25,797.50
	Client Accommodation – ½ Non-Working Travel		(4,915.00)
	Client Accommodation – Time Entry Review		(1,210.00)
	TOTAL	1,983.70	1,703,186.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5825503
Invoice Date: May 31, 2019

Disbursement Detail

Date	Description	Value
30-Apr-19	On-line Research - LEXIS	8.40
30-Apr-19	On-line Research - WESTLAW	15,241.80
30-Apr-19	On-line Research - OTHER DATABASE	2.30
30-Apr-19	Air Freight	82.56
15-Apr-19	Court filing service, CourtSolutions, K. Richardson, 4/15/19, hearing	70.00
18-Apr-19	Court filing service, CourtCall, K. Richardson, 4/16/19, hearing	128.00
15-Apr-19	Search fees, CT Lien Solutions, lien search	144.13
18-Apr-19	Search fees, CT Lien Solutions, lien searches	7,281.37
19-Mar-19	Local travel, taxi/car service, T. Goren, 9:11 pm, 3/12/19	147.38
08-Apr-19	Travel, taxi/car service, J. Marines, ground travel to Committee meeting, 4/8/19	40.56
08-Apr-19	Travel, taxi/car service, J. Marines, ground travel from Committee meeting, 4/8/19	128.88
09-Apr-19	Local travel, taxi/car service, E. Richards, 11:25 pm, 4/9/19	47.81
10-Apr-19	Local travel, taxi/car service, T. Goren, 9:02pm, 4/10/19	151.60
15-Apr-19	Travel, taxi/car service, E. Richards, travel to White Plains for hearing, 4/15/19	86.92
15-Apr-19	Travel, train, J. Greer, travel to White Plains for hearing, 4/15/19	12.25
15-Apr-19	Travel, train, R. Ferraioli, travel to White Plains for hearing, 4/15/19	12.25
16-Apr-19	Travel, taxi/car service, R. Ferraioli and E. Richards, travel from White Plains following hearing, 4/16/19	46.03
16-Apr-19	Travel, taxi/car service, R. Ferraioli, travel to White Plains for hearing, 4/16/19	11.42
16-Apr-19	Travel, taxi/car service, E. Richards, travel to White Plains for hearing, 4/16/19	87.46
30-Apr-19	Travel, plane, J. Greer, travel to Little Rock for deposition, 4/30/19	955.50
30-Apr-19	Travel, taxi/car service, J. Greer, ground travel from airport, traveling to Little Rock for deposition, 4/30/19	28.49
30-Apr-19	Travel, hotel, J. Greer, one night stay in Marriott, in Little Rock for deposition, 4/30/19	125.36
12-Mar-19	Business meals, 9 attendees, Windstream meeting, 3/12/19	180.00
13-Mar-19	Business meals, 18 attendees, Windstream meeting, 3/13/19	244.22
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	300.00
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	231.72
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	300.00
15-Mar-19	Business meals, 15 attendees, Windstream meeting, 3/15/19	300.00
25-Mar-19	Business meals, 6 attendees, Windstream meeting, 3/25/19	120.00
01-Apr-19	Business meals, 8 attendees, Windstream meeting, 4/2/19	160.00
08-Apr-19	Business meals, 28 attendees, Windstream meeting, 4/8/19	560.00
08-Apr-19	Business meals, 8 attendees, Windstream meeting, 4/9/19	160.00
22-Apr-19	Business meals, 7 attendees, Windstream meeting, 4/22/19	140.00
29-Apr-19	Business meals, 7 attendees, Windstream meeting, 4/29/19	140.00
Current Disbursements		27,676.41

WIN Ex. 83
Page 135 of 242

May 2019

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
15-May-19	Correspond with J. Luze (Kirkland) regarding rejection schedule in connection with GLM and related contracts (.1); review same (.2).	Damast, Craig A.	0.30	277.50
16-May-19	Review notice of rejection regarding certain executory contracts.	Damast, Craig A.	0.20	185.00
24-May-19	Review Debtors' motion to extend time to assume or reject leases (.6); review and revise summary of same for Committee (.6); correspond with internal working group regarding same (.2).	Damast, Craig A.	1.40	1,295.00
24-May-19	Analyze motion to extend deadline to assume or reject leases of non-residential real property (.3); draft internal memorandum regarding same (.3); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.70	385.00
Total: 003	Assumption and Rejection of Leases and Contracts		2.60	2,142.50
Business Operations				
03-May-19	Review cash flow reporting.	Marinuzzi, Lorenzo	0.50	650.00
06-May-19	Correspond with internal working group and Kirkland team regarding cash management and tax monthly reporting (.2); review same (.2).	Damast, Craig A.	0.40	370.00
13-May-19	Correspond with internal working group and Kirkland team regarding Debtors' opening of new bank accounts.	Damast, Craig A.	0.20	185.00
13-May-19	Review correspondence from Debtors regarding new bank accounts (.2); correspond with Alix partners regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
14-May-19	Analyze Uniti Q1-19 earnings update presentation.	Richardson Arnould, Ka	0.40	210.00
15-May-19	Review Debtors' monthly operating report (.3); correspond with B. Mendelsohn (Perella) regarding Debtors' Q1 earnings release (.1); review same (.2).	Damast, Craig A.	0.60	555.00
15-May-19	Review business operations and financial reporting (.4); review Uniti performance (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
17-May-19	Review first day and cash variance reporting.	Goren, Todd M.	0.60	690.00
28-May-19	Correspond with internal working group regarding Debtors' business plan and status.	Damast, Craig A.	0.30	277.50
28-May-19	Correspond with Alix and Perella regarding status of business plan.	Goren, Todd M.	0.20	230.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
29-May-19	Analyze correspondence regarding Uniti lease and potential workout structures.	Richards, Erica J.	0.10	92.50
31-May-19	Call with Uniti advisors regarding lease and potential workout structures.	Blaivas, Jay	0.50	587.50
31-May-19	Call with Uniti advisors regarding lease and potential workout structures (.5); follow-up discussion with Perella regarding same (.3).	Goren, Todd M.	0.80	920.00
31-May-19	Call with Uniti advisors regarding lease and potential workout structures.	Marinuzzi, Lorenzo	0.50	650.00
31-May-19	Call with Uniti advisors regarding lease and potential workout structures.	Richards, Erica J.	0.50	462.50
Total: 006	Business Operations		6.80	7,440.00
Case Administration				
01-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
01-May-19	Coordinate with internal working group regarding upcoming in-person Committee meeting.	Ferraioli, Raff	0.10	55.00
02-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
03-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
06-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
07-May-19	Correspond with P. Dopsch and A. Masykanova regarding weekly professionals' call, participation and arrangements for in-person Committee meeting (.4); prepare for (.4) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.60	1,480.00
07-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.3).	Delehanty, Danielle Ei	0.50	180.00
07-May-19	Prepare for (.2) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.3).	Ferraioli, Raff	1.00	550.00
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Goren, Todd M.	0.80	920.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Greer, Jocelyn Edith	0.80	560.00
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
07-May-19	Participate on weekly professionals' call.	Plymale, Rachael K.	0.50	347.50
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Richards, Erica J.	0.80	740.00
07-May-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	0.80	420.00
09-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
09-May-19	Correspond with Perella regarding case status and discussions with PJT.	Goren, Todd M.	0.20	230.00
10-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
10-May-19	Correspond with Committee members regarding expense reimbursements (.2); analyze remittance details in connection with same (.1); correspond with Alvarez regarding same (.1).	Ferraioli, Raff	0.40	220.00
13-May-19	Call with J. Luze (Kirkland) regarding status of hearing and upcoming motions.	Goren, Todd M.	0.20	230.00
14-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
15-May-19	Review signed removal extension order.	Damast, Craig A.	0.10	92.50
16-May-19	Review Debtors' notice of amendment of ordinary course professionals list.	Damast, Craig A.	0.10	92.50
16-May-19	Correspond with Alvarez regarding Committee member expense reimbursement (.1); analyze materials in connection with same (.2).	Ferraioli, Raff	0.30	165.00
17-May-19	Correspond with D. Delehanty regarding docket update, information and recent filings.	Damast, Craig A.	0.30	277.50
17-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
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Date	Services	Timekeeper	Hours	Value
19-May-19	Analyze Committee member expense reimbursement information; correspond with Alvarez regarding same.	Ferraioli, Raff	0.10	55.00
20-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
21-May-19	Prepare for (.2) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.3); correspond with D. Delehanty regarding recently-docketed matters and calendaring (.2).	Damast, Craig A.	1.10	1,017.50
21-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	0.70	385.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Goren, Todd M.	0.70	805.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Greer, Jocelyn Edith	0.70	490.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Marinuzzi, Lorenzo	0.70	910.00
21-May-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	0.70	647.50
21-May-19	Update Committee documents and circulate internally (.3); review docket and recent pleadings (.8).	Richardson Arnould, Ka	1.10	577.50
22-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
22-May-19	Correspond with B. Friedman (KCC) regarding claims and noticing services and next steps (.1); discuss in-person Committee meeting scheduling and arrangements with K. Richardson (.2).	Ferraioli, Raff	0.30	165.00
22-May-19	Discuss in-person Committee meeting scheduling and arrangements with R. Ferraioli (.2); coordinate arrangements regarding same (.7).	Richardson Arnould, Ka	0.90	472.50
23-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
23-May-19	Prepare for (.1) and participate on (.3) call with KCC regarding claims and noticing services; analyze correspondence regarding same (.1).	Ferraioli, Raff	0.50	275.00
24-May-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
28-May-19	Participate on weekly professionals' call.	Damast, Craig A.	0.60	555.00
28-May-19	Participate on weekly professionals' call.	Dopsch, Peter C.	0.60	690.00
28-May-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.60	330.00
28-May-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00
28-May-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.60	420.00
28-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys (.2); update case calendar and provide updates to attorneys (.3).	Guido, Laura	0.50	187.50
28-May-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.60	660.00
28-May-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.60	780.00
28-May-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
28-May-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
29-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys.	Guido, Laura	0.20	75.00
30-May-19	Correspond with D. Delehanty regarding docketing and calendaring matters.	Damast, Craig A.	0.40	370.00
30-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys.	Guido, Laura	0.20	75.00
31-May-19	Circulate notice of ECF filings and distribute recently filed pleadings to attorneys (.2); update case calendar and provide updates to same (.4).	Guido, Laura	0.60	225.00
31-May-19	Edit case documents regarding Committee members and professionals (.2); circulate updated documents internally (.1).	Richardson Arnould, Ka	0.30	157.50
Total: 007	Case Administration		29.10	21,177.00
Claims Administration and Objections				
02-May-19	Correspond with internal working group and Kirkland team regarding revisions to proposed form of bar date order.	Damast, Craig A.	0.30	277.50
02-May-19	Review revisions to bar date order (.3); review correspondence from R. Seltzer (CWA) regarding bar date order (.3); review bar date order precedent regarding union claims (.3).	Marinuzzi, Lorenzo	0.90	1,170.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Review status of bar date order (.4); correspond with R. Seltzer (CWA) and J. Luze (Kirkland) regarding revisions to bar date order (.3).	Marinuzzi, Lorenzo	0.70	910.00
13-May-19	Correspond with internal working group and Kirkland team regarding new language in bar date order (.2); review signed bar date order (.2).	Damast, Craig A.	0.40	370.00
13-May-19	Analyze revision to proposed bar date order (.3); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.40	220.00
13-May-19	Review draft bar date order.	Richards, Erica J.	0.10	92.50
Total: 008	Claims Administration and Objections		2.80	3,040.00
Employee Benefits and Pensions				
01-May-19	Correspond with internal working group, Alix and Perella teams regarding KEIP/KERP analysis and counterproposal.	Damast, Craig A.	0.40	370.00
01-May-19	Correspond with Alix regarding KEIP/KERP status.	Goren, Todd M.	0.30	345.00
01-May-19	Review status of open points regarding KEIP/KERP and possible resolution.	Marinuzzi, Lorenzo	1.00	1,300.00
01-May-19	Review SEC filings in connection with executive compensation.	Richardson Arnould, Ka	1.40	735.00
02-May-19	Call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
02-May-19	Call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3); conduct and analyze legal research regarding KEIP/KERP (1.0); draft KEIP objection (.9).	Ferraioli, Raff	3.10	1,705.00
02-May-19	Call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3); call with B. Weiland (Kirkland) regarding KEIP/KERP (.2); call with K. McGlynn (Alix) regarding same (.3); call with Milbank regarding same (.6); review recent SEC filings regarding executive retention bonuses (1.1).	Goren, Todd M.	3.40	3,910.00
02-May-19	Review revised KEIP due diligence (.3); call with Alix and Perella teams regarding KEIP/KERP (.9).	Marinuzzi, Lorenzo	1.20	1,560.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
02-May-19	Review 8K disclosing CEO's renewed employment agreement (.7); review 10K amendment disclosing executive compensation (.6); draft internal memorandum regarding same (.4); call with Alix and Perella teams regarding KEIP/KERP (.9); follow-up discussion with internal working group regarding same (.3).	Richardson Arnould, Ka	2.90	1,522.50
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); review Alix's proposed KEIP/KERP presentation and suggested revisions to plans (.2); review U.S. Trustee's objections to KEIP (.2) and KERP (.3); correspond with P. Schwartzberg (U.S. Trustee) and internal working group regarding same (.2).	Damast, Craig A.	1.90	1,757.50
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); analyze internal correspondence regarding same (.1); conduct and analyze legal research regarding objection to KERP (1.8); analyze Alix analysis regarding KEIP (.6); draft objection to KEIP motion (2.7).	Ferraioli, Raff	6.20	3,410.00
03-May-19	Review Alix KEIP/KERP (.6); call with Alix and Perella teams regarding same (1.0); calls with Milbank (.3) and S. Lovett (Paul Weiss) (.2) regarding same; correspond with Kirkland regarding same (.2); review key points for potential KEIP/KERP objection (.4); review precedents regarding potential KEIP objection (.5).	Goren, Todd M.	3.20	3,680.00
03-May-19	Review KEIP metrics and presentation in connection with same.	Marines, Jennifer L.	1.00	1,100.00
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); calls with S. Lovett (Paul Weiss) (.2) and Milbank (.3) regarding same; review Alix summary of KEIP and comparables (.6); review U.S. Trustee objection to KERP (.5) and KEIP (.6); review Alix proposed revisions to same (.6).	Marinuzzi, Lorenzo	3.80	4,940.00
03-May-19	Call with Alix and Perella teams regarding KEIP/KERP (1.0); follow-up correspondence regarding same (.6); conduct legal research regarding precedent of KEIP objections (1.2); analyze U.S. Trustee objection to KEIP/KERP (.3).	Richards, Erica J.	3.10	2,867.50
03-May-19	Review proposed KERP and KEIP revisions (.5); analyze KEIP proposal (.4); review objections by U.S. Trustee to KEIP/KERP motions (1.4).	Richardson Arnould, Ka	2.30	1,207.50
04-May-19	Correspond with internal working group regarding KEIP/KERP status, counterproposal and discussion with Kirkland team regarding same.	Damast, Craig A.	0.30	277.50
04-May-19	Analyze update regarding KEIP/KERP.	Ferraioli, Raff	0.10	55.00

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Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
04-May-19	Correspond with Alix regarding KEIP/KERP (.4); calls with B. Weiland (Kirkland) (.3) and Milbank (.3) regarding same.	Goren, Todd M.	1.00	1,150.00
05-May-19	Analyze KEIP update and correspondence regarding same.	Ferraioli, Raff	0.20	110.00
05-May-19	Correspond with Alix regarding KEIP/KERP status.	Goren, Todd M.	0.30	345.00
06-May-19	Review U.S. Trustee's objections to Debtors' KEIP/KERP motions.	Damast, Craig A.	0.50	462.50
06-May-19	Analyze correspondence regarding KEIP issues list (.2); analyze issues list and comments to same (.3); analyze KERP motion and related pleadings (.6); draft reservation of rights regarding KERP (.7); conduct and analyze legal research regarding historic compensation and comparable KEIPs and KERPs (.9); call with Alix regarding KEIP issues list (.8); analyze comments to KEIP objection (.7); revise same (.6).	Ferraioli, Raff	4.80	2,640.00
06-May-19	Prepare KEIP issues list for Debtors (1.6); correspond (.3) and call (.8) with Alix regarding same; call with Kirkland regarding KEIP status (.4); call with Milbank regarding same (.3).	Goren, Todd M.	3.40	3,910.00
06-May-19	Call with Alix regarding KEIP issues list.	Levitt, Jamie A.	0.80	980.00
06-May-19	Review status of counter to Debtors regarding KEIP (.8); call with Alix regarding KEIP issues list (.8); review revised KEIP proposal (.4); call with Milbank regarding KEIP status (.3); call with Kirkland regarding same (.4).	Marinuzzi, Lorenzo	2.70	3,510.00
06-May-19	Call with Alix regarding KEIP issues list (.8); review correspondence regarding same (.4); revise draft objection to KEIP (.8); call with Milbank regarding KEIP status (.3).	Richards, Erica J.	2.30	2,127.50
07-May-19	Correspond with internal working group regarding U.S. Trustee's objections to KEIP/KERP motions (.3); discuss same with R. Ferraioli (.2); review and comment on same (1.5); correspond with R. Ferraioli regarding same (.2); correspond with internal working group regarding same and revisions (.2); review and revise draft of summary (.6); correspond with K. Richardson regarding finalizing same (.3); correspond with internal working group and Alix team regarding KEIP/KERP negotiations and framework for counterproposal and possible settlement (.6).	Damast, Craig A.	3.90	3,607.50

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Correspond with internal working group regarding U.S. Trustee objection to KEIP/KERP motions (.1); draft internal memorandum regarding same (.6); discuss same with C. Damast (.2); correspond with E. Richards regarding same (.2); draft declaration in support of KEIP objection (1.3); analyze correspondence regarding proposal (.3); conduct and analyze legal research regarding same (.6); revise KEIP objection (2.1).	Ferraioli, Raff	5.40	2,970.00
07-May-19	Review diligence materials regarding KEIP/KERP (1.2); meet with internal working group regarding KEIP/KERP depositions (1.1); call with Debtors regarding KEIP/KERP (1.0); review Alix materials regarding KEIP (.7); call and correspond with M. Brod (Milbank) regarding KEIP (.6); call with B. Weiland (Kirkland) regarding same (.3); review and revise summary of U.S. Trustee's KEIP/KERP objection (.3); call and correspond with S. Lovett (Paul Weiss) regarding same (.2).	Goren, Todd M.	5.40	6,210.00
07-May-19	Prepare for KEIP/KERP depositions (3.9); draft deposition notices (.8); correspond with M. Yanez and S. Rappoport regarding KEIP/KERP depositions (.8); meet with internal working group regarding KEIP/KERP depositions (1.1).	Greer, Jocelyn Edith	6.60	4,620.00
07-May-19	Review KEIP/KERP motion papers and U.S. Trustee objection (2.7); review KEIP/KERP Committee memorandum of issues (.8); meet with internal working group regarding KEIP/KERP depositions (1.1); review deposition notices and document request for KEIP/KERP (.9).	Levitt, Jamie A.	5.50	6,737.50
07-May-19	Review objections to KEIP (1.0); review KEIP metrics and settlement proposals (.7).	Marines, Jennifer L.	1.70	1,870.00
07-May-19	Review additional KEIP models and financials as part of counter (1.4); review historical compensation details (.6); review precedent KEIP programs and retention payments (.8); call (.3) and correspond (.3) with B. Weiland (Kirkland) regarding KEIP.	Marinuzzi, Lorenzo	3.40	4,420.00
07-May-19	Review KEIP/KERP materials (2.6); meet with internal working group regarding KEIP/KERP depositions (1.1).	Rappoport, Steve	3.70	3,311.50
07-May-19	Comment on draft reservation of rights regarding KERP motion (.2); correspond with J. Greer regarding preparation of deposition notices in connection with KEIP/KERP (.3); meet with internal working group regarding KEIP/KERP depositions (1.1); review and revise draft KEIP objection (2.6); review draft deposition notices (.1).	Richards, Erica J.	4.30	3,977.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Draft memorandum for Committee update summarizing U.S. Trustee's objections to KEIP/KERP motions (.6); incorporate comments per R. Ferraioli and revisions per C. Damast regarding same (.8).	Richardson Arnould, Ka	1.40	735.00
08-May-19	Correspond with J. Greer regarding deposition notices regarding possible KEIP objection (.1); review same (.2).	Damast, Craig A.	0.30	277.50
08-May-19	Call with Alix regarding KEIP analysis and counter proposal (.5); call with D. MacGreevey (Alix) regarding KEIP declaration (1.0); revise draft KEIP objection (.4); analyze comments to same (.4).	Ferraioli, Raff	2.30	1,265.00
08-May-19	Review and revise KEIP objection (.9); call with B. Weiland (Kirkland) regarding KEIP dispute (.9); call with Alix regarding KEIP analysis and counter proposal (.5); review updated KEIP analysis (.4); discuss ad hoc group position regarding KEIP with L. Marinuzzi (.5).	Goren, Todd M.	3.20	3,680.00
08-May-19	Correspond with M. Yanez regarding KEIP/KERP depositions (.5); correspond with D. Delehanty regarding same (.5).	Greer, Jocelyn Edith	1.00	700.00
08-May-19	Call with Alix regarding KEIP analysis and counter proposal (.5); review Committee and Milbank deposition notices (.4); correspond with Milbank regarding KEIP/KERP discovery requests (.5).	Levitt, Jamie A.	1.40	1,715.00
08-May-19	Review multiple analyses of modifications to proposed KEIP (1.6); call with D. MacGreevey (Alix) regarding KEIP declaration (1.0); call with B. Weiland (Kirkland) regarding KEIP dispute (.9); review ad hoc group position regarding KEIP (.3); discuss same with T. Goren (.5), call with Alix regarding KEIP analysis and counter proposal (.5).	Marinuzzi, Lorenzo	4.80	6,240.00
08-May-19	Prepare for deposition regarding KEIP/KERP motions.	Rappoport, Steve	4.50	4,027.50
08-May-19	Review correspondence regarding KEIP/KERP analysis (.5); further review and revise KEIP objection (3.8); call with Alix regarding KEIP analysis and counter proposal (.5).	Richards, Erica J.	4.80	4,440.00
08-May-19	Call with Alix regarding KEIP analysis and counter proposal (.5); call with D. Macgreevey (Alix) regarding KEIP declaration (1.0).	Richardson Arnould, Ka	1.50	787.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
09-May-19	Correspond with internal working group and Kirkland team regarding KEIP settlement terms (.3); correspond with R. Ferraioli regarding KEIP settlement update for Committee (.1); review same (.2); correspond with R. Ferraioli regarding draft of Committee's statement regarding KEIP (.1); review same (.2); correspond with internal working group regarding revised KEIP order reflecting agreement with Committee (.2); review same (.2).	Damast, Craig A.	1.30	1,202.50
09-May-19	Analyze KEIP revisions (.1); draft statement regarding KEIP motion (.7); analyze comments to same (.2); revise same (.1); correspond with Committee regarding KEIP settlement and case updates (.4); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.70	935.00
09-May-19	Correspond with Debtors regarding KEIP/KERP (.4); correspond with M. Brod (Milbank) regarding same (.2); review updated draft KEIP order (.3); review and revise correspondence to Committee regarding KEIP/KERP status (.2).	Goren, Todd M.	1.10	1,265.00
09-May-19	Correspond with J. Levitt, S. Rappoport, T. Goren and E. Richards regarding KEIP/KERP depositions (.2); call with M. Yanez regarding same (.1).	Greer, Jocelyn Edith	0.30	210.00
09-May-19	Review KEIP/KERP motion papers and analyses (1.9); review and revise KEIP deposition outlines (2.1).	Levitt, Jamie A.	4.00	4,900.00
09-May-19	Review and revise draft Committee statement regarding KEIP.	Richards, Erica J.	0.20	185.00
10-May-19	Correspond with internal working group regarding Committee's statement regarding KEIP (.6); review same (.2).	Damast, Craig A.	0.80	740.00
10-May-19	Correspond with internal working group regarding statement regarding KEIP motion (.1); analyze comments to same (.3); call with L. Marinuzzi regarding same (.3); revise same (.9).	Ferraioli, Raff	1.60	880.00
10-May-19	Review draft KEIP order (.3); correspond with Kirkland regarding changes to same (.1); review draft KEIP filings (.9); review and revise draft Committee statement regarding KEIP (.3).	Goren, Todd M.	1.60	1,840.00
10-May-19	Review KEIP/KERP settlement summary (.4); review KEIP/KERP discovery requests (.5).	Levitt, Jamie A.	0.90	1,102.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
10-May-19	Review updated KEIP order (.4); review Alix presentation materials regarding KEIP (.4); review file regarding KEIP motion to finalize revised program (.5); review and revise Committee statement regarding KEIP (.3); call with R. Ferraioli regarding same (.3); review draft KEIP/KERP reply (.7).	Marinuzzi, Lorenzo	2.60	3,380.00
10-May-19	Analyze Committee statement regarding KEIP.	Richardson Arnould, Ka	0.40	210.00
11-May-19	Review Debtors' draft reply in support of KEIP.	Richards, Erica J.	0.30	277.50
13-May-19	Review revised proposed KEIP order (.2); review Debtors' reply in support of KEIP/KERP motions (.7); correspond with K. Richardson regarding same (.3); review revised memorandum regarding same for Committee (.6); discuss same and revisions with K. Richardson (.2).	Damast, Craig A.	2.00	1,850.00
13-May-19	Analyze Committee statement regarding KEIP (.2); analyze KEIP reply (.6) and supplemental declaration in support of same (.1).	Ferraioli, Raff	0.90	495.00
13-May-19	Review Committee statement regarding KEIP (.3); review Debtors' pleadings regarding same (.4).	Goren, Todd M.	0.70	805.00
13-May-19	Review KEIP reply and testimony (.9); review revised KEIP order (.3); prepare narrative for hearing regarding KEIP/KERP (.9).	Marinuzzi, Lorenzo	2.10	2,730.00
13-May-19	Analyze KEIP/KERP pleadings (1.0); draft memorandum regarding same to update Committee (.8); discuss same and revisions with C. Damast (.2); revise Committee update per comment by C. Damast (.4).	Richardson Arnould, Ka	2.40	1,260.00
15-May-19	Review signed KEIP (.1) and KERP (.1) orders.	Damast, Craig A.	0.20	185.00
Total: 010	Employee Benefits and Pensions		143.00	133,131.50

Employment and Fee Applications

01-May-19	Analyze correspondence regarding notice of employment application; correspond with D. Delehanty regarding same; analyze revised notice of employment application.	Ferraioli, Raff	0.20	110.00
03-May-19	Review Perella fee comparables requested by Kirkland.	Goren, Todd M.	0.30	345.00
10-May-19	Correspond with internal working group regarding Committee retention applications and CNOs.	Damast, Craig A.	0.20	185.00
10-May-19	Draft CNOs regarding MoFo, Alix and Perella retention applications and circulate same for review.	Delehanty, Danielle Ei	1.20	432.00

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
13-May-19	Correspond with internal working group regarding CNOs for Committee professionals' retention orders (.2); discuss same with D. Delehanty (.2).	Damast, Craig A.	0.40	370.00
13-May-19	Draft index and prepare binder for retention applications (.6); discuss CNO's for Committee professionals' retention orders with C. Damast (.2).	Delehanty, Danielle Ei	0.80	288.00
13-May-19	Analyze certificates of no objection regarding Committee professional fee applications (.2); correspond with internal working group regarding filing of same and U.S. Trustee inquiries (.2); correspond with F. Munshi (Perella) regarding same (.1).	Ferraioli, Raff	0.50	275.00
13-May-19	Review MoFo (.6), Perella (.9) and Alix (.7) retention application in preparation for hearing.	Marinuzzi, Lorenzo	2.20	2,860.00
14-May-19	Analyze guidelines from Debtors' advisors regarding employment and fee applications.	Ferraioli, Raff	0.10	55.00
16-May-19	Review signed MoFo, Alix and Perella retention orders.	Damast, Craig A.	0.30	277.50
20-May-19	Correspond with Perella regarding fee applications (.1); conduct and analyze legal research in connection with same (.2).	Ferraioli, Raff	0.30	165.00
23-May-19	Draft first monthly fee statement.	Delehanty, Danielle Ei	1.50	540.00
28-May-19	Review Debtors' application to retain KPMG as tax consultants (.3); correspond with K. Richardson regarding same and summary (.2).	Damast, Craig A.	0.50	462.50
Total: 011	Employment and Fee Applications		8.50	6,365.00
Other Litigation				
01-May-19	Review further updated intervention stipulation (.3); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.60	690.00
01-May-19	Finalize intervention stipulation in Charter dispute.	Marinuzzi, Lorenzo	0.60	780.00
01-May-19	Revise stipulation regarding intervention.	Rappoport, Steve	0.80	716.00
02-May-19	Review updated intervention stipulation (.2); review GLM appeal notice and statement of issues (.2).	Goren, Todd M.	0.40	460.00
02-May-19	Review Debtors' revisions to Charter intervention stipulation.	Levitt, Jamie A.	0.80	980.00
02-May-19	Review summary of Windstream deposition (.3); correspond with Katten regarding intervention stipulation (.2).	Rappoport, Steve	0.50	447.50
02-May-19	Review correspondence regarding status of Charter adversary proceeding.	Richards, Erica J.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
03-May-19	Review and revise draft stipulation of intervention in Charter litigation (.7); correspond with Debtors' counsel regarding same (.2).	Levitt, Jamie A.	0.90	1,102.50
03-May-19	Review revised stipulation regarding intervention in Charter litigation.	Marinuzzi, Lorenzo	0.60	780.00
03-May-19	Revise and send stipulation of intervention to Charter's counsel.	Rappoport, Steve	0.50	447.50
06-May-19	Review Debtors' draft brief in support of preliminary injunction in Charter litigation.	Greer, Jocelyn Edith	0.80	560.00
06-May-19	Review Debtors' draft preliminary injunction brief and correspondence regarding same.	Levitt, Jamie A.	1.00	1,225.00
06-May-19	Conduct legal research regarding Tindle vs. Windstream case.	Loftus, Joan*	0.40	140.00
06-May-19	Review memorandum in support of injunction in Charter litigation.	Marines, Jennifer L.	1.00	1,100.00
06-May-19	Review and revise Debtors' brief regarding preliminary injunction motion.	Rappoport, Steve	0.80	716.00
07-May-19	Correspond with J. Greer regarding Aurelius and Charter litigation updates (.3); analyze Debtors' memorandum of law in support of preliminary injunction against Charter (1.0).	Richardson Arnould, Ka	1.30	682.50
08-May-19	Review reply by Charter (.9); call with S. Rochester (Katten) regarding same and possible settlement (.4); draft memorandum to internal working group regarding Charter reply and discussion with KMZ (.4).	Marinuzzi, Lorenzo	1.70	2,210.00
08-May-19	Correspond with Charter's counsel regarding stipulation.	Rappoport, Steve	0.20	179.00
09-May-19	Review Charter objection to preliminary injunction (.6); correspond with internal working group regarding status of invention stipulation (.2).	Goren, Todd M.	0.80	920.00
09-May-19	Draft joinder to Windstream motion for preliminary injunction in Windstream vs. Charter.	Greer, Jocelyn Edith	3.90	2,730.00
09-May-19	Review intervention stipulation for Charter litigation (.4); correspond with internal working group and Debtors counsel regarding same (.5).	Levitt, Jamie A.	0.90	1,102.50
09-May-19	Revise draft joinder of motion for preliminary injunction (1.0); correspond with Charter and Debtors regarding intervention stipulation (.3).	Rappoport, Steve	1.30	1,163.50
10-May-19	Review and cite check joinder of Committee to motion for preliminary injunction (1.4); prepare, file and serve same (.5).	Delehanty, Danielle Ei	1.90	684.00
10-May-19	Review and revise Committee joinder to Charter preliminary injunction (.8); review draft Debtor reply regarding same (.6).	Goren, Todd M.	1.40	1,610.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
10-May-19	Finalize joinder in Windstream vs. Charter for filing.	Greer, Jocelyn Edith	7.10	4,970.00
10-May-19	Review Debtor and Charter litigation and caselaw (2.1); review and revise Committee joinder to PI motion (1.5); correspond with internal working group regarding same (.5).	Levitt, Jamie A.	4.10	5,022.50
10-May-19	Review Debtor reply regarding Charter TRO.	Marinuzzi, Lorenzo	0.60	780.00
10-May-19	Revise joinder to Charter motion.	Rappoport, Steve	1.80	1,611.00
10-May-19	Analyze Charter PI pleadings.	Richards, Erica J.	1.00	925.00
11-May-19	Review Committee joinder regarding Charter litigation.	Marinuzzi, Lorenzo	0.70	910.00
13-May-19	Prepare for preliminary injunction hearing for Charter matter.	Rappoport, Steve	0.80	716.00
17-May-19	Review protective order regarding sharing materials with White & Case (.3); review Aurelius comments to draft protective order (.4).	Rappoport, Steve	0.70	626.50
29-May-19	Conduct legal research in connection with SEC litigation.	Duggan, Tom*	0.50	175.00
29-May-19	Review changes to protective order for Aurelius matter (.3); Rule 26 call for Charter matter (.3).	Rappoport, Steve	0.60	537.00
Total: 014	Other Litigation		41.60	38,254.00
Meetings and Communications with Creditors				
01-May-19	Prepare for (.3) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.5).	Damast, Craig A.	1.20	1,110.00
01-May-19	Prepare for (.3) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.5).	Ferraioli, Raff	1.20	660.00
01-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.5).	Marines, Jennifer L.	0.90	990.00
01-May-19	Prepare for (.1) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.5); correspond with R. Seltzer (CWA) and CJ Teasley (VeloCloud) regarding upcoming meeting (.4).	Marinuzzi, Lorenzo	1.40	1,820.00
01-May-19	Prepare for (.2) and participate on (.4) weekly Committee call.	Plymale, Rachael K.	0.60	417.00
01-May-19	Participate on weekly Committee call.	Richards, Erica J.	0.40	370.00
01-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.5).	Richardson Arnould, Ka	0.90	472.50
02-May-19	Review adjourned 341 meeting notice.	Damast, Craig A.	0.10	92.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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02-May-19	Correspond with Perella and Alix regarding in-person Committee meeting.	Goren, Todd M.	0.30	345.00
02-May-19	Call with CJ Teasley (VeloCloud) regarding in-person meeting to evaluate claims (.4); review format and organize for in-person investigation meeting with Committee (.6).	Marinuzzi, Lorenzo	1.00	1,300.00
03-May-19	Correspond with K. Richardson and D. Delehanty regarding adjourned 341 meeting, calendar and attendance.	Damast, Craig A.	0.30	277.50
03-May-19	Review docket and notice of continuance of creditors meeting to update Committee call agenda.	Richardson Arnould, Ka	0.20	105.00
07-May-19	Correspond with internal working group regarding draft agenda for Committee call (.4); review same and comments (.3); correspond with K. Richardson regarding revised agenda and further revisions (.3).	Damast, Craig A.	1.00	925.00
07-May-19	Analyze draft agenda for upcoming Committee call (.3); correspond with Committee member regarding draft agenda (.1); analyze and revise presentation materials for upcoming Committee call (.4); correspond with Alix regarding same (.1).	Ferraioli, Raff	0.90	495.00
07-May-19	Review and revise agenda and correspondence to Committee regarding call.	Goren, Todd M.	0.40	460.00
07-May-19	Draft agenda for Committee's professionals call (.3); correspond with C. Damast and E. Richards regarding agenda and case updates and revise accordingly (.4); analyze materials for upcoming Committee call (1.9); draft and circulate update for Committee and agenda for Committee call (.4); revise same per internal working group's comments (.3).	Richardson Arnould, Ka	3.30	1,732.50
08-May-19	Prepare for (.5) and participate on (.8) weekly Committee call.	Damast, Craig A.	1.30	1,202.50
08-May-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Ferraioli, Raff	0.90	495.00
08-May-19	Prepare for (.3) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.10	1,265.00
08-May-19	Call with D. Kamensky regarding case status and claims (.5); prepare for (.5) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.80	2,340.00
08-May-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
08-May-19	Participate on weekly Committee call (.8); revise Committee participation documents (.3).	Richardson Arnould, Ka	1.10	577.50
09-May-19	Call with D. Clark (Stinson) regarding case status.	Goren, Todd M.	0.20	230.00
09-May-19	Call with Milbank regarding case status.	Richards, Erica J.	0.10	92.50
10-May-19	Analyze draft update for the Committee; revise same.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
13-May-19	Analyze update for the Committee.	Ferraioli, Raff	0.10	55.00
13-May-19	Correspond with counsel for unsecured creditor (Byers Engineering) regarding case status.	Richards, Erica J.	0.40	370.00
14-May-19	Correspond with A. Masykanova regarding weekly Committee and claims investigation calls (.3); review revised draft update in connection with same (.2); correspond with Perella team regarding weekly Debtors and Uniti trading update (.1); review same (.2); review and comment on draft agenda for Committee call (.3); correspond with R. Ferraioli and K. Richardson regarding same (.2); correspond with internal working group regarding same and revisions (.2).	Damast, Craig A.	1.50	1,387.50
14-May-19	Analyze and revise agenda for upcoming Committee call (.2); correspond with Committee member regarding same (.1); analyze and revise update for Committee (.3); analyze comments to same (.3); analyze and revise materials for upcoming Committee call (.3); correspond with Alix regarding same (.1).	Ferraioli, Raff	1.30	715.00
14-May-19	Review and revise agenda and correspondence to Committee regarding hearing summary and call.	Goren, Todd M.	0.40	460.00
14-May-19	Meet with C. Shore (counsel for UMB) to discuss views regarding case (.3); draft memorandum to internal working group regarding meeting (.2); review and revise agenda and hearing summary for Committee call (.4); call with E. Wilson (Kelly Drye; UMB Bank) regarding case status (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
14-May-19	Draft agenda for Committee call and circulate for comments; analyze financial materials to circulate to Committee with comments per R. Ferraioli.	Richardson Arnould, Ka	0.50	262.50
15-May-19	Prepare for (.2) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.40	1,295.00
15-May-19	Prepare for (.5); and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); correspond with Committee members regarding expense reimbursements (.2).	Ferraioli, Raff	1.90	1,045.00
15-May-19	Prepare for (.4) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); correspond with internal working group and Perella regarding meeting with White & Case (.2).	Goren, Todd M.	1.80	2,070.00
15-May-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Marines, Jennifer L.	1.20	1,320.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
15-May-19	Prepare for (.5) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); call with Marble Ridge regarding case views (.6); call and correspond with White & Case regarding meeting and investigation status (.4).	Marinuzzi, Lorenzo	2.70	3,510.00
15-May-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Masykanova, Aisulu	1.20	1,014.00
15-May-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Richardson Arnould, Ka	1.20	630.00
16-May-19	Prepare for (.7) and meet with (1.6) White & Case regarding claims.	Blaivas, Jay	2.30	2,702.50
16-May-19	Meet with White and Case regarding claims (1.6); correspond with C. Koster (White & Case) regarding follow-up requests regarding Uniti meeting (.1); review same (.1).	Damast, Craig A.	1.80	1,665.00
16-May-19	Correspond with Committee members regarding upcoming in-person Committee meeting (.3); attend meeting with White & Case regarding claims (telephonically) (1.6).	Ferraioli, Raff	1.90	1,045.00
16-May-19	Prepare for (.3) and attend (1.6) meeting with White & Case regarding claims; follow-up discussion with Alix and Perella regarding same (.5); call with B. Oberg regarding case status (.3).	Goren, Todd M.	2.70	3,105.00
16-May-19	Meet with White & Case regarding claims (1.6); revise Committee presentation to incorporate S. Rappoport's comments (3.1); draft talking points for Committee presentation (3.8).	Greer, Jocelyn Edith	8.50	5,950.00
16-May-19	Meet with White & Case regarding claims.	Marines, Jennifer L.	1.60	1,760.00
16-May-19	Meet with White & Case regarding claims.	Masykanova, Aisulu	1.60	1,352.00
17-May-19	Correspond with Committee members regarding in-person meeting (.2); analyze arrangements in connection with same (.3).	Ferraioli, Raff	0.50	275.00
17-May-19	Correspond with White & Case regarding document requests and Committee participation (.3); review protective order regarding same (.4).	Goren, Todd M.	0.70	805.00
19-May-19	Correspond with Committee member regarding upcoming in-person meeting.	Ferraioli, Raff	0.10	55.00
21-May-19	Review Alix weekly financial presentation and update for Committee (.2); correspond with R. Ferraioli and K. Richardson regarding preparation for Committee call (.3); correspond with K. Richardson regarding agenda for Committee meeting (.2); review same (.1); discuss agenda for Committee call with R. Ferraioli (.3).	Damast, Craig A.	1.10	1,017.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
 Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
21-May-19	Analyze draft agenda for upcoming Committee call (.1); discuss agenda for Committee call with C. Damast (.3); correspond with internal working group regarding same (.1); analyze and revise materials for upcoming Committee call (.7).	Ferraioli, Raff	1.20	660.00
21-May-19	Review and revise agenda for Committee call (.3); review Alix and Perella presentations for call (.6).	Goren, Todd M.	0.90	1,035.00
21-May-19	Draft agenda for upcoming Committee call (.3); correspond with E. Richards, R. Ferraioli and C. Damast regarding agenda (.2); revise agenda and circulate internally (.2); review Perella trading update (.5); correspond with Perella regarding changes to presentation (.2); draft update for Committee and circulate internally (.4); circulate materials and update to Committee (.3).	Richardson Arnould, Ka	2.10	1,102.50
22-May-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Damast, Craig A.	0.90	832.50
22-May-19	Call with K. McGlynn (Alix) regarding upcoming Committee call (.1); prepare for (.1) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Ferraioli, Raff	0.90	495.00
22-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Levitt, Jamie A.	0.70	857.50
22-May-19	Prepare for (.5) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
22-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding case status, strategy and ongoing workstreams (.3).	Richardson Arnould, Ka	0.70	367.50
23-May-19	Call with T. Lyster (Sigma) regarding case status.	Ferraioli, Raff	0.20	110.00
23-May-19	Call with counsel for creditor regarding case status.	Richards, Erica J.	0.10	92.50
24-May-19	Draft update for Committee (.1); revise same (.1); correspond with Committee regarding case update (.1).	Ferraioli, Raff	0.30	165.00
24-May-19	Review and revise correspondence to Committee.	Goren, Todd M.	0.30	345.00
27-May-19	Correspond with J. Levitt and R. Ferraioli regarding in-person Committee meeting.	Richardson Arnould, Ka	0.40	210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
28-May-19	Correspond with K. Richardson regarding agenda for Committee call (.2); review and revise draft of agenda for Committee call (.6); subsequently correspond with K. Richardson regarding same and comments (.3); correspond with internal working group regarding same (.2); review and revise update regarding recently-filed pleadings for Committee (.9); correspond with internal working group regarding same (.3).	Damast, Craig A.	2.50	2,312.50
28-May-19	Correspond with Committee regarding upcoming in-person meeting (.1); correspond with Committee professionals and internal working group regarding upcoming Committee call (.1); analyze agenda for same (.1); analyze correspondence to Committee regarding same (.2); analyze presentation materials for same (.2); correspond with Alix team regarding same (.2).	Ferraioli, Raff	0.90	495.00
28-May-19	Review and revise agenda and correspondence to Committee regarding upcoming call (.4); review Alix presentation for Committee call (.5).	Goren, Todd M.	0.90	1,035.00
28-May-19	Draft update for Committee in advance of Committee call (.6); correspond with C. Damast, R. Ferraioli and E. Richards regarding agenda and Committee update (.4); revise agenda to incorporate comments per C. Damast (.1); circulate update and agenda to internal working group (.2); circulate financial presentation to Committee (.2).	Richardson Arnould, Ka	1.50	787.50
29-May-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.80	740.00
29-May-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.80	440.00
29-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	0.60	660.00
29-May-19	Prepare for (.4) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2); call and correspond with R. Seltzer (CWA) regarding transcripts and KEIP status (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
29-May-19	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	0.60	315.00
30-May-19	Correspond with Committee member regarding upcoming in-person meeting.	Ferraioli, Raff	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
31-May-19	Correspond with Committee members regarding upcoming in-person meeting.	Ferraioli, Raff	0.10	55.00
Total: 015	Meetings and Communications with Creditors		81.20	70,468.00
Non-Working Travel				
01-May-19	Return travel from Little Rock, AR for Windstream deposition in Windstream vs. Charter.	Greer, Jocelyn Edith	7.50	5,250.00
01-May-19	Travel to/from Charter deposition in Stamford.	Rappoport, Steve	3.00	2,685.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Ferraioli, Raff	1.90	1,045.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Goren, Todd M.	2.50	2,875.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Greer, Jocelyn Edith	1.20	840.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.20	2,860.00
14-May-19	Travel to/from White Plains for omnibus hearing.	Rappoport, Steve	2.50	2,237.50
Total: 016	Non-Working Travel		20.80	17,792.50
Plan and Disclosure Statement				
24-May-19	Review Debtors' motion to extend exclusivity (.6); review summary of same for Committee (.6); correspond with internal working group regarding same (.4).	Damast, Craig A.	1.60	1,480.00
24-May-19	Analyze exclusivity motion.	Ferraioli, Raff	0.40	220.00
24-May-19	Review draft exclusivity motion (.4); call with M. Brod (Milbank) regarding same (.2).	Goren, Todd M.	0.60	690.00
28-May-19	Call with M. Brod (Milbank) regarding exclusivity (.2); call with B. Weiland (Kirkland) regarding same (.4); review exclusivity motion (.5).	Goren, Todd M.	1.10	1,265.00
29-May-19	Conduct and analyze legal research regarding motion to extend exclusive periods to file and solicit plan.	Ferraioli, Raff	0.50	275.00
29-May-19	Call with M. Brod (Milbank) (.2) and Paul Weiss (.2) regarding exclusivity.	Goren, Todd M.	0.40	460.00
Total: 017	Plan and Disclosure Statement		4.60	4,390.00
Relief from Stay and Adequate Protection				
01-May-19	Review as-filed Debtors' motion to enforce automatic stay regarding 911 litigation in Florida.	Damast, Craig A.	0.30	277.50
02-May-19	Analyze motion to enforce stay (.8) and stay relief motions (.4); review and revise draft summaries of same (1.0).	Richards, Erica J.	2.20	2,035.00
09-May-19	Review lift stay pleadings from Debtors.	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
10-May-19	Correspond with internal working group regarding stipulation and agreed order to lift stay regarding Tindle litigation (.2); correspond with internal working group regarding Williams motion to lift automatic stay and Debtors' objection thereto (.2); review summary for Committee regarding same (.2); correspond with internal working group regarding same and comments (.3).	Damast, Craig A.	0.90	832.50
10-May-19	Analyze objection to lift stay motion and settlement regarding lift stay motion (.4); analyze internal memorandum regarding same (.2); analyze comments to same (.1).	Ferraioli, Raff	0.70	385.00
10-May-19	Review and revise summary of lift stay pleadings for Committee.	Goren, Todd M.	0.40	460.00
10-May-19	Review summary of Tindle and Williams lift stay motions and stipulation.	Marinuzzi, Lorenzo	0.40	520.00
10-May-19	Analyze lift stay motions (.9); summarize same for Committee update (1.1).	Richardson Arnould, Ka	2.00	1,050.00
15-May-19	Review signed stipulation and order lifting stay regarding Tindle litigation (.2); review signed order denying Williams motion for relief from stay (.1).	Damast, Craig A.	0.30	277.50
28-May-19	Review Bull Communications motion for relief from stay (.3); correspond with K. Richardson regarding same and summary (.2).	Damast, Craig A.	0.50	462.50
28-May-19	Analyze Bull Communications lift stay motion (.6); draft summary regarding same (.5); correspond with C. Damast, R. Ferraioli and E. Richards regarding same (.2); revise summary accordingly (.3).	Richardson Arnould, Ka	1.60	840.00
30-May-19	Review and revise summary of motion of securities action lead plaintiff for relief from stay (.5); correspond with internal working group regarding same and comments (.3).	Damast, Craig A.	0.80	740.00
30-May-19	Analyze lift stay motion (.8); draft initial summary regarding same and case update to circulate internally for comments (.8).	Richardson Arnould, Ka	1.60	840.00
31-May-19	Correspond with internal working group regarding securities class action plaintiff's lift stay motion and summary for Committee.	Damast, Craig A.	0.40	370.00
31-May-19	Analyze lift stay motion and filings in adversary complaint.	Richardson Arnould, Ka	0.60	315.00
Total: 019	Relief from Stay and Adequate Protection		13.30	10,095.00
Reporting				
01-May-19	Update weekly fee report.	Richards, Erica J.	0.10	92.50
08-May-19	Update weekly fee report.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
14-May-19	Correspond with G. Goldmintz (Kirkland) regarding first day reporting (.1); review same (.2).	Damast, Craig A.	0.30	277.50
17-May-19	Review weekly fee report on first day motion payments.	Richards, Erica J.	0.10	92.50
22-May-19	Update weekly fee report.	Richards, Erica J.	0.10	92.50
28-May-19	Review weekly fee report regarding first day motion payments.	Richards, Erica J.	0.10	92.50
29-May-19	Update weekly fee report.	Richards, Erica J.	0.20	185.00
Total: 020	Reporting		1.20	1,110.00
Tax				
14-May-19	Correspond with internal working group regarding tax implications and transaction background.	Ferraioli, Raff	0.10	55.00
14-May-19	Review REIT structuring of Uniti and potential tax savings/costs related to various structures.	Marines, Jennifer L.	1.80	1,980.00
14-May-19	Review REIT aspects and IPO options (.5); call with J. Salon regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
14-May-19	Review REIT aspects and IPO options (.2); call with L. Marinuzzi regarding same (.3).	Salon, Justin R.	0.50	532.50
15-May-19	Review REIT structuring for Uniti spin off and consider possible tax implications for holders (2.5); discuss REIT structuring and claims with L. Marinuzzi (.3).	Blaivas, Jay	2.80	3,290.00
15-May-19	Review REIT structuring for Uniti spin off and consider possible tax implications for holders (.3); discuss REIT structuring and claims with J. Blaivas (.3).	Marinuzzi, Lorenzo	0.60	780.00
Total: 021	Tax		6.60	7,677.50
Discovery				
01-May-19	Coordinate Relativity database update (.9); correspond with vendor regarding same (.2).	Bergelson, Vadim	1.10	379.50
01-May-19	Review summaries of depositions.	Goren, Todd M.	0.50	575.00
01-May-19	Attend deposition of Windstream's 30(b)(6) witness, L. Langston.	Greer, Jocelyn Edith	7.30	5,110.00
01-May-19	Prepare for (1.2) and attend (6.5) Charter 30(b)(6) deposition; prepare summary of same (.5).	Rappoport, Steve	8.20	7,339.00
02-May-19	Review correspondence regarding Debtors draft information sharing protocol (.3); draft summary of Charter deposition (1.6).	Greer, Jocelyn Edith	1.90	1,330.00
02-May-19	Review summary of 30(b)(6) depositions in Charter litigation (1.0); review draft information sharing protocol from Debtors (.1).	Levitt, Jamie A.	1.10	1,347.50

MORRISON | FOERSTER

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02-May-19	Correspond with J. Greer regarding discovery protocol.	Richards, Erica J.	0.30	277.50
02-May-19	Conduct first pass review of documents in dataroom for relevance to various claims.	Westergaard, Lily Vale	0.90	472.50
03-May-19	Review and retrieve recently added documents to dataroom and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00
03-May-19	Review draft discovery protocol from Debtors (.4); review alternative precedent regarding same (.7); correspond with internal working group regarding same (.3).	Goren, Todd M.	1.40	1,610.00
03-May-19	Review information sharing protocol precedent (.5); correspond with E. Richards and T. Goren regarding information-sharing protocol with Debtors (.3).	Greer, Jocelyn Edith	0.80	560.00
03-May-19	Review Debtors discovery and investigation protocol (.8); correspond with internal working group regarding revisions to same (.5); review comparison protocols (.4).	Levitt, Jamie A.	1.70	2,082.50
03-May-19	Review proposed discovery protocol.	Marinuzzi, Lorenzo	0.70	910.00
03-May-19	Review potential precedent for discovery protocols.	Richards, Erica J.	0.60	555.00
05-May-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	3.40	1,785.00
06-May-19	Correspond with J. Greer regarding Kirkland response to first set of document requests (.2); review same (.4).	Damast, Craig A.	0.60	555.00
06-May-19	Review Aurelius' response to request for productions (.6); correspond with internal working group regarding Debtors' production (.3); call with Y. French regarding same (.3).	Greer, Jocelyn Edith	1.20	840.00
06-May-19	Review Aurelius discovery proposal (.4); review Aurelius response regarding document requests (.6).	Levitt, Jamie A.	1.00	1,225.00
06-May-19	Review and consider responses from Aurelius regarding discovery requests.	Marines, Jennifer L.	1.10	1,210.00
06-May-19	Review Aurelius' response to discovery demands.	Rappoport, Steve	0.50	447.50
06-May-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	0.20	105.00
07-May-19	Correspond with internal working group and Perella team regarding diligence requests from PJT (.2); review same (.4).	Damast, Craig A.	0.60	555.00
07-May-19	Draft confidentiality agreement for Aurelius production (2.0); review draft protective order from Debtors (1.0); meet with J. Levitt and S. Rappoport regarding Aurelius request for productions (.5); prepare summary of Aurelius' response to request for productions (.5).	Greer, Jocelyn Edith	4.00	2,800.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
07-May-19	Review draft reply to document request counterproposal from Aurelius' counsel.	Kaufman, David H.	0.30	367.50
07-May-19	Meet with S. Rappoport and J. Greer regarding Aurelius request for productions (.5); review draft response to Aurelius regarding discovery (.3); review correspondence regarding document review (1.2).	Levitt, Jamie A.	2.00	2,450.00
07-May-19	Review and revise response regarding Aurelius discovery.	Marines, Jennifer L.	0.90	990.00
07-May-19	Meet with J. Levitt and J. Greer regarding Aurelius request for productions.	Rappoport, Steve	0.50	447.50
08-May-19	Assist with Relativity review and update coding layout.	Bergelson, Vadim	1.20	414.00
08-May-19	Prepare transcripts for attorney review.	Chan, David**	0.30	96.00
08-May-19	Draft confidentiality agreement for Aurelius document production (1.6); correspond with J. Levitt and S. Rappoport regarding same (.5).	Greer, Jocelyn Edith	2.10	1,470.00
08-May-19	Review and revise protective order for Aurelius discovery.	Levitt, Jamie A.	1.20	1,470.00
08-May-19	Review and revise protective order for Aurelius discovery (.8); review diligence request list from Rothschild regarding prepetition transaction (1.0).	Marines, Jennifer L.	1.80	1,980.00
08-May-19	Review form of protective order for Aurelius discovery.	Marinuzzi, Lorenzo	0.60	780.00
08-May-19	Review and comment on draft protective order for Aurelius production.	Rappoport, Steve	0.50	447.50
09-May-19	Correspond with K. Eckstein (Aurelius) regarding Aurelius discovery.	Levitt, Jamie A.	0.50	612.50
09-May-19	Correspond with J. Greer regarding status of discovery requests.	Richards, Erica J.	0.20	185.00
10-May-19	Review and retrieve recently added documents to dataroom (.1); circulate same to internal working group (.1).	Delehanty, Danielle Ei	0.20	72.00
10-May-19	Call with R. Subramanian (Kirkland) regarding protective order for Windstream production; correspond with J. Levitt, L. Marinuzzi and R. Subramanian regarding same.	Greer, Jocelyn Edith	0.40	280.00
10-May-19	Review Kirkland revisions to Debtor protective order (.3); correspond with internal working group regarding same (.2); review correspondence regarding discovery for settlement (.2).	Levitt, Jamie A.	0.70	857.50
10-May-19	Analyze discovery matters in connection with claims investigation.	Marines, Jennifer L.	1.20	1,320.00

MORRISON | FOERSTER

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13-May-19	Coordinate document processing and Relativity database update (.8); download incoming Debtor production (Kirkland) and update Relativity database (1.3).	Bergelson, Vadim	2.10	724.50
13-May-19	Correspond with internal working group regarding review status of document production.	Goren, Todd M.	0.30	345.00
13-May-19	Call with R. Subramanian (Kirkland) regarding protective order and Debtors' first production (.2); correspond with J. Levitt regarding protective order and Debtors' production (.4); correspond with L. Wiggins and V. Bergelson regarding Debtors' first production (.5).	Greer, Jocelyn Edith	1.10	770.00
13-May-19	Correspond with internal working group regarding Debtor protective order and production of documents.	Levitt, Jamie A.	0.50	612.50
14-May-19	Coordinate document processing and Relativity database update (.8); download incoming Debtor production (Kirkland) and update Relativity database (1.3).	Bergelson, Vadim	2.10	724.50
14-May-19	Correspond with A. Masykanova and J. Greer regarding additional items for next document request to Debtors and status of review of first production.	Damast, Craig A.	0.40	370.00
14-May-19	Review and retrieve certain search result documents and circulate same to internal working group.	Delehanty, Danielle Ei	1.10	396.00
14-May-19	Correspond with internal working group regarding status of Aurelius production.	Goren, Todd M.	0.30	345.00
14-May-19	Correspond with internal working group regarding second level review of Windstream documents (.5); call with Kramer regarding Aurelius discovery (.8); review Debtors' responses and objections to document requests (1.4).	Greer, Jocelyn Edith	2.70	1,890.00
14-May-19	Review terms of counterproposal from Aurelius counsel regarding discovery request (.2); correspond with J. Greer regarding same (.1).	Kaufman, David H.	0.30	367.50
14-May-19	Call with Kramer regarding Aurelius discovery (.8); correspond with Kramer summarizing discovery agreement (.6); review protective order for Aurelius discovery (.7).	Levitt, Jamie A.	2.10	2,572.50
14-May-19	Review outstanding discovery disputes (.4); call with Kramer regarding Aurelius discovery (.8).	Marines, Jennifer L.	1.20	1,320.00
14-May-19	Prepare for (.3) and participate on (.5) call with K. Eckstein (Aurelius) regarding discovery.	Marinuzzi, Lorenzo	0.80	1,040.00
14-May-19	Call with K. Eckstein (Aurelius) regarding discovery.	Rappoport, Steve	0.50	447.50

MORRISON | FOERSTER

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15-May-19	Review key documents regarding investigations (.9); correspond with internal working group regarding Aurelius production (.3).	Goren, Todd M.	1.20	1,380.00
15-May-19	Further review of Aurelius counsel's counterproposal regarding discovery request.	Kaufman, David H.	0.20	245.00
15-May-19	Review and tag dataroom documents.	Westergaard, Lily Vale	2.30	1,207.50
16-May-19	Review and analyze responses to discovery requests and coordinate questions for call with Kirkland.	Marines, Jennifer L.	1.40	1,540.00
16-May-19	Update diligence request.	Marinuzzi, Lorenzo	0.80	1,040.00
16-May-19	Review documents in dataroom and tag for relevancy to various issues affecting claims.	Westergaard, Lily Vale	2.40	1,260.00
17-May-19	Correspond with J. Wooding (Alix) regarding solvency analysis and documents to be requested (.3); review agendas and documents circulated at Committee meetings and White & Case request (.3).	Damast, Craig A.	0.60	555.00
17-May-19	Review documents relating to recharacterization issue.	Dopsch, Peter C.	0.90	1,035.00
17-May-19	Review Kramer's markup of confidentiality agreement (.7); summarize changes for J. Levitt and S. Rappoport (.4); review protective order regarding requests from White & Case with L. Marinuzzi (.6).	Greer, Jocelyn Edith	1.70	1,190.00
17-May-19	Review Kramer revisions to confidentiality agreement for Aurelius discovery and conferences regarding same.	Levitt, Jamie A.	0.80	980.00
17-May-19	Review requests from White & Case for documents produced by Company (.3); review protective order regarding requests from White & Case with J. Greer (.6); review Kramer comments regarding NDA (.5).	Marinuzzi, Lorenzo	1.40	1,820.00
17-May-19	Review Committee work product and identify documents requested by Committee member's independent counsel (.8); correspond with R. Ferraioli, J. Greer and A. Masykanova regarding same (.2).	Richardson Arnould, Ka	1.00	525.00
18-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	2.30	1,207.50
19-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	1.40	735.00
20-May-19	Analyze Relativity database.	Anabi, Andrew Issa	0.50	262.50

MORRISON | FOERSTER

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20-May-19	Coordinate document processing and Relativity database update (.9); assist with Relativity database (.5); setup saved searches in preparation for review (.4).	Bergelson, Vadim	1.80	621.00
20-May-19	Correspond with C. Koster (White & Case) and J. Greer regarding requested Uniti documents and protective order.	Damast, Craig A.	0.30	277.50
20-May-19	Analyze documents produced by Company.	Ferraioli, Raff	0.60	330.00
20-May-19	Draft information sharing protocol (1.6); send same to E. Richards for review (.2); analyze Relativity database (.5); compile board minute materials and send to Alix partners (.5); correspond with L. Marinuzzi and C. Koster (White & Case) regarding sharing documents in Debtor production with White & Case (.3).	Greer, Jocelyn Edith	3.10	2,170.00
20-May-19	Correspond with internal working group regarding Kramer revisions to confidentiality agreement for Aurelius discovery (.4); review correspondence regarding Debtor discovery (.3).	Levitt, Jamie A.	0.70	857.50
20-May-19	Correspond with J. Greer regarding status of discovery review.	Richards, Erica J.	0.40	370.00
21-May-19	Coordinate document processing and Relativity database update (.9); assist with Relativity database (.5); setup saved searches in preparation for review (.4).	Bergelson, Vadim	1.80	621.00
21-May-19	Review and retrieve additional documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00
21-May-19	Analyze and compile Committee communications and other documents for White & Case (1.3); transmit same (.2).	Ferraioli, Raff	1.50	825.00
21-May-19	Correspond with R. Shanker regarding protective order with Debtors (.2); correspond with E. Richards regarding Relativity database (.3); correspond with J. Levitt, T. Goren, L. Marinuzzi and J. Marines regarding protective order with Aurelius (.1).	Greer, Jocelyn Edith	0.60	420.00
21-May-19	Review Debtor revisions to protective order (.4); correspond with internal working group regarding same (.3).	Levitt, Jamie A.	0.70	857.50
21-May-19	Address discovery matters with Kramer.	Marines, Jennifer L.	0.60	660.00
21-May-19	Review edits to protective order for Aurelius litigation.	Rappoport, Steve	0.30	268.50
21-May-19	Identify and analyze all communications and work product created for Committee in order to fulfill document request from White & Case.	Richardson Arnould, Ka	0.70	367.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
21-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	1.30	682.50
22-May-19	Review document production tracker for issues related to analysis of prepetition transactions.	Good, Thomas H.	0.80	600.00
22-May-19	Circulate document tracker to P. Dopsch and A. Masykanova for review (.4); correspond with J. Levitt, L. Marinuzzi, J. Marines and T. Goren regarding draft of Aurelius confidentiality agreement (.3); review production for relevant documents and circulate to P. Dopsch and A. Masykanova (1.0).	Greer, Jocelyn Edith	1.70	1,190.00
22-May-19	Review correspondence regarding Aurelius protective order and Debtor discovery protocol.	Levitt, Jamie A.	0.50	612.50
22-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	1.50	787.50
23-May-19	Call with B. Weiland (Kirkland) regarding information sharing protocol (.2); review draft of same (.4); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.90	1,035.00
23-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	0.60	315.00
25-May-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	7.50	3,937.50
28-May-19	Review due diligence documents and prepare summary of same.	Anabi, Andrew Issa	0.80	420.00
28-May-19	Prepare documents for J. Greer's review.	Chan, David**	1.00	320.00
28-May-19	Analyze and compile documents for Committee member (.3); correspond with Kirkland regarding transmission of same (.1).	Ferraioli, Raff	0.40	220.00
28-May-19	Review correspondence regarding confidentiality agreement with Aurelius (.1); correspond with P. Dopsch and A. Masykanova regarding document review related to Uniti (.9).	Greer, Jocelyn Edith	1.00	700.00
28-May-19	Review assignment, conveyance and assumption agreement (.2); correspond with A. Masykanova regarding same (.1).	Haley, Sharon L.	0.30	120.00
28-May-19	Review and revise memorandum (.4); correspond with P. Dopsch, J. Greer and M. Zaccarelli regarding memorandum and review of documents (1.5).	Masykanova, Aisulu	1.90	1,605.50
28-May-19	Review draft information sharing protocol.	Richards, Erica J.	1.20	1,110.00
28-May-19	Correspond with A. Masykanova regarding review of documents.	Zaccarelli, Monet D.	0.50	145.00
29-May-19	Review status of security documents and prepare summary of same (7); review status of due diligence documents related to Uniti (.5).	Anabi, Andrew Issa	7.50	3,937.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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29-May-19	Analyze and compile documents for Committee member (.2); correspond with Kirkland regarding same (.1); correspond with White & Case regarding same (.1).	Ferraioli, Raff	0.40	220.00
29-May-19	Correspond with Aurelius counsel regarding production search terms and confidentiality order.	Levitt, Jamie A.	0.50	612.50
30-May-19	Analyze and compile documents for Committee member.	Ferraioli, Raff	0.20	110.00
30-May-19	Review document production for items related to note exchange offers.	Good, Thomas H.	0.80	600.00
30-May-19	Correspond with A. Anabi regarding Uniti documents (.4); correspond with T. Good regarding notes exchange documents (.3).	Greer, Jocelyn Edith	0.70	490.00
30-May-19	Correspond with internal working group and Kramer team regarding Aurelius protective order revisions and custodians/search terms.	Levitt, Jamie A.	0.60	735.00
30-May-19	Review matters related to discovery in connection with claims investigation.	Marines, Jennifer L.	0.50	550.00
30-May-19	Manage data export request (.4); manage document OCR request (.6).	Nguyen, Thuan H.	1.00	345.00
31-May-19	Review due diligence documents (3.2); meet with A. Masykanova and P. Dopsch regarding due diligence documents and analysis of same (.9).	Anabi, Andrew Issa	4.10	2,152.50
31-May-19	Meet with A. Masykanova and A. Anabi regarding due diligence documents and analysis of same.	Dopsch, Peter C.	0.90	1,035.00
31-May-19	Correspond with J. Levitt and S. Rappoport regarding Aurelius document production.	Greer, Jocelyn Edith	0.40	280.00
31-May-19	Correspond with Aurelius counsel regarding production search terms and custodians (.4); correspond with internal working group regarding same (.4); review final confidentiality agreement (.3).	Levitt, Jamie A.	1.10	1,347.50
31-May-19	Meet with P. Dopsch and A. Anabi regarding due diligence documents and analysis of same.	Masykanova, Aisulu	0.90	760.50
31-May-19	Review discovery limitations and provide comment to J. Levitt.	Rappoport, Steve	0.70	626.50
31-May-19	Review revised draft of discovery protocol.	Richards, Erica J.	0.20	185.00
Total: 023	Discovery		144.00	109,795.00
Hearings				
01-May-19	Draft amended notice of hearing for Alix (.4); file and serve same (.2).	Delehanty, Danielle Ei	0.60	216.00
08-May-19	Correspond with internal working group regarding preparation for hearing (.3); discuss upcoming hearing with R. Ferraioli and K. Richardson (.3).	Damast, Craig A.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
08-May-19	Discuss upcoming hearing with C. Damast and K. Richardson.	Ferraioli, Raff	0.30	165.00
08-May-19	Analyze motions to be heard during omnibus hearing (1.4); discuss upcoming hearing with C. Damast and R. Ferraioli (.3).	Richardson Arnould, Ka	1.70	892.50
09-May-19	Review calendar and draft index to hearing binder (1.2); prepare same (.6).	Delehanty, Danielle Ei	1.80	648.00
09-May-19	Review draft hearing agenda.	Goren, Todd M.	0.30	345.00
10-May-19	Discuss materials for upcoming hearing with K. Richardson.	Ferraioli, Raff	0.30	165.00
10-May-19	Correspond with D. Delehanty regarding binders for PI hearing in Windstream vs. Charter.	Greer, Jocelyn Edith	0.20	140.00
10-May-19	Analyze pleadings in advance of omnibus and Charter preliminary injunction hearing (3.6); correspond with R. Ferraioli and D. Delehanty regarding same (.6); discuss materials for upcoming hearing with R. Ferraioli (.3).	Richardson Arnould, Ka	4.50	2,362.50
13-May-19	Correspond with R. Ferraioli and K. Richardson regarding preparation for omnibus hearing.	Damast, Craig A.	0.50	462.50
13-May-19	Draft index and prepare hearing binders for Charter communications adversary proceeding (2.3); draft index and prepare binders for hearing (2.2).	Delehanty, Danielle Ei	4.50	1,620.00
13-May-19	Correspond with internal working group regarding upcoming hearing (.1); analyze materials for same (.2).	Ferraioli, Raff	0.30	165.00
13-May-19	Review materials in preparation for hearing.	Goren, Todd M.	0.70	805.00
13-May-19	Analyze pleadings in advance of omnibus and Charter preliminary injunction hearing (2.5); correspond with L. Marinuzzi, T. Goren, C. Damast, R. Ferraioli and D. Delehanty regarding same (2.1); correspond with D. Amador (PBGC) regarding hearing (.2).	Richardson Arnould, Ka	4.80	2,520.00
14-May-19	Attend omnibus hearing (telephonically) (3.7); discuss summary of hearing for Committee with K. Richardson (.3); review and revise draft of summary of same (.4); correspond with K. Richardson and R. Ferraioli regarding same (.3); correspond with internal working group regarding same and revisions (.1).	Damast, Craig A.	4.80	4,440.00
14-May-19	Prepare for (.7) and attend (1.9) omnibus hearing (partial).	Ferraioli, Raff	2.60	1,430.00
14-May-19	Prepare for (.8) and attend (3.7) omnibus hearing.	Goren, Todd M.	4.50	5,175.00
14-May-19	Attend omnibus hearing (3.7); correspond with K. Richardson regarding summary of same for Committee (.3).	Greer, Jocelyn Edith	4.00	2,800.00
14-May-19	Attend omnibus hearing (telephonically) (partial).	Levitt, Jamie A.	1.90	2,327.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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14-May-19	Attend omnibus hearing.	Marinuzzi, Lorenzo	3.70	4,810.00
14-May-19	Attend omnibus hearing (telephonically) (partial).	Plymale, Rachael K.	2.20	1,529.00
14-May-19	Prepare for (.1) and attend (3.7) omnibus hearing.	Rappoport, Steve	3.80	3,401.00
14-May-19	Attend omnibus hearing (telephonically) (3.7); correspond with PBGC, UMB and J. Levitt regarding hearing (.3); draft summary of hearing for Committee (.9); discuss same with C. Damast (.3); circulate summary to internal working group and revise according to comments per E. Richards, C. Damast, J. Greer and T. Goren (.9).	Richardson Arnould, Ka	6.10	3,202.50
31-May-19	Correspond with internal working group and J. Luze (Kirkland) regarding upcoming hearings.	Ferraioli, Raff	0.20	110.00
Total: 024	Hearings		54.90	40,286.50
First and Second Day Motions				
02-May-19	Review statement of issues regarding designation of items for record on critical vendor motion appeal.	Damast, Craig A.	0.30	277.50
02-May-19	Review GLM appeal papers regarding vendor order.	Marinuzzi, Lorenzo	0.50	650.00
06-May-19	Correspond with internal working group and Alix team regarding first day motion reporting (.2); review same (.2).	Damast, Craig A.	0.40	370.00
Total: 025	First and Second Day Motions		1.20	1,297.50
Claims Investigation				
01-May-19	Research case law regarding potential claims against Uniti.	Anabi, Andrew Issa	4.80	2,520.00
01-May-19	Correspond with A. Masykanova regarding recharacterization memorandum, revisions and arrangements of in-person memorandum regarding claims investigation status (.3); subsequent correspondence with P. Dopsch and A. Masykanova regarding same (.3); review current draft of recharacterization memorandum (.7); correspond with A. Masykanova regarding same (.2).	Damast, Craig A.	1.50	1,387.50
01-May-19	Conduct and analyze legal research regarding claims against Uniti (1.4); draft outline regarding potential claims against Uniti (1.3); analyze comments to memorandum regarding same (.3); correspond with E. Richards regarding same (.2); conduct and analyze legal research in connection with same (.9); revise memorandum in connection with same (.6).	Ferraioli, Raff	4.70	2,585.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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01-May-19	Review property descriptions (.3); correspond with A. Masyllkanova regarding same (.2).	Haley, Sharon L.	0.50	200.00
01-May-19	Review correspondence with title company.	Madori, Andrea M.	0.20	79.00
01-May-19	Review relevant documents in connection with claims investigation (.4); review and revise memorandum (2.6).	Masyllkanova, Aisulu	3.00	2,535.00
01-May-19	Review research regarding equitable subordination.	Richards, Erica J.	0.30	277.50
01-May-19	Analyze cases regarding potential claims against Aurelius.	Richardson Arnould, Ka	1.80	945.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); correspond with R. Collura (Alix) regarding Uniti claims investigation analysis (.3); review memorandum and summary of same (.8).	Damast, Craig A.	2.00	1,850.00
02-May-19	Conduct and analyze legal research regarding sale and lease back transaction (.9); draft outline for memorandum regarding same (1.3); meet with internal working group regarding status of claims investigations, workstreams and strategy (.9).	Ferraioli, Raff	3.10	1,705.00
02-May-19	Call with E. Richards regarding analysis of note exchange transactions (.8); meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); revise chart summarizing exchange transactions (1.6).	Good, Thomas H.	3.30	2,475.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); review updated memorandum regarding potential claims against Uniti (.5).	Goren, Todd M.	1.40	1,610.00
02-May-19	Revise memorandum of potential claims against Aurelius (.9); correspond with J. Levitt and S. Rappoport regarding presentation to Committee regarding same (.6); meet with internal working group regarding status of claims investigations, workstreams and strategy (.9).	Greer, Jocelyn Edith	2.40	1,680.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy.	Levitt, Jamie A.	0.90	1,102.50
02-May-19	Correspond with title company.	Madori, Andrea M.	0.10	39.50
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); review revised memorandum regarding potential claims (.6); review theory and research in connection with claims against Aurelius (.9).	Marinuzzi, Lorenzo	2.40	3,120.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); revise memorandum regarding same (.3).	Masyllkanova, Aisulu	1.20	1,014.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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02-May-19	Review preliminary analysis of note exchange transactions (1.9); call with T. Good regarding same (.8).	Richards, Erica J.	2.70	2,497.50
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy (.9); revise workstream tracker (.4); correspond with J. Greer regarding litigation team's updates (.2); prepare summary of research regarding potential claims against Aurelius (.7).	Richardson Arnould, Ka	2.20	1,155.00
02-May-19	Meet with internal working group regarding status of claims investigations, workstreams and strategy.	Westergaard, Lily Vale	0.90	472.50
03-May-19	Correspond with A. Masykanova regarding Alix memorandum regarding Uniti transaction and review of public filings (.2); review same (.3); discuss Uniti claims related research and memorandum with R. Ferraioli (.4); correspond with A. Masykanova regarding current draft of Uniti investigation analysis memorandum (.2); review same (1.4); correspond with Perella team regarding upcoming meeting with Uniti advisors (.2).	Damast, Craig A.	2.70	2,497.50
03-May-19	Discuss Uniti claims related research and memorandum with C. Damast.	Ferraioli, Raff	0.40	220.00
03-May-19	Revise memorandum summarizing and chart regarding debt exchange transactions and potential claims.	Good, Thomas H.	4.10	3,075.00
06-May-19	Correspond with A. Masykanova regarding Alix memorandum regarding Uniti investigation and analysis (.4); review current draft of memorandum regarding same (1.1); correspond with internal working group and Perella team regarding discussions with advisors and possible settlement parameters for Uniti discussions (.3); correspond with A. Masykanova regarding status of redraft of Uniti claims investigation memorandum and in-person meeting with Committee regarding same (.4).	Damast, Craig A.	2.20	2,035.00
06-May-19	Commence review of draft memorandum regarding Uniti transaction.	Dopsch, Peter C.	0.50	575.00
06-May-19	Analyze correspondence regarding status of claims investigation (.1); conduct and analyze legal research in connection with same (.1).	Ferraioli, Raff	0.20	110.00
06-May-19	Correspond with P. Dopsch, C. Damast and A. Anabi regarding draft memorandum in connection with Uniti claims investigation.	Masykanova, Aisulu	0.20	169.00
06-May-19	Review updated claims memorandum regarding potential claims against Aurelius.	Rappoport, Steve	0.50	447.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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06-May-19	Conduct legal research regarding potential claims against Aurelius and applicability of defenses.	Richardson Arnould, Ka	1.80	945.00
07-May-19	Correspond with P. Dopsch and A. Masykanova regarding Uniti memorandum and in-person meeting with Committee regarding same.	Damast, Craig A.	0.30	277.50
07-May-19	Further review memorandum regarding claims against Uniti (1.1); call with A. Masykanova regarding same (.4).	Dopsch, Peter C.	1.50	1,725.00
07-May-19	Review research and decisions regarding fraudulent conveyance law and subsequent transferee issues.	Marines, Jennifer L.	3.20	3,520.00
07-May-19	Review and revise memorandum regarding claims against Uniti (2.3); call with P. Dopsch regarding same (.4).	Masykanova, Aisulu	2.70	2,281.50
08-May-19	Research case law regarding potential claims against Uniti (3.7); discuss documents and relevant cases with A. Masykanova regarding Uniti (.9).	Anabi, Andrew Issa	4.60	2,415.00
08-May-19	Review and revise current draft of memorandum regarding potential claims against Uniti.	Damast, Craig A.	3.80	3,515.00
08-May-19	Review updated Aurelius claims memorandum.	Levitt, Jamie A.	1.60	1,960.00
08-May-19	Analyze potential Debtor/Uniti settlements.	Marines, Jennifer L.	1.30	1,430.00
08-May-19	Discuss documents and relevant cases regarding Uniti with A. Anabi.	Masykanova, Aisulu	0.90	760.50
08-May-19	Analyze prepetition transaction analyses and potential claims against Uniti.	Richardson Arnould, Ka	3.80	1,995.00
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up with A. Masykanova and P. Dopsch regarding same (.6); research case law in connection with claims against Uniti (5.4).	Anabi, Andrew Issa	7.30	3,832.50
09-May-19	Review and revise draft of memorandum regarding claims against Uniti (2.6); correspond with P. Dopsch and A. Masykanova regarding same (.4); prepare for (.2) and attend (1.3) weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy; follow-up discussion with K. Richardson regarding same, claims investigation PowerPoint and research issues (.3); review current version of claims investigation tracker (.3); correspond with B. Mendelsohn (Perella) regarding PJT update regarding Uniti negotiations/issues (.2).	Damast, Craig A.	5.30	4,902.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up with A. Masyllkanova and A. Anabi regarding same (.6); further review and revise draft legal memorandum in connection with same (.1).	Dopsch, Peter C.	2.00	2,300.00
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); conduct and analyze legal research regarding claims regarding Uniti transaction (.8).	Ferraioli, Raff	2.10	1,155.00
09-May-19	Attend weekly claims investigation call to discuss status of ongoing investigations, workstreams and strategy (1.3); review debt covenant analysis (.8).	Good, Thomas H.	2.10	1,575.00
09-May-19	Review memorandum regarding debt exchanges potential claims (.9); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3).	Goren, Todd M.	2.20	2,530.00
09-May-19	Correspond with K. Richardson regarding workstream tracker (.6); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3).	Greer, Jocelyn Edith	1.90	1,330.00
09-May-19	Review and revise internal tracker for status of investigation and ongoing research (.6); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); review information and correspondence regarding Uniti claims and potential settlement options (1.2).	Marines, Jennifer L.	3.10	3,410.00
09-May-19	Review updated claims tracker (.4); attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); review memorandum regarding note transactions and possible claims (1.1).	Marinuzzi, Lorenzo	2.80	3,640.00
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up with P. Dopsch and A. Anabi regarding same (.6).	Masyllkanova, Aisulu	1.90	1,605.50
09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy.	Richards, Erica J.	1.30	1,202.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5833688
Invoice Date: June 30, 2019

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09-May-19	Attend weekly claims investigation meeting to discuss status of ongoing investigations, workstreams and strategy (1.3); follow-up discussion with C. Damast regarding same, claims investigation PowerPoint and research issues (.3); update work stream tracker (1.3); correspond with J. Greer regarding litigation team's updates (.4); draft Uniti claims investigation presentation (2.8).	Richardson Arnould, Ka	6.10	3,202.50
10-May-19	Conduct and analyze legal research regarding case law on potential claims against Uniti.	Anabi, Andrew Issa	8.20	4,305.00
10-May-19	Correspond with internal working group regarding claims investigation and memorandum in connection with same (.2); correspond with internal working group regarding Uniti investigation (.2).	Damast, Craig A.	0.40	370.00
10-May-19	Review correspondence and respond to questions relating to Committee analysis of Uniti transaction.	Dopsch, Peter C.	0.50	575.00
10-May-19	Analyze update regarding status of claims investigation workstreams.	Ferraioli, Raff	0.10	55.00
10-May-19	Correspond with internal working group regarding potential claims and ongoing workstreams.	Goren, Todd M.	0.40	460.00
10-May-19	Review memorandum regarding note issuances and related research (1.9); analyze additional claims in connection with same (1.0).	Marines, Jennifer L.	2.90	3,190.00
10-May-19	Review implied covenant of good faith claims in NY (.7); review and revise memorandum detailing note issuances and potential challenges (1.6).	Marinuzzi, Lorenzo	2.30	2,990.00
10-May-19	Review Aurelius claims investigation memorandum.	Rappoport, Steve	0.30	268.50
13-May-19	Correspond with A. Masykanova and E. Richards regarding Committee searches regarding claims investigation.	Damast, Craig A.	0.10	92.50
13-May-19	Prepare presentation for Committee regarding potential claims.	Greer, Jocelyn Edith	4.80	3,360.00
13-May-19	Review relevant research (1.6) and update memorandum regarding Uniti claims investigation (4.0).	Masykanova, Aisulu	5.60	4,732.00
13-May-19	Review correspondence regarding status of claims investigation.	Richards, Erica J.	0.30	277.50
14-May-19	Prepare memorandum regarding potential claims against Uniti.	Anabi, Andrew Issa	4.00	2,100.00
14-May-19	Correspond with internal working group regarding Uniti transaction.	Damast, Craig A.	0.20	185.00
14-May-19	Review correspondence regarding Uniti investigation and underlying document review.	Dopsch, Peter C.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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14-May-19	Correspond with internal working group regarding claims investigation (.1); analyze materials in connection with potential claims against Uniti (.2).	Ferraioli, Raff	0.30	165.00
14-May-19	Review proposed term sheet.	Goren, Todd M.	0.80	920.00
14-May-19	Draft presentation to Committee regarding Aurelius claims investigation.	Greer, Jocelyn Edith	3.40	2,380.00
14-May-19	Review and revise memorandum regarding Uniti transaction.	Masykanova, Aisulu	2.70	2,281.50
15-May-19	Correspond with B. Mendelsohn (Perella) regarding proposed term sheet (.1); review same (.5); correspond with A. Masykanova regarding current draft of Uniti claims memorandum (.2); review same (1.3).	Damast, Craig A.	2.10	1,942.50
15-May-19	Correspond with Kirkland regarding Uniti call.	Goren, Todd M.	0.20	230.00
15-May-19	Incorporate S. Rappoport's comments into draft presentation regarding potential claims against Aurelius (.5); draft presentation to Committee regarding potential claims (1.8).	Greer, Jocelyn Edith	2.30	1,610.00
15-May-19	Review terms related to potential settlement (.9); review facts memorandum regarding Uniti transaction (.8); review research related to various avoidance issues (2.1).	Marines, Jennifer L.	3.80	4,180.00
15-May-19	Review proposal regarding settlement (.6); review next steps in Uniti evaluation (.5); review theories regarding potential claims against Aurelius (.8); review status of preparation of memoranda to Committee regarding investigations and possible claims (.9).	Marinuzzi, Lorenzo	2.80	3,640.00
15-May-19	Provide comments to J. Greer regarding presentation regarding potential claims against Aurelius.	Rappoport, Steve	0.50	447.50
16-May-19	Review current draft of memorandum regarding Uniti transaction (1.9); discuss reviews of same with P. Dopsch and A. Masykanova (.8); correspond with P. Dopsch and A. Masykanova regarding same (.4); attend weekly claims investigation meeting to discuss status of investigations (.8); correspond with internal working group regarding claims investigation-related research issues (.4).	Damast, Craig A.	4.30	3,977.50
16-May-19	Review and revise memorandum regarding Uniti transaction (.4); discuss reviews of same with A. Masykanova and C. Damast (.8); attend weekly claims investigation meeting to discuss status of investigations (.8).	Dopsch, Peter C.	2.00	2,300.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (.8); conduct and analyze legal research regarding potential claims against Aurelius (.8).	Ferraioli, Raff	1.60	880.00
16-May-19	Review and analyze updated memoranda regarding potential claims (.5); attend weekly claims investigation meeting to discuss status of investigations (.8); call with Kirkland regarding status of Uniti investigation (.6).	Goren, Todd M.	1.90	2,185.00
16-May-19	Attend weekly claims investigations meeting to discuss status of investigations.	Greer, Jocelyn Edith	0.80	560.00
16-May-19	Correspond with internal working group regarding Uniti claims investigations (.8); review memoranda and documents regarding same (1.3); attend weekly claims investigation meeting to discuss status of investigations (.8); review updated research regarding same (.4).	Levitt, Jamie A.	3.30	4,042.50
16-May-19	Call with Kirkland regarding status of Uniti investigation (.6); attend weekly claims investigation meeting to discuss status of investigations (.8); review research regarding standing to pursue various types of claims (.8); review research regarding treatment of license (1.6).	Marines, Jennifer L.	3.80	4,180.00
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (.8); review status of Aurelius claims investigation memorandum (.6); review claims associated with Uniti transaction and next steps (1.1); meet with C. Shore (counsel for UMB) to review Uniti strategy (1.6); call with Kirkland regarding status of Uniti investigation (.6).	Marinuzzi, Lorenzo	4.70	6,110.00
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (.8); discuss reviews of Uniti claims memorandum with P. Dopsch and C. Damast (.8).	Masyllkanova, Aisulu	1.60	1,352.00
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations (partial) (.6); call with Kirkland regarding status of Uniti investigation (.6).	Richards, Erica J.	1.20	1,110.00
16-May-19	Prepare for (.3) and attend (.8) weekly claims investigation meeting to discuss status of investigations.	Richardson Arnould, Ka	1.10	577.50
16-May-19	Attend weekly claims investigation meeting to discuss status of investigations.	Westergaard, Lily Vale	0.80	420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
17-May-19	Correspond with A. Masykanova and R. Collura (Alix) regarding accounting treatment of sale and leaseback transaction (.4); review Windstream internal memorandum regarding same (1.2); review current draft of Uniti claims investigation memorandum (.7).	Damast, Craig A.	2.30	2,127.50
17-May-19	Review updated memoranda regarding potential claims (1.2); correspond with Alix regarding solvency analysis (.2).	Goren, Todd M.	1.40	1,610.00
17-May-19	Analyze and compile Windstream board presentations from Aurelius litigation (.3); send same to J. Salon and J. Blaivas (.1); draft Committee presentation and accompanying talking points regarding Aurelius investigation (4.9).	Greer, Jocelyn Edith	5.30	3,710.00
17-May-19	Discuss review in connection with claims investigation with Alix.	Masykanova, Aisulu	1.20	1,014.00
17-May-19	Revise presentation regarding Aurelius claims investigation.	Rappoport, Steve	0.50	447.50
17-May-19	Conduct legal research regarding treatment of leases in bankruptcy.	Richardson Arnould, Ka	2.60	1,365.00
19-May-19	Conduct and analyze legal research regarding Uniti transaction and potential claims (.8); draft memorandum regarding same (3.1).	Ferraioli, Raff	3.90	2,145.00
20-May-19	Review Windstream internal memorandum regarding sale and leaseback transaction and accounting treatment (1.6); correspond with internal working group, Alix and Perella teams regarding Debtors' request for meeting and scheduling (.4); correspond with K. Richardson regarding claims investigation related research issues (.3); conduct legal research regarding section 365 issues in connection with potential claims (.6); correspond with R. Collura (Alix) and A. Masykanova regarding accounting of sale and leaseback transaction (.4); correspond with internal working group regarding same (.2); correspond with J. Wooding (Alix) and J. Greer regarding solvency analysis documents and supplemental document request regarding same (.3).	Damast, Craig A.	3.80	3,515.00
20-May-19	Review and revise legal memorandum relating to potential Uniti claims (4.1); follow up with A. Masykanova regarding proposed changes (.3).	Dopsch, Peter C.	4.40	5,060.00
20-May-19	Conduct and analyze legal research regarding Uniti transaction and potential claims (.3); draft memorandum regarding same (.9); analyze correspondence regarding accounting of sale and leaseback transaction (.2).	Ferraioli, Raff	1.40	770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
 Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
20-May-19	Review diligence materials regarding Uniti transaction and potential claims (.9); correspond with Alvarez regarding solvency analysis (.2); correspond with Perella and Alix regarding meeting with Kirkland (.2).	Goren, Todd M.	1.30	1,495.00
20-May-19	Review GAAP analysis from Alix regarding sale and leaseback transaction (.4); review underlying Company opinion and materials regarding same (1.2).	Marines, Jennifer L.	1.60	1,760.00
20-May-19	Revise legal memorandum relating to potential Uniti claims (3.3); follow up with P. Dopsch regarding proposed changes (.3).	Masykanova, Aisulu	3.60	3,042.00
21-May-19	Correspond with internal working group, Alix and Perella teams regarding Uniti transaction and meeting with Debtors and advisors (.3); correspond with P. Dopsch and A. Masykanova regarding upcoming meeting with Debtors to discuss possible claims (.3); review and revise current draft of Uniti claims memorandum (4.8); correspond with P. Dopsch and A. Masykanova regarding same and comments (.3).	Damast, Craig A.	5.70	5,272.50
21-May-19	Further legal analysis of potential Uniti claim (1.2); follow up on issues related to real estate (.6).	Dopsch, Peter C.	1.80	2,070.00
21-May-19	Conduct and analyze legal research regarding sale and leaseback transaction and potential claims (.4); draft memorandum regarding same (1.3); correspond with C. Damast regarding same (.2); analyze revised memorandum regarding Uniti claims investigation (.6); conduct and analyze legal research regarding creditor standing and estate claims (.7).	Ferraioli, Raff	3.20	1,760.00
21-May-19	Review key documents regarding potential Uniti claims.	Goren, Todd M.	0.90	1,035.00
21-May-19	Review claims investigation memorandum regarding Uniti transaction (1.3); review memorandum on potential claims against Aurelius (.6).	Marines, Jennifer L.	1.90	2,090.00
21-May-19	Correspond with B. Weiland (Kirkland) regarding meeting among advisors to review Uniti claims (.3); review updated memorandum regarding Uniti claims (1.4); review status of preparation for meetings with Committee and Kirkland regarding Uniti claims (.7).	Marinuzzi, Lorenzo	2.40	3,120.00
21-May-19	Review and revise memorandum regarding Uniti claims investigation (.8); review relevant transaction documents (1.1).	Masykanova, Aisulu	1.90	1,605.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
22-May-19	Prepare memorandum regarding potential Uniti claims.	Anabi, Andrew Issa	2.10	1,102.50
22-May-19	Call with P. Dopsch and A. Masykanova regarding review of legal memorandum regarding potential Uniti claims and related matters (.6); correspond with internal working group regarding same and additional research questions (.2); review revised draft of memorandum (1.6); discuss claims investigation related research results with R. Ferraioli (.3).	Damast, Craig A.	2.70	2,497.50
22-May-19	Further review of legal memorandum regarding potential Uniti claims and related matters (.4); call with A. Masykanova and C. Damast regarding same (.6).	Dopsch, Peter C.	1.00	1,150.00
22-May-19	Analyze comments and correspondence regarding Uniti claims investigation memorandum (.1); conduct and analyze legal research regarding derivative standing (.2); discuss claims investigation related research results C. Damast (.3); analyze correspondence regarding claims investigation status and strategy (.2); conduct and analyze legal research in connection with same (.9); draft memorandum in connection with same (1.6); discuss potential claims and strategy with J. Marines (.2).	Ferraioli, Raff	3.50	1,925.00
22-May-19	Review and analyze memorandum regarding Uniti claims (.8); correspond with internal working group regarding additional research and claims related to same (.3).	Goren, Todd M.	1.10	1,265.00
22-May-19	Work on Aurelius claims investigation Committee presentation.	Levitt, Jamie A.	2.10	2,572.50
22-May-19	Review and analyze theories in connection with Uniti transaction (.8); discuss potential claims and strategy with R. Ferraioli (.2).	Marines, Jennifer L.	1.00	1,100.00
22-May-19	Call with P. Dopsch and C. Damast regarding review of legal memorandum regarding Uniti claims and related matters.	Masykanova, Aisulu	0.60	507.00
22-May-19	Review and revise Aurelius claims presentation.	Rappoport, Steve	0.50	447.50
23-May-19	Revise memorandum regarding Uniti claims.	Anabi, Andrew Issa	3.90	2,047.50
23-May-19	Discuss research regarding Uniti claims with R. Ferraioli (.4); review and revise same (5.7); correspond with P. Dopsch and A. Masykanova regarding memorandum (.3); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); discuss same and next steps with R. Ferraioli and K. Richardson (.3); discuss same with T. Goren (.3) and A. Masykanova (.3).	Damast, Craig A.	8.70	8,047.50

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow up on real estate issues with A. Masytkanova and J. Greer (.4).	Dopsch, Peter C.	1.80	2,070.00
23-May-19	Conduct and analyze legal research regarding Uniti claims (.8); discuss same with C. Damast (.4); draft memorandum regarding same (1.4); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); discuss same and next steps with C. Damast and K. Richardson (.3).	Ferraioli, Raff	4.30	2,365.00
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy.	Good, Thomas H.	1.40	1,050.00
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow-up discussion with C. Damast regarding same and next steps (.3).	Goren, Todd M.	1.70	1,955.00
23-May-19	Revise Aurelius claims memorandum and accompanying presentation for Committee (3.4); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow up on real estate issues with P. Dopsch and A. Masytkanova (.4).	Greer, Jocelyn Edith	5.20	3,640.00
23-May-19	Work on Aurelius claims investigation Committee presentation (1.3); review revised Uniti claims memorandum (1.0).	Levitt, Jamie A.	2.30	2,817.50
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy (1.4); review valuation analysis from Alix (.7); review updated Uniti transaction memorandum (.6); review open diligence items related to all investigations (.5).	Marines, Jennifer L.	3.20	3,520.00
23-May-19	Review and revise summary of Uniti claims (1.2); review materials regarding same (.8); review next steps in meeting with Committee regarding claims (.6); correspond with B. Weiland (Kirkland) regarding claims meeting (.4); correspond with Committee advisors regarding preparation for Company claims meeting (.4).	Marinuzzi, Lorenzo	3.40	4,420.00
23-May-19	Review and revise Uniti transaction memorandum (1.7); attend weekly claims investigation meeting regarding status of claims and strategy (1.4); follow-up discussion with C. Damast regarding same and next steps (.3); follow up on real estate issues with P. Dopsch and J. Greer (.4).	Masytkanova, Aisulu	3.80	3,211.00
23-May-19	Research ability to bring claims against certain defendants (.9); attend weekly claims investigation meeting regarding status of claims and strategy (1.4).	Richards, Erica J.	2.30	2,127.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
23-May-19	Correspond with J. Greer regarding in-person Committee meeting (.2); discuss claims investigation meeting and next steps with R. Ferraioli and C. Damast (.3); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.70	367.50
23-May-19	Correspond with E. Richards regarding preparations for claim investigation report meeting and dataroom status (.1); correspond with G. Peck regarding Windstream diligence (.2).	Sullivan, Lauren Marie	0.30	225.00
23-May-19	Attend weekly claims investigation meeting regarding status of claims and strategy.	Westergaard, Lily Vale	1.40	735.00
24-May-19	Correspond with J. Wooding (Alix) and R. Ferraioli regarding asset valuation regarding Uniti transaction (.2); review same (.2); review and revise draft of Uniti claims memorandum (3.7); discuss same and revisions with R. Ferraioli (.9); correspond with R. Ferraioli regarding same (.4); correspond with K. Richardson regarding status of memorandum and presentation to Committee (.3).	Damast, Craig A.	5.70	5,272.50
24-May-19	Follow up on Committee issues related to legal analysis of claims.	Dopsch, Peter C.	0.80	920.00
24-May-19	Conduct and analyze legal research in connection with Uniti investigation (1.1); revise draft of claims memorandum (2.2); discuss same and revisions with C. Damast (.9).	Ferraioli, Raff	4.20	2,310.00
24-May-19	Work on Aurelius claims investigation Committee presentation (2.2); correspond with internal working group regarding revisions to same (.5).	Levitt, Jamie A.	2.70	3,307.50
24-May-19	Review and revise Uniti claims memorandum.	Marines, Jennifer L.	0.90	990.00
25-May-19	Conduct and analyze legal research regarding potential Uniti claims (.4); revise memorandum in connection with same (.5).	Ferraioli, Raff	0.90	495.00
27-May-19	Correspond with A. Masykanova regarding memorandum on Uniti transaction.	Richardson Arnould, Ka	0.20	105.00
28-May-19	Review and revise current draft of Uniti transaction memorandum (1.3); correspond with P. Dopsch and A. Masykanova regarding same (.4).	Damast, Craig A.	1.70	1,572.50
28-May-19	Review issues related to transferred real estate in connection with potential claims analysis.	Dopsch, Peter C.	1.70	1,955.00
28-May-19	Revise memorandum regarding potential claims against Uniti (.8); conduct and analyze legal research regarding same (.3).	Ferraioli, Raff	1.10	605.00
28-May-19	Discuss revisions to Committee presentation regarding Aurelius claims with S. Rappoport and J. Levitt.	Greer, Jocelyn Edith	0.70	490.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
28-May-19	Work on Aurelius claims investigation Committee presentation and notes (2.9); discuss revisions to presentation with S. Rappoport and J. Greer (.7); review updated Uniti investigation memorandum (1.1).	Levitt, Jamie A.	4.70	5,757.50
28-May-19	Review Committee presentation regarding Aurelius claims (.3); discuss revisions to same with J. Levitt and J. Greer (.7).	Rappoport, Steve	1.00	895.00
28-May-19	Correspond with C. Damast and A. Masykanova regarding Uniti transaction memorandum (.2); review same (.9).	Richardson Arnould, Ka	1.10	577.50
29-May-19	Discuss presentations regarding claims investigation with R. Ferraioli (.4); discuss same with P. Dopsch, A. Masykanova and K. Richardson (1.1); review current draft of Uniti claims memorandum (1.4); review and revise draft of Uniti claims presentation (2.3); correspond with A. Masykanova and K. Richardson regarding presentations, comments and revisions (1.4).	Damast, Craig A.	6.60	6,105.00
29-May-19	Review and revise presentations regarding Uniti transaction and related claims (.2); discuss same with A. Masykanova, K. Richardson and C. Damast (1.1).	Dopsch, Peter C.	1.30	1,495.00
29-May-19	Conduct and analyze legal research regarding Uniti claims (.4); draft memorandum in connection with same (.6); discuss presentations regarding claims investigation with C. Damast (.4); correspond with internal working group regarding same (.2); draft presentation regarding potential claims (1.9); revise same (1.2); analyze and revise presentation regarding sale and leaseback transaction (1.2); correspond with internal working group regarding same (.2); analyze comments to same (.3).	Ferraioli, Raff	6.40	3,520.00
29-May-19	Review correspondence regarding research for Aurelius claims (.6); revise presentation in connection with same (2.9).	Greer, Jocelyn Edith	3.50	2,450.00
29-May-19	Prepare binder of cases cited in Committee memorandum regarding potential claims against Aurelius (2.8); review same (.3).	Guido, Laura	3.10	1,162.50
29-May-19	Correspond with M. Zaccarelli and A. Masykanova and title company regarding real property searches.	Haley, Sharon L.	1.00	400.00
29-May-19	Review and revise memorandum regarding Uniti transaction and potential claims.	Marines, Jennifer L.	1.70	1,870.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
29-May-19	Review and revise presentation regarding Uniti transaction and related claims (3.1); discuss same with P. Dopsch, C. Damast and K. Richardson (1.1).	Masykanova, Aisulu	4.20	3,549.00
29-May-19	Draft presentation regarding Uniti transaction and related claims (9.9); discuss same with C. Damast, P. Dopsch and A. Masykanova regarding same (1.1); review and incorporate comments by A. Masykanova and P. Dopsch regarding same (1.7); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	12.90	6,772.50
29-May-19	Correspond with A. Masykanova and S. Haley regarding real property (.4); review leases and compare against location list (3.6).	Zaccarelli, Monet D.	4.00	1,160.00
30-May-19	Analyze due diligence documents and prepare list of documents in support of claims against Uniti (7.3); prepare updated list of research (.7).	Anabi, Andrew Issa	8.00	4,200.00
30-May-19	Correspond with P. Dopsch regarding Uniti claims investigation presentation for Committee and status (.2); correspond with K. Richardson regarding same (.2); discuss claims investigation materials with R. Ferraioli (.3); attend meeting at Kirkland regarding claims investigation and status (2.3); correspond with J. Dutton (Alix) regarding solvency analysis status (.2); review and revise current drafts of Uniti claims presentation (2.9); discuss same and revisions with K. Richardson (.3); correspond with P. Dopsch and A. Masykanova regarding claims memorandum (.3); attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); review and revise current draft of presentation regarding Uniti claims (.7); discuss same with A. Masykanova and P. Dopsch (.6).	Damast, Craig A.	9.10	8,417.50
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); attend meeting at Kirkland regarding claims investigation and status (2.3); review underlying documents relating to analysis of Uniti claims (.6); discuss current draft of presentation regarding Uniti claims with A. Masykanova and C. Damast (.6).	Dopsch, Peter C.	4.60	5,290.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
30-May-19	Conduct and analyze legal research in connection with Uniti claims investigation (1.6); discuss claims investigation presentation materials with C. Damast (.3); analyze comments to (1.2) and revise (3.6) presentation regarding Uniti transaction; attend meeting (telephonically) with Kirkland regarding claims investigation and status (2.3); correspond with J. Greer regarding damages (.1); prepare for (.1) and attend (.9) weekly claims investigation meeting; follow-up discussion with internal working group regarding status and strategy (.2).	Ferraioli, Raff	10.30	5,665.00
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2).	Good, Thomas H.	1.10	825.00
30-May-19	Attend meeting at Kirkland regarding claims investigation and status (2.3); attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); review memoranda regarding status of claims investigation (1.0).	Goren, Todd M.	4.40	5,060.00
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); revise presentation regarding potential claims against Aurelius(3.3); attend meeting at Kirkland regarding claims investigation and status (2.3); revise information sharing protocol (1.4).	Greer, Jocelyn Edith	8.10	5,670.00
30-May-19	Attend meeting at Kirkland regarding claims investigation and status (2.3); review summary of claims and Debtor meeting (.4); review Aurelius claims investigation presentation notes (.7).	Levitt, Jamie A.	3.40	4,165.00
30-May-19	Prepare for (1.0) and attend (.9) weekly claims investigation meeting; follow-up discussion with internal working group regarding status and strategy (.2); attend meeting at Kirkland regarding claims investigation and status (2.3); review and revise presentations in connection with Uniti transaction (1.8); review and revise memorandum to Committee regarding Aurelius conduct (1.6).	Marines, Jennifer L.	7.80	8,580.00
30-May-19	Prepare for (1.2) and attend (2.3) meeting at Kirkland regarding claims investigation and status; attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); review and revise presentation regarding Uniti claims (1.7).	Marinuzzi, Lorenzo	6.30	8,190.00
30-May-19	Review and revise current draft of presentation regarding Uniti claims (1.2); discuss same with P. Dopsch and C. Damast (.6).	Masykanova, Aisulu	1.80	1,521.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
30-May-19	Review changes to Aurelius protective order (.3); review and comment on presentation to Committee regarding claims against Aurelius (1.4); review slides for presentation to Committee regarding Uniti transaction (.5).	Rappoport, Steve	2.20	1,969.00
30-May-19	Draft presentation materials for Committee regarding note exchanges (4.2); attend meeting at Kirkland regarding claims investigation and status (2.3); attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2); revise memorandum regarding exchange-related claims (.6).	Richards, Erica J.	8.20	7,585.00
30-May-19	Review presentation on Uniti investigation (1.3); discuss same and revisions with C. Damast (.3); correspond with internal working group regarding same (.1); attend meeting (telephonically) at Kirkland regarding claims investigation and status (2.3).	Richardson Arnould, Ka	4.00	2,100.00
30-May-19	Attend weekly claims investigation meeting (.9); follow-up discussion with internal working group regarding status and strategy (.2).	Westergaard, Lily Vale	1.10	577.50
31-May-19	Review and revise current draft of presentation to Committee regarding Uniti claims (3.3); correspond with internal working group regarding same and comments/revisions (.7); review internal working group comments to same (.6); discuss related research with R. Ferraioli (.5); correspond with internal working group regarding same (.4); review same (1.4); review internal working group comments to presentation to Committee regarding possible claims against Aurelius (.4); correspond with internal working group regarding comments to claims investigation presentations to Committee (.6).	Damast, Craig A.	7.90	7,307.50
31-May-19	Review presentations regarding Uniti claims.	Dopsch, Peter C.	0.60	690.00
31-May-19	Conduct and analyze legal research regarding Uniti investigation (2.5); draft internal memorandum regarding same (1.1); discuss related research with C. Damast (.5); analyze comments to claims investigation presentation materials (1.2); revise same (2.6); correspond with internal working group regarding same (.2); discuss same with T. Goren (.3).	Ferraioli, Raff	8.40	4,620.00
31-May-19	Review presentations regarding exchange transactions for presentation at Committee meeting.	Good, Thomas H.	0.70	525.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

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31-May-19	Review and revise presentations regarding investigation status (2.9); call with Kirkland regarding Uniti claims (.5); discuss claims investigation presentation materials with R. Ferraioli (.3).	Goren, Todd M.	3.70	4,255.00
31-May-19	Revise presentation to Committee regarding claims against Aurelius based on further research and comments from J. Levitt and T. Goren (6.8); finalize information sharing protocol and circulate to internal working group (1.2).	Greer, Jocelyn Edith	8.00	5,600.00
31-May-19	Correspond with P. Dopsch regarding real property searches.	Haley, Sharon L.	0.10	40.00
31-May-19	Review draft presentation for Committee regarding Aurelius (.4), prepare and send comments regarding draft presentation to J. Greer (.4).	Kaufman, David H.	0.80	980.00
31-May-19	Revise Committee Aurelius claims presentation and notes (3.2); correspond with internal working group regarding presentation revisions (.5).	Levitt, Jamie A.	3.70	4,532.50
31-May-19	Review and revise memorandum to Committee regarding Uniti transaction and incorporate updates from Debtor meeting (2.3); update Committee presentation regarding same (.7); review and revise memorandum regarding exchange offer and formulate various claims/causes of action (.9); review and revise claims memorandum for distribution to Committee (1.6); review slide presentation to Committee regarding same (.4).	Marines, Jennifer L.	5.90	6,490.00
31-May-19	Review and revise Uniti claims analysis presentation to Committee (2.3); correspond with R. Ferraioli regarding next steps (.5); review and revise presentation regarding Aurelius claims (.9); review revised presentation regarding note claims (1.2).	Marinuzzi, Lorenzo	4.90	6,370.00
31-May-19	Review presentation regarding Uniti claims.	Masykanova, Aisulu	0.20	169.00
31-May-19	Review presentation to Committee regarding potential Aurelius claims and comments to same.	Rappoport, Steve	0.80	716.00
31-May-19	Further draft presentation to Committee regarding potential note exchange claims.	Richards, Erica J.	1.60	1,480.00
Total: 026	Claims Investigation		500.10	422,191.50
Lien Investigation				
01-May-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets.	Anabi, Andrew Issa	1.10	577.50
01-May-19	Review correspondence regarding lien related matters.	Masykanova, Aisulu	0.50	422.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
01-May-19	Correspond with A. Masykanova regarding lien searches (.2); order additional fixture filing searches (.3).	Zaccarelli, Monet D.	0.50	145.00
02-May-19	Review materials in dataroom in connection with lien perfection analysis.	Marines, Jennifer L.	1.00	1,100.00
07-May-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets.	Anabi, Andrew Issa	1.50	787.50
07-May-19	Review lien searches.	Sullivan, Lauren Marie	0.10	75.00
07-May-19	Correspond with A. Masykanova regarding Committee lien search (.2); review and analyze lien search results (1.3).	Zaccarelli, Monet D.	1.50	435.00
08-May-19	Review due diligence documents and prepare chart of guarantors, collateral and perfected assets.	Anabi, Andrew Issa	1.90	997.50
09-May-19	Discuss collateral description research task for purposes of lien investigation with A. Masykanova.	Bullard, Miranda	0.10	55.00
09-May-19	Discuss collateral description research task for purposes of lien investigation with M. Bullard.	Masykanova, Aisulu	0.10	84.50
09-May-19	Review lien searches.	Sullivan, Lauren Marie	0.80	600.00
10-May-19	Review correspondence from A. Masykanova regarding collateral description research task for purposes of lien investigation.	Bullard, Miranda	0.10	55.00
10-May-19	Correspond with E. Richards and M. Bullard regarding lien investigation (.4); review lien documents (.4).	Masykanova, Aisulu	0.80	676.00
17-May-19	Correspond with S. Jensen regarding research memorandum regarding collateral descriptions and lien investigation.	Bullard, Miranda	0.20	110.00
20-May-19	Discuss lien review with L. Sullivan.	Peck, Geoffrey R.	1.00	1,125.00
20-May-19	Discuss lien review with G. Peck.	Sullivan, Lauren Marie	1.00	750.00
21-May-19	Draft updates to diligence checklist in connection with lien investigation.	Sullivan, Lauren Marie	0.30	225.00
22-May-19	Discuss legal research regarding collateral description and lien investigation with A. Masykanova.	Bullard, Miranda	0.10	55.00
22-May-19	Review finance documents for purposes of preparing an overview of collateral.	Jensen, Sofie	0.10	27.50
22-May-19	Conduct business entity searches (.3); review and analyze Committee lien search results confirming all necessary searches were run and identifying any filings made by certain secured parties (2.8).	Kweon, Christie Y.	3.10	914.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
22-May-19	Discuss legal research regarding collateral description and lien investigation with M. Bullard.	Masykanova, Aisulu	0.10	84.50
22-May-19	Draft revisions to diligence checklists and summary charts.	Sullivan, Lauren Marie	0.30	225.00
23-May-19	Research collateral description requirements in connection with lien investigation.	Bullard, Miranda	0.20	110.00
23-May-19	Review Committee lien search results identifying any filings made by certain secured parties.	Kweon, Christie Y.	0.20	59.00
23-May-19	Correspond with lien review team regarding preparation of update materials for upcoming Committee meeting.	Richards, Erica J.	0.60	555.00
24-May-19	Conduct legal research relating to collateral description in connection with lien investigation.	Bullard, Miranda	0.10	55.00
24-May-19	Conduct legal research relating to collateral description in connection with lien investigation.	Grandeau, Ryan J.	1.60	456.00
24-May-19	Review diligence charts and prepare comments (2.8); correspond with L. Sullivan regarding same (.2).	Peck, Geoffrey R.	3.00	3,375.00
28-May-19	Discuss collateral description research with R. Grandeau in connection with lien investigation (.2); conduct legal research regarding same (.1).	Bullard, Miranda	0.30	165.00
28-May-19	Analyze financing statements (1.1); discuss research with M. Bullard in connection with lien investigation (.2).	Grandeau, Ryan J.	1.30	370.50
29-May-19	Discuss Committee presentation with L. Sullivan.	Peck, Geoffrey R.	0.30	337.50
29-May-19	Prepare Committee presentation regarding status of lien investigation (.7); discuss same with G. Peck (.3); review diligence materials in connection of same (.8).	Sullivan, Lauren Marie	1.80	1,350.00
30-May-19	Analyze Delaware secretary of state entity search and confirm names of guarantors.	Anabi, Andrew Issa	1.00	525.00
30-May-19	Correspond with R. Ferraioli and A. Masykanova regarding lien search results.	Greer, Jocelyn Edith	0.30	210.00
30-May-19	Correspond with vendor regarding lien searches.	Haley, Sharon L.	0.20	80.00
30-May-19	Draft presentations for Committee meeting (1.7); review updates to UCC-1 and guarantor diligence tracker (.4); revise checklist for diligence review (.6).	Sullivan, Lauren Marie	2.70	2,025.00
30-May-19	Coordinate IP searches.	Zaccarelli, Monet D.	0.50	145.00
31-May-19	Review Committee presentation regarding liens.	Peck, Geoffrey R.	2.00	2,250.00
31-May-19	Analyze corporate records (.7); review UCC-1s (.6); correspond with S. Jensen regarding status of diligence (.5); revise diligence charts to reflect updates (.3).	Sullivan, Lauren Marie	2.10	1,575.00
Total: 027	Lien Investigation		34.40	23,170.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
Other Motions/Applications				
01-May-19	Review recently filed motions in advance of Committee call.	Richardson Arnould, Ka	1.40	735.00
03-May-19	Review GLM filings including notice of appeal and statement of issues.	Richardson Arnould, Ka	0.70	367.50
15-May-19	Correspond with internal working group regarding status of proposed orders (.2); prepare same (.3); correspond with Chambers regarding same (.1).	Ferraioli, Raff	0.60	330.00
28-May-19	Review docket and analyze recent pleadings.	Richardson Arnould, Ka	1.30	682.50
30-May-19	Review recently filed pleadings (.9); update case documents and calendar regarding recent pleadings (.3).	Richardson Arnould, Ka	1.20	630.00
31-May-19	Draft summaries of motions to update Committee (.4); correspond with internal working group and revise draft to incorporate comments by T. Goren (.3).	Richardson Arnould, Ka	0.70	367.50
Total: 029	Other Motions/Applications		5.90	3,112.50
Schedules and Statements				
13-May-19	Review Debtors' filed schedules and SOFAs.	Damast, Craig A.	1.40	1,295.00
15-May-19	Further review Debtors' filed schedules and SOFAs.	Damast, Craig A.	1.30	1,202.50
15-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.10	55.00
15-May-19	Review statements for insider payments and intercompany claims.	Marinuzzi, Lorenzo	0.90	1,170.00
16-May-19	Compile all filed schedules and SOFAs from all Debtors.	Delehanty, Danielle Ei	0.90	324.00
16-May-19	Analyze schedules and statements; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00
17-May-19	Finish compiling filed schedules from all Debtors.	Delehanty, Danielle Ei	3.00	1,080.00
20-May-19	Review and retrieve SOFAs filed by all Debtors.	Delehanty, Danielle Ei	3.70	1,332.00
23-May-19	Analyze schedules and statements.	Ferraioli, Raff	1.10	605.00
23-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.30	165.00
28-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.30	165.00
29-May-19	Analyze schedules and statements.	Ferraioli, Raff	0.60	330.00
Total: 030	Schedules and Statements		13.80	7,833.50
Time Entry Review				
08-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.90	1,045.00
09-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Date	Services	Timekeeper	Hours	Value
10-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
13-May-19	Correspond with J. Bregman regarding invoice; analyze same for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00
14-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	110.00
16-May-19	Analyze invoice for compliance with U.S. Trustee guidelines; correspond with J. Bregman regarding same.	Ferraioli, Raff	0.20	110.00
17-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
20-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	3.70	2,035.00
21-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.70	935.00
21-May-19	Review March/April invoices for compliance with U.S. Trustee guidelines.	Richards, Erica J.	0.10	92.50
22-May-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.80	440.00
31-May-19	Review/revise March/April invoice for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	2.20	2,860.00
Total: 032	Time Entry Review		12.10	8,342.50

Current Fees	921,873.25
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MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
22690	Blaivas, Jay	1,175.00	5.60	6,580.00
14140	Goren, Todd M.	1,150.00	78.00	89,700.00
10213	Kaufman, David H.	1,225.00	1.60	1,960.00
04458	Levitt, Jamie A.	1,225.00	63.30	77,542.50
17456	Marines, Jennifer L.	1,100.00	62.20	68,420.00
14116	Marinuzzi, Lorenzo	1,300.00	92.10	119,730.00
12345	Peck, Geoffrey R.	1,125.00	6.30	7,087.50
18564	Salon, Justin R.	1,065.00	0.50	532.50
21822	Anabi, Andrew Issa	525.00	61.30	32,182.50
20387	Bullard, Miranda	550.00	1.10	605.00
22181	Ferraioli, Raff	550.00	129.50	71,225.00
21115	Good, Thomas H.	750.00	14.30	10,725.00
23534	Greer, Jocelyn Edith	700.00	120.60	84,420.00
19988	Masykanova, Aisulu	845.00	44.20	37,349.00
20344	Plymale, Rachael K.	695.00	3.30	2,293.50
19721	Rappoport, Steve	895.00	43.00	38,485.00
21823	Richardson Arnould, Ka	525.00	98.40	51,660.00
23425	Sullivan, Lauren Marie	750.00	9.40	7,050.00
21829	Westergaard, Lily Vale	525.00	28.00	14,700.00
08676	Dopsch, Peter C.	1,150.00	27.20	31,280.00
14078	Richards, Erica J.	925.00	45.80	42,365.00
17323	Damast, Craig A.	925.00	132.40	122,470.00
13849	Guido, Laura	375.00	4.60	1,725.00
20130	Haley, Sharon L.	400.00	2.10	840.00
16238	Madori, Andrea M.	395.00	0.30	118.50
18387	Delehanty, Danielle Ei	360.00	26.80	9,648.00
19084	Kweon, Christie Y.	295.00	3.30	973.50
19867	Zaccarelli, Monet D.	290.00	7.00	2,030.00
23751	Grandeau, Ryan J.	285.00	2.90	826.50
23415	Jensen, Sofie	275.00	0.10	27.50
15029	Bergelson, Vadim	345.00	10.10	3,484.50
15298	Nguyen, Thuan H.	345.00	1.00	345.00
99850	Research Services*	350.00	0.90	315.00
99851	eDiscovery Services**	320.00	1.30	416.00
	Client Accommodation - ½ Non-Working Travel			(8,896.25)
	Client Accommodation – Time Entry Review			(8,342.50)
	TOTAL		1,128.50	921,873.25

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: 5833688
 Invoice Date: June 30, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	2.60	2,142.50
006	Business Operations	6.80	7,440.00
007	Case Administration	29.10	21,177.00
008	Claims Administration and Objections	2.80	3,040.00
010	Employee Benefits and Pensions	143.00	133,131.50
011	Employment and Fee Applications	8.50	6,365.00
014	Other Litigation	41.60	38,254.00
015	Meetings and Communications with Creditors	81.20	70,468.00
016	Non-Working Travel	20.80	17,792.50
017	Plan and Disclosure Statement	4.60	4,390.00
019	Relief from Stay and Adequate Protection	13.30	10,095.00
020	Reporting	1.20	1,110.00
021	Tax	6.60	7,677.50
023	Discovery	144.00	109,795.00
024	Hearings	54.90	40,286.50
025	First and Second Day Motions	1.20	1,297.50
026	Claims Investigation	500.10	422,191.50
027	Lien Investigation	34.40	23,170.00
029	Other Motions/Applications	5.90	3,112.50
030	Schedules and Statements	13.80	7,833.50
032	Time Entry Review	12.10	8,342.50
	Client Accommodation – ½ Non-Working Travel		(8,896.25)
	Client Accommodation – Time Entry Review		(8,342.50)
	TOTAL	1,128.50	921,873.25

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5833688
Invoice Date: June 30, 2019

Disbursement Detail

Date	Description	Value
31-May-19	On-line Research - LEXIS	106.40
31-May-19	On-line Research - WESTLAW	7,075.60
31-May-19	Air Freight	24.76
16-May-19	Court filing service, CourtCall, K. Richardson, 5/14/19, hearing	100.00
01-May-19	Search fees, CT Lien Solutions, fixture filing searches	224.73
15-May-19	Search fees, CT Lien Solutions, lien searches	224.73
20-May-19	Search fees, CT Lien Solutions, fixture filing searches	74.91
21-May-19	Search fees, CT Lien Solutions, lien searches	4,092.73
23-May-19	Search fees, CT Lien Solutions, conduct UCC lien search against US LEC of Pennsylvania LLC in North Carolina	79.05
28-May-19	Search fees, CT Lien Solutions, lien searches	74.91
01-May-19	Travel, taxi/car service, J. Greer, ground travel to airport, in Little Rock for deposition, 5/1/19	23.87
01-May-19	Travel, taxi/car service, J. Greer, ground travel to deposition in Little Rock, 5/1/19	17.52
14-May-19	Travel, taxi/car service, J. Greer, ground travel to White Plains for hearing, 5/14/19	94.86
14-May-19	Travel, mileage, T. Goren, ground travel to/from White Plains for hearing, 5/14/19	68.44
14-May-19	Travel, taxi/car service, R. Ferraioli, ground travel to White Plains for hearing, 5/14/19	99.88
14-May-19	Travel, taxi/car service, R. Ferraioli, ground travel from White Plains following hearing, 5/14/19	57.69
16-May-19	Travel, parking, T. Goren, parking while attending hearing in White Plains, 5/14/19	5.20
01-May-19	EDiscovery, Epiq Managed Services, April, 2019	568.30
06-May-19	Business meals, 6 attendees, 5/6/19	120.00
20-May-19	Business meals, 8 attendees, 5/20/19	160.00
24-May-19	Business meals, 7 attendees, 5/28/19	140.00
14-May-19	Travel meals, T. Goren, lunch, in White Plains for hearing, 5/14/19	12.14
07-May-19	Local travel, taxi/car service, R. Ferraioli, 9:00 pm, 5/7/19	24.44
13-May-19	Local travel, taxi/car service, A. Masykanova, 9:56 pm, 5/13/19	88.94
30-May-19	Local travel, taxi/car service, R. Ferraioli, 9:03 pm, 5/30/19	25.94
Current Disbursements		13,585.04

MORRISON | FOERSTER

Matter Number: 017254-0000001 Invoice Number: 5833688
Matter Name: OFFICIAL COMMITTEE Invoice Date: June 30, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20

June 2019

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
05-Jun-19	Review notice of rejection of executory contracts.	Damast, Craig A.	0.20	185.00
07-Jun-19	Review RXR opposition to Debtors' motion to extend time to assume or reject nonresidential real property leases (.3); call with Kirkland regarding channel partner contract strategy (.5).	Damast, Craig A.	0.80	740.00
07-Jun-19	Prepare for (.3) and participate on (.5) call with Kirkland regarding channel partner contract strategy.	Ferraioli, Raff	0.80	440.00
07-Jun-19	Review materials regarding channel partner contract rejection (.4); call with Kirkland regarding channel partner contract strategy (.5); review RXR objection to extension of 365(d)(4) period (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
10-Jun-19	Review limited objection of Digital Realty to Debtors' motion to extend time to assume or reject nonresidential real property leases.	Damast, Craig A.	0.60	555.00
10-Jun-19	Analyze RXR objection to motion to extend time to assume or reject leases (.3); draft internal memorandum regarding same (.3).	Ferraioli, Raff	0.60	330.00
12-Jun-19	Discuss Debtors' insurance assumption motion (Chubb) and diligence questions with R. Ferraioli.	Damast, Craig A.	0.30	277.50
12-Jun-19	Discuss Debtors' insurance assumption motion (Chubb) and diligence questions with C. Damast (.3); correspond with K. McGlynn (Alix) regarding motion to assume and enter into new insurance programs (.1).	Ferraioli, Raff	0.40	220.00
12-Jun-19	Review motion to assume Chubb policy and memorandum regarding due diligence.	Marinuzzi, Lorenzo	0.60	780.00
13-Jun-19	Review letter withdrawing RXR's opposition to Debtors' motion to extend time to assume or reject leases.	Damast, Craig A.	0.10	92.50
13-Jun-19	Analyze list of proposed rejected contracts (.1); review correspondence regarding same (.1).	Ferraioli, Raff	0.20	110.00
14-Jun-19	Correspond with J. Luze (Kirkland) regarding initial schedule of channel partner contracts to be rejected (.1); review same (.2).	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
17-Jun-19	Review lead plaintiffs' objection to Debtors' insurance assumption motion (.3); review Debtors' notice of rejection of certain executory contracts (.2); review Debtors' notice of rejection of certain unexpired lease (.2); review notice of proposed order authorizing assumption of prepetition insurance program and entry into postpetition insurance program (.2); review notice of revised order extending Debtors' time to assume or reject nonresidential real property leases (.2).	Damast, Craig A.	1.10	1,017.50
18-Jun-19	Correspond with K. McGlynn (Alix) and R. Ferraioli regarding Chubb insurance assumption motion.	Damast, Craig A.	0.20	185.00
20-Jun-19	Review signed order extending deadline to assume or reject leases (.1); review signed order authorizing assumption of prepetition insurance program (Chubb) and entry into postpetition insurance program (.2).	Damast, Craig A.	0.30	277.50
21-Jun-19	Review notice of rejection of certain executory contracts (Gartner Inc.).	Damast, Craig A.	0.30	277.50
21-Jun-19	Analyze notice of rejected contracts.	Ferraioli, Raff	0.10	55.00
21-Jun-19	Review leases to be rejected (.4); correspond with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
24-Jun-19	Review limited objection of Access Communications to notice of rejection of executory contract.	Damast, Craig A.	0.20	185.00
24-Jun-19	Review responses to lease rejections.	Marinuzzi, Lorenzo	0.50	650.00
26-Jun-19	Review notice of rejection of certain executory contracts (.2) and exhibits (.2).	Damast, Craig A.	0.40	370.00
27-Jun-19	Correspond with internal working group regarding status of channel partner contract rejection analysis.	Goren, Todd M.	0.40	460.00
27-Jun-19	Review status of channel partner rejection and resulting claims.	Marinuzzi, Lorenzo	0.60	780.00
28-Jun-19	Correspond with internal working group regarding Debtors' notice of rejection of channel partner contracts, requested extension of objection deadline and preparation of limited objection (.4); review and revise limited objection (.6); correspond with internal working group regarding same, comments and finalizing for filing (.4).	Damast, Craig A.	1.40	1,295.00
28-Jun-19	Correspond with internal working group regarding channel partner contract rejection (.2); correspond with Kirkland regarding same (.1); draft limited objection in connection with same (1.0); correspond with internal working group regarding same (.1).	Ferraioli, Raff	1.40	770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
28-Jun-19	Review draft objection to channel partner rejection (.4); correspond with internal working group regarding status of same (.2).	Goren, Todd M.	0.60	690.00
28-Jun-19	Review draft limited objection to rejection of channel partner contracts.	Richards, Erica J.	0.30	277.50
29-Jun-19	Review notice of rejection of certain executory contracts.	Damast, Craig A.	0.20	185.00
Total: 003	Assumption and Rejection of Leases and Contracts		14.80	13,952.50
Business Operations				
04-Jun-19	Correspond with R. Ferraioli and Committee members regarding documents related to Debtors' first quarter earnings results (.1); review same (.3).	Damast, Craig A.	0.40	370.00
04-Jun-19	Correspond with L. Marinuzzi regarding update for Committee regarding earnings results (.1); analyze same (1.3); correspond with Committee regarding same (.3).	Ferraioli, Raff	1.70	935.00
07-Jun-19	Correspond with F. Munshi (Perella) regarding business plan meeting with Debtors and advisors (.2); correspond with T. Scheffer (Kirkland) regarding first day motion and cash variance reports (.2); review same (.3).	Damast, Craig A.	0.70	647.50
07-Jun-19	Correspond with Perella regarding business plan review.	Goren, Todd M.	0.30	345.00
07-Jun-19	Correspond with F. Munshi (Perella) regarding business plan meeting.	Marinuzzi, Lorenzo	0.20	260.00
11-Jun-19	Correspond with internal working group regarding business plan meeting and presentation with advisors (.3); participate in same (2.8); review business plan presentation (.3).	Damast, Craig A.	3.40	3,145.00
11-Jun-19	Participate in business plan meeting (partial; telephonically).	Ferraioli, Raff	2.40	1,320.00
11-Jun-19	Participate in business plan meeting.	Goren, Todd M.	2.80	3,220.00
11-Jun-19	Review company business plan.	Marines, Jennifer L.	0.40	440.00
11-Jun-19	Review business plan presentation (.8); participate in business plan meeting (2.8).	Marinuzzi, Lorenzo	3.60	4,680.00
11-Jun-19	Participate in business plan meeting (telephonically).	Richardson Arnould, Ka	2.80	1,470.00
12-Jun-19	Correspond with Perella regarding business plan presentation.	Goren, Todd M.	0.30	345.00
14-Jun-19	Correspond with T. Scheffer (Kirkland) regarding first day motion and cash variance reports (.1); review same (.3).	Damast, Craig A.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
18-Jun-19	Correspond with J. Wooding (Alix) regarding Alix presentation for Committee regarding Debtors' business plan (.1); review same (.3).	Damast, Craig A.	0.40	370.00
18-Jun-19	Call with B. Weiland (Kirkland) regarding sharing business plan analysis with Committee.	Goren, Todd M.	0.60	690.00
18-Jun-19	Review Debtors' business plan.	Marines, Jennifer L.	0.40	440.00
18-Jun-19	Review Alix assessment of business plan (.8); call with B. Weiland (Kirkland) regarding sharing business plan analysis with Committee (.6).	Marinuzzi, Lorenzo	1.40	1,820.00
20-Jun-19	Review and analyze materials regarding first day and cash variance reports.	William, Sherry A.	3.80	3,173.00
21-Jun-19	Correspond with T. Scheffer (Kirkland) regarding first day and cash variance reports (.1); review same (.3).	Damast, Craig A.	0.40	370.00
25-Jun-19	Calls with B. Weiland (Kirkland) (.4) and S. Hessler (Kirkland) (.4) regarding Uniti discussions and operating during lease rejection period; review update on Uniti loan pricing and business information (.9); call with K. McGlynn (Alix) regarding business plan update meeting (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
26-Jun-19	Review latest information regarding Uniti debt.	Marinuzzi, Lorenzo	0.60	780.00
Total: 006	Business Operations		29.10	27,920.50
Case Administration				
03-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
03-Jun-19	Correspond with R. Ferraioli and D. Amador (PBGC) regarding Committee case documents and PBGC members (.4); update Committee case documents accordingly (.2).	Richardson Arnould, Ka	0.60	315.00
04-Jun-19	Correspond with D. Delehanty regarding docketing and calendaring matters.	Damast, Craig A.	0.30	277.50
04-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate same (.7).	Delehanty, Danielle Ei	0.90	324.00
04-Jun-19	Correspond with PBGC regarding Committee case documents (.3); revise case documents accordingly (.4).	Richardson Arnould, Ka	0.70	367.50
05-Jun-19	Correspond with D. Delehanty regarding calendaring and docketing matters.	Damast, Craig A.	0.20	185.00
06-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); compile packages and send courtesy fee statement copies to U.S. Trustee and Chambers (.4).	Delehanty, Danielle Ei	0.60	216.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
07-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
07-Jun-19	Correspond with J. Bregman regarding internal meeting.	Ferraioli, Raff	0.10	55.00
10-Jun-19	Correspond with internal working group regarding professionals' call and status.	Damast, Craig A.	0.40	370.00
10-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
10-Jun-19	Correspond with Committee member regarding expense reimbursement (.2); analyze same (.3); correspond with internal working group and Committee professionals regarding weekly professionals' call (.2); discuss status with B. Friedman (KCC) (.1); correspond with KCC team regarding same (.1).	Ferraioli, Raff	0.90	495.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Damast, Craig A.	0.70	647.50
11-Jun-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Ferraioli, Raff	0.70	385.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Goren, Todd M.	0.70	805.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Greer, Jocelyn Edith	0.70	490.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Marinuzzi, Lorenzo	0.70	910.00
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Richards, Erica J.	0.70	647.50
11-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding next steps (.2).	Richardson Arnould, Ka	0.70	367.50
12-Jun-19	Correspond with internal working group regarding calendar matters and preparation for hearing.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
12-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
13-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
14-Jun-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
14-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
17-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2); correspond with D. Delehanty regarding docketing and calendaring matters (.2).	Damast, Craig A.	0.90	832.50
18-Jun-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.70	805.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.70	770.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.70	910.00
18-Jun-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.70	647.50
18-Jun-19	Review docket (.6) and update Committee documents accordingly (.3); correspond with D. Delehanty regarding upcoming deadlines (.3); prepare for (.2) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	2.10	1,102.50
19-Jun-19	Review docket and circulate update to internal working group with substantial filings.	Delehanty, Danielle Ei	0.20	72.00
20-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
21-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
24-Jun-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.30	277.50
24-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.30	108.00
25-Jun-19	Participate on weekly professionals' call.	Damast, Craig A.	0.40	370.00
25-Jun-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
25-Jun-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
25-Jun-19	Participate on weekly professionals' call.	Goren, Todd M.	0.40	460.00
25-Jun-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.40	280.00
25-Jun-19	Participate on weekly professionals' call.	Jensen, Sofie	0.40	110.00
25-Jun-19	Participate on weekly professionals' call.	Levitt, Jamie A.	0.40	490.00
25-Jun-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.40	440.00
25-Jun-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.40	520.00
25-Jun-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00
25-Jun-19	Prepare for (.2) and participate on (.4) weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
26-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
27-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
28-Jun-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
Total: 007	Case Administration		26.40	18,400.00
Claims Administration and Objections				
20-Jun-19	Correspond with T. Scheffer (Kirkland) regarding de minimis claims settlement report (.1); review same (.2).	Damast, Craig A.	0.30	277.50
21-Jun-19	Review Dell Marketing motion for allowance of administrative (503)(b)(9) claim.	Damast, Craig A.	0.30	277.50
27-Jun-19	Review draft bar date order.	Richards, Erica J.	0.20	185.00
Total: 008	Claims Administration and Objections		0.80	740.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
Employment and Fee Applications				
03-Jun-19	Analyze and revise monthly fee statement.	Ferraioli, Raff	1.10	605.00
04-Jun-19	Analyze and revise monthly fee statement.	Ferraioli, Raff	0.70	385.00
05-Jun-19	Update MoFo's 1st monthly fee statement and prepare same for filing (.4); file and serve same (.3); prepare Alix and Perella fee statements for filing and file and serve same (.7).	Delehanty, Danielle Ei	1.40	504.00
05-Jun-19	Analyze monthly fee statement (.3); correspond with internal working group regarding filing of same (.1).	Ferraioli, Raff	0.40	220.00
20-Jun-19	Review signed order granting Debtors' application to retain KPMG.	Damast, Craig A.	0.10	92.50
20-Jun-19	Correspond with J. Bregman regarding monthly fee application (.2); analyze guidelines regarding same (.2); review invoice in connection with same (.2); correspond with Alvarez regarding same (.1).	Ferraioli, Raff	0.70	385.00
Total: 011	Employment and Fee Applications		4.40	2,191.50
Financing and Cash Collateral				
27-Jun-19	Review DIP order regarding challenges.	Marinuzzi, Lorenzo	0.30	390.00
Total: 013	Financing and Cash Collateral		0.30	390.00
Other Litigation				
05-Jun-19	Review draft protective order and draft 26(f) material for Charter litigation.	Rappoport, Steve	0.40	358.00
10-Jun-19	Review and revise Charter statement of case.	Goren, Todd M.	0.40	460.00
10-Jun-19	Draft Committee statement for Rule 26(f) report.	Greer, Jocelyn Edith	0.60	420.00
12-Jun-19	Analyze joint status report regarding Charter litigation.	Ferraioli, Raff	0.10	55.00
17-Jun-19	Review status of Charter dispute and upcoming depositions.	Marinuzzi, Lorenzo	0.60	780.00
19-Jun-19	Review deposition correspondence and initial disclosures.	Rappoport, Steve	0.40	358.00
25-Jun-19	Analyze Charter litigation discovery plan.	Levitt, Jamie A.	0.50	612.50
27-Jun-19	Review Charter litigation settlement and filings.	Marinuzzi, Lorenzo	0.80	1,040.00
28-Jun-19	Call with S. Rappoport regarding status of Charter case.	Levitt, Jamie A.	0.40	490.00
28-Jun-19	Discuss possible litigation vs. competitor with S. Rochester (Katten).	Marinuzzi, Lorenzo	0.40	520.00
28-Jun-19	Call with J. Levitt regarding status of Charter case.	Rappoport, Steve	0.40	358.00
Total: 014	Other Litigation		5.00	5,451.50

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
Meetings and Communications with Creditors				
03-Jun-19	Correspond with R. Ferraioli regarding agenda for Committee meeting (.2); review and revise same (.4); correspond with K. Richardson regarding adjourned 341 meeting (.3); discuss materials for upcoming Committee meeting with R. Ferraioli (.7).	Damast, Craig A.	1.60	1,480.00
03-Jun-19	Compile, review and prepare wirebound presentations for upcoming Committee meeting.	Delehanty, Danielle Ei	1.20	432.00
03-Jun-19	Discuss materials for upcoming Committee meeting with K. McGlynn (Alix) (.1); analyze materials for same (1.6); correspond with Committee members regarding same (.3); correspond with internal working group regarding same (.4); draft agenda for upcoming Committee call (.3); discuss same with C. Damast (.7); discuss same and arrangements with K. Richardson (.2).	Ferraioli, Raff	3.60	1,980.00
03-Jun-19	Review pending motions and deadlines for upcoming Committee meeting.	Marinuzzi, Lorenzo	0.90	1,170.00
03-Jun-19	Discuss materials for upcoming Committee meeting and arrangements for same with R. Ferraioli.	Richardson Arnould, Ka	0.20	105.00
04-Jun-19	Prepare for Committee meeting (1.3); review final versions of presentations for same (1.4); attend in-person Committee meeting (2.7); discuss 341 meeting with K. Richardson (.3); review memorandum regarding same (.2).	Damast, Craig A.	5.90	5,457.50
04-Jun-19	Attend in-person Committee meeting.	Dopsch, Peter C.	2.70	3,105.00
04-Jun-19	Prepare for (1.7) and attend (2.7) in-person Committee meeting.	Ferraioli, Raff	4.40	2,420.00
04-Jun-19	Review memorandum and presentation regarding exchange transactions for presentation to Committee (.4); attend in-person Committee meeting (2.7).	Good, Thomas H.	3.10	2,325.00
04-Jun-19	Attend in-person Committee meeting.	Goren, Todd M.	2.70	3,105.00
04-Jun-19	Attend in-person Committee meeting.	Greer, Jocelyn Edith	2.70	1,890.00
04-Jun-19	Attend in-person Committee meeting.	Levitt, Jamie A.	2.70	3,307.50
04-Jun-19	Prepare for (1.3) and attend (2.7) in-person Committee meeting; coordinate work streams as follow-up from meeting (.9).	Marines, Jennifer L.	4.90	5,390.00
04-Jun-19	Review report regarding 341 meeting (.3); review presentations for Committee and update talking points (2.4); attend in-person Committee meeting (2.7).	Marinuzzi, Lorenzo	5.40	7,020.00
04-Jun-19	Attend in-person Committee meeting.	Rappoport, Steve	2.70	2,416.50
04-Jun-19	Attend in-person Committee meeting.	Richards, Erica J.	2.70	2,497.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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04-Jun-19	Attend in-person Committee meeting (telephonically) (partial) (1.1); attend 341 meeting at U.S. Trustee's office (2.2); discuss 341 meeting with C. Damast (.3); review docket for recent pleadings (.2); draft memorandum of 341 meeting (.7); correspond with internal working group regarding same (.1); prepare materials for upcoming Committee meeting (.2); correspond with internal working group regarding same (.3).	Richardson Arnould, Ka	5.10	2,677.50
05-Jun-19	Correspond with K. Richardson regarding 341 meeting and memorandum regarding same.	Damast, Craig A.	0.20	185.00
05-Jun-19	Analyze update regarding 341 meeting (.3); analyze correspondence regarding same (.1).	Ferraioli, Raff	0.40	220.00
05-Jun-19	Correspond with C. Damast and R. Ferraioli regarding Committee update regarding 341 meeting and recent pleadings.	Richardson Arnould, Ka	0.60	315.00
06-Jun-19	Draft update for Committee (.1); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.20	110.00
07-Jun-19	Correspond with internal working group regarding update for Committee (.1); correspond with Committee regarding case update (.5).	Ferraioli, Raff	0.60	330.00
07-Jun-19	Review and revise update for Committee regarding exclusivity and case update.	Goren, Todd M.	0.30	345.00
07-Jun-19	Review and revise update for Committee regarding pending motions and exclusivity.	Marinuzzi, Lorenzo	0.60	780.00
10-Jun-19	Correspond with Committee regarding case update and statement regarding Debtors' motion to extend exclusive periods to file and solicit plan.	Ferraioli, Raff	0.30	165.00
10-Jun-19	Review and revise update to Committee.	Goren, Todd M.	0.20	230.00
11-Jun-19	Correspond with K. Richardson regarding agenda for Committee call (.2); review and revise same (.6); discuss same with R. Ferraioli and K. Richardson (.3); correspond with internal working group regarding same (.3); correspond with R. Ferraioli regarding notes for Committee call regarding upcoming hearing matters (.1); review and revise same (.7); correspond with internal working group regarding preparation for Committee call and final revisions to agenda (.7).	Damast, Craig A.	2.90	2,682.50
11-Jun-19	Analyze agenda for upcoming Committee call (.2); discuss same with K. Richardson and C. Damast (.3); correspond with Committee member regarding same (.1); correspond with Committee professionals regarding upcoming Committee call (.1); correspond with internal working group regarding same (.1); analyze materials for upcoming Committee call (.4).	Ferraioli, Raff	1.20	660.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5839059
Invoice Date: July 25, 2019

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11-Jun-19	Review and revise agenda and update for Committee call.	Goren, Todd M.	0.40	460.00
11-Jun-19	Correspond with White & Case regarding claims meeting (.3); call with B. Lohan (Arnold & Porter Kaye Scholer; AT&T) regarding agenda for Committee meeting (.4).	Marinuzzi, Lorenzo	0.70	910.00
11-Jun-19	Revise materials for upcoming Committee call (.3); review materials for Committee call from Perella (.6); review materials for Committee call from Alix (.8); provide comments to Alix for revised materials (.4); discuss agenda for upcoming Committee call with R. Ferraioli and C. Damast (.3).	Richardson Arnould, Ka	2.40	1,260.00
12-Jun-19	Prepare for (.2) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2); correspond with K. Richardson regarding updated agenda for upcoming Committee meeting (.3).	Damast, Craig A.	1.20	1,110.00
12-Jun-19	Analyze correspondence regarding upcoming Committee call (.1); prepare for (.4) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2).	Ferraioli, Raff	1.20	660.00
12-Jun-19	Prepare for (.1) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2).	Goren, Todd M.	0.80	920.00
12-Jun-19	Prepare for (.8) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2); correspond with White & Case regarding Committee investigation (.4).	Marinuzzi, Lorenzo	1.90	2,470.00
12-Jun-19	Participate on weekly Committee call (.5); follow-up discussion with internal working group regarding same, next steps and case strategy (.2).	Peck, Geoffrey R.	0.70	787.50
12-Jun-19	Participate on weekly Committee call (.5); follow-up discussion with internal working group regarding same, next steps and case strategy (.2); correspond with various creditors regarding case status (.5).	Richards, Erica J.	1.20	1,110.00
12-Jun-19	Prepare for (.6) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same, next steps and case strategy (.2); provide summary of Committee call and case update to M. Woods (counsel for PBGC) (.9); review correspondence regarding same (.4).	Richardson Arnould, Ka	2.60	1,365.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
13-Jun-19	Correspond with Committee professionals regarding upcoming meeting (.2); coordinate arrangements for same (.4).	Ferraioli, Raff	0.60	330.00
13-Jun-19	Call and correspond with W. Moreno (CQS) regarding status of case and claims (.5); correspond with lawyer for creditor regarding compromising claim and request from company regarding same (.4); review critical vendor order regarding same (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
14-Jun-19	Correspond with Committee professionals regarding upcoming meeting (.2); correspond with internal working group regarding arrangements for same (.2); correspond with Committee regarding case updates (.2).	Ferraioli, Raff	0.60	330.00
14-Jun-19	Review and revise draft update for Committee.	Goren, Todd M.	0.40	460.00
14-Jun-19	Review and revise summary of recently filed pleadings for Committee distribution.	Marinuzzi, Lorenzo	1.10	1,430.00
17-Jun-19	Correspond with R. Ferraioli and K. Richardson regarding update for Committee (.4); discuss same with R. Ferraioli (.3); review summary of same (.9); correspond with internal working group regarding same, revisions and finalizing (.6).	Damast, Craig A.	2.20	2,035.00
17-Jun-19	Analyze update for Committee (.2); discuss same with C. Damast (.3); revise same (.6).	Ferraioli, Raff	1.10	605.00
17-Jun-19	Review and revise memorandum of omnibus hearing for Committee.	Richards, Erica J.	0.80	740.00
18-Jun-19	Review and revise agenda for Committee call (.5); correspond with internal working group regarding same and revisions (.5); discuss same with K. Richardson and R. Ferraioli (.4); correspond with internal working group regarding Committee memorandum for upcoming Committee call and financial presentation (.4).	Damast, Craig A.	1.80	1,665.00
18-Jun-19	Analyze update for Committee (.3); analyze agenda for upcoming Committee call (.2); correspond with Committee member regarding same (.1); correspond with internal working group regarding materials for upcoming Committee call (.2); analyze same (.9); discuss agenda for Committee call with K. Richardson and C. Damast (.4).	Ferraioli, Raff	2.10	1,155.00
18-Jun-19	Review and revise draft agenda and correspondence to Committee (.3); review and revise draft motion summary (.3).	Goren, Todd M.	0.60	690.00
18-Jun-19	Review agenda and Alix presentation for Committee call.	Marinuzzi, Lorenzo	0.70	910.00
18-Jun-19	Review draft financial advisors' presentation to Committee regarding case updates.	Richards, Erica J.	0.20	185.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
18-Jun-19	Draft agenda for Committee call (.6); correspond with internal working group regarding same (.2); discuss same with C. Damast and R. Ferraioli (.4); revise agenda accordingly (.1); draft Committee update regarding recent pleadings (.8); correspond with internal working group regarding same (.2); revise same per T. Goren's comments (.3); review and revise weekly financial materials (.6); correspond with Alix regarding changes to same (.3); review Perella's trading update (.3); correspond with Committee regarding upcoming Committee call and materials for same (.3).	Richardson Arnould, Ka	4.10	2,152.50
19-Jun-19	Review financial presentations for Committee call (.3); prepare for (.2) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding case status and strategy (.2).	Damast, Craig A.	1.40	1,295.00
19-Jun-19	Prepare for (.2) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding case status and strategy (.2).	Ferraioli, Raff	1.10	605.00
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Goren, Todd M.	0.90	1,035.00
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Masykanova, Aisulu	0.90	760.50
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Richards, Erica J.	0.90	832.50
19-Jun-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding case status and strategy (.2).	Richardson Arnould, Ka	0.90	472.50
25-Jun-19	Correspond with internal working group regarding agenda for Committee call and revisions (.8); review draft agenda and comment thereon (.2); discuss same with K. Richardson (.2).	Damast, Craig A.	1.20	1,110.00
25-Jun-19	Analyze draft agenda (.3); analyze correspondence and comments regarding same (.2); analyze update for Committee regarding recently filed pleadings (.3); correspond with Committee member regarding upcoming Committee call (.1); analyze and revise presentation materials for upcoming Committee call (.4); correspond with Alix regarding same (.1).	Ferraioli, Raff	1.40	770.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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25-Jun-19	Review Perella and Alix presentations for Committee call (.6); review and revise agenda and correspondence to Committee regarding upcoming call (.3).	Goren, Todd M.	0.90	1,035.00
25-Jun-19	Provide comments to draft agenda for upcoming Committee call.	Richards, Erica J.	0.30	277.50
25-Jun-19	Review docket (.6) and draft agenda (.8); discuss draft agenda for Committee call and comments with C. Damast (.2); correspond with internal working group regarding same (.2); revise same (.3). correspond with Perella and Alix regarding materials for upcoming Committee call (.4); review financial presentation (.5) and provide comments (.2) to same; review financing update (.4) and trading update (.2); correspond with internal working group (.2) and Committee (.2) regarding same; correspond with Alix regarding channel partner contracts (.2).	Richardson Arnould, Ka	4.40	2,310.00
26-Jun-19	Prepare for (.2) and participate on (.4) weekly Committee call; review Alix and Perella presentations for call (.6).	Damast, Craig A.	1.20	1,110.00
26-Jun-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Ferraioli, Raff	0.70	385.00
26-Jun-19	Participate on weekly Committee call.	Good, Thomas H.	0.40	300.00
26-Jun-19	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up correspondence with Perella regarding same (.2); review Perella and Alix presentations for call (.4).	Goren, Todd M.	1.20	1,380.00
26-Jun-19	Participate on weekly Committee call.	Jensen, Sofie	0.40	110.00
26-Jun-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.40	440.00
26-Jun-19	Prepare for (.8) and participate on (.4) weekly Committee call; correspond with J. Grudus (AT&T) regarding case strategy (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
26-Jun-19	Participate on weekly Committee call.	Masykanova, Aisulu	0.40	338.00
26-Jun-19	Participate on weekly Committee call.	Peck, Geoffrey R.	0.40	450.00
26-Jun-19	Participate on weekly Committee call.	Richards, Erica J.	0.40	370.00
26-Jun-19	Prepare for (.8) and participate on (.4) weekly Committee call.	Richardson Arnould, Ka	1.20	630.00
26-Jun-19	Participate on weekly Committee call.	Sullivan, Lauren Marie	0.40	300.00
28-Jun-19	Correspond with internal working group regarding update for Committee (.2); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.30	165.00
Total: 015	Meetings and Communications with Creditors		114.90	97,962.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
Non-Working Travel				
04-Jun-19	Travel to/from New York for Committee meeting.	Good, Thomas H.	5.80	4,350.00
17-Jun-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.00	2,600.00
Total: 016	Non-Working Travel		7.80	6,950.00
Plan and Disclosure Statement				
03-Jun-19	Correspond with B. Herman (Paul Weiss) and L. Marinuzzi regarding Debtors' exclusivity motion and desirable length of extension.	Damast, Craig A.	0.20	185.00
03-Jun-19	Correspond with Paul Weiss and Milbank regarding exclusivity.	Goren, Todd M.	0.30	345.00
04-Jun-19	Call with Milbank and Paul Weiss regarding exclusivity status.	Goren, Todd M.	0.30	345.00
06-Jun-19	Call with Paul Weiss and Kirkland regarding exclusivity status.	Goren, Todd M.	0.40	460.00
07-Jun-19	Correspond with internal working group regarding Debtors' exclusivity motion, response deadline and Committee statement regarding same (.6); correspond with internal working group regarding resolution of limited objection (.7); review memorandum regarding same (.3).	Damast, Craig A.	1.60	1,480.00
07-Jun-19	Correspond with internal working group regarding exclusivity motion (.3); conduct and analyze legal research in connection with Committee response to same (.6); draft statement regarding same (2.7).	Ferraioli, Raff	3.60	1,980.00
07-Jun-19	Call with Paul Weiss, Kirkland and Milbank regarding exclusivity extension.	Goren, Todd M.	0.70	805.00
07-Jun-19	Review status of exclusivity request (.6); call with Paul Weiss, Kirkland and Milbank regarding exclusivity extension (.7); review and revise Committee exclusivity statement (.4).	Marinuzzi, Lorenzo	1.70	2,210.00
10-Jun-19	Correspond with R. Ferraioli regarding draft of Committee's statement regarding Debtors' exclusivity motion (.2); review and revise same (1.6); correspond with internal working group regarding same (.3); discuss statement regarding motion to extend Debtors' exclusive periods with R. Ferraioli (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	2.70	2,497.50
10-Jun-19	Analyze comments to (.4) and revise (.7) statement regarding motion to extend Debtors' exclusive periods; discuss same with C. Damast (.3).	Ferraioli, Raff	1.40	770.00
10-Jun-19	Review and revise Debtors' exclusivity statement (.4); call with B. Weiland (Kirkland) regarding exclusivity status (.2).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
10-Jun-19	Review Committee statement regarding exclusivity extension.	Marines, Jennifer L.	0.50	550.00
10-Jun-19	Correspond with T. Goren regarding Committee statement on exclusivity extension (.2); review and revise final draft of statement (.4).	Marinuzzi, Lorenzo	0.60	780.00
11-Jun-19	Correspond with internal working group regarding status of agreed exclusivity deadline extension.	Damast, Craig A.	0.30	277.50
11-Jun-19	Review updated draft exclusivity statement (.2); correspond with B. Weiland (Kirkland) regarding same (.2).	Goren, Todd M.	0.40	460.00
11-Jun-19	Analyze exclusivity motion (.3); review Committee statement regarding same (.2); correspond with internal working group regarding extension dates (.2).	Richardson Arnould, Ka	0.70	367.50
12-Jun-19	Correspond with internal working group regarding new exclusivity deadlines (.2); follow-up correspondence with R. Ferraioli and K. Richardson regarding same (.2).	Damast, Craig A.	0.40	370.00
12-Jun-19	Review updated exclusivity order.	Goren, Todd M.	0.20	230.00
12-Jun-19	Review status of exclusivity request and review proposed order.	Marinuzzi, Lorenzo	0.40	520.00
13-Jun-19	Review notice and revised proposed order extending Debtors' exclusivity periods.	Damast, Craig A.	0.20	185.00
20-Jun-19	Review signed order extending Debtors' exclusivity periods.	Damast, Craig A.	0.20	185.00
Total: 017	Plan and Disclosure Statement		17.40	15,692.50
Relief from Stay and Adequate Protection				
10-Jun-19	Review response to motion to extend automatic stay (.5); discuss same with R. Ferraioli (.2).	Damast, Craig A.	0.70	647.50
10-Jun-19	Analyze response to motion to extend automatic stay (.3); discuss same with C. Damast (.2); draft internal memorandum regarding same (.4).	Ferraioli, Raff	0.90	495.00
14-Jun-19	Review Debtors' objection to Bull Communications' motion for relief from stay.	Damast, Craig A.	0.60	555.00
14-Jun-19	Review Debtors' responses to stay relief motions.	Goren, Todd M.	0.80	920.00
14-Jun-19	Review correspondence to Charter regarding continuing stay violations.	Richards, Erica J.	0.20	185.00
17-Jun-19	Review Debtors' objection to securities action plaintiffs for relief from stay (.4); review Debtors' reply in support of motion to enforce automatic stay regarding Phone Recovery Services (.3).	Damast, Craig A.	0.70	647.50
17-Jun-19	Analyze lift stay motion regarding tribal eminent domain claim.	Ferraioli, Raff	0.40	220.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
17-Jun-19	Review lift stay papers regarding tribal eminent domain claim.	Marinuzzi, Lorenzo	0.70	910.00
17-Jun-19	Analyze motion for relief from stay filed by Jicarilla Apache Nation (.8); review memorandum regarding same (.3).	Richardson Arnould, Ka	1.10	577.50
18-Jun-19	Review Jicarilla Apache Nation's motion for relief from automatic stay (.5) and amended motion (.2); correspond with internal working group regarding same (.3); review and revise summary of Jicarella motion (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.70	1,572.50
18-Jun-19	Analyze lift stay motion and related documents.	Ferraioli, Raff	0.50	275.00
18-Jun-19	Review and revise Committee summary of lift stay motion.	Marinuzzi, Lorenzo	0.30	390.00
20-Jun-19	Review signed order granting motion to enforce automatic stay regarding qui tam plaintiff action (.1); review signed order denying Bull Communications' relief from stay motion (.1); review signed order granting securities class action lead plaintiff limited relief from automatic stay (.1).	Damast, Craig A.	0.30	277.50
22-Jun-19	Review amended order granting securities action lead plaintiff's motion for relief from stay.	Damast, Craig A.	0.20	185.00
26-Jun-19	Review lift stay motion and amended order.	Marinuzzi, Lorenzo	0.60	780.00
Total: 019	Relief from Stay and Adequate Protection		9.70	8,637.50
Reporting				
05-Jun-19	Correspond with E. Richards and Alvarez regarding fee tracker (.2); compile and transmit same (.1).	Ferraioli, Raff	0.30	165.00
12-Jun-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
19-Jun-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
26-Jun-19	Update weekly fee tracker (.2); correspond with Alvarez regarding same (.1).	Ferraioli, Raff	0.30	165.00
Total: 020	Reporting		1.00	700.00
Tax				
12-Jun-19	Call with D. Dreier (White & Case) regarding potential tax implications of restructuring or recharacterization of transactions (.4); conduct legal research regarding same (1.2).	Blaivas, Jay	1.60	1,880.00
Total: 021	Tax		1.60	1,880.00
Discovery				
01-Jun-19	Review relevant documents produced for Uniti analysis (.9); correspond with P. Dopsch and M. Bullard regarding same (.5).	Masykanova, Aisulu	1.40	1,183.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
02-Jun-19	Review and revise relevant documents produced for Uniti analysis (1.2); correspond with P. Dopsch, M. Zaccarelli and R. Ferraioli regarding same (.6).	Masykanova, Aisulu	1.80	1,521.00
02-Jun-19	Review dataroom documents for relevance to various claims.	Westergaard, Lily Vale	6.90	3,622.50
03-Jun-19	Call with White & Case regarding discovery requests.	Ferraioli, Raff	0.30	165.00
03-Jun-19	Call with White & Case regarding discovery requests (.3); review correspondence regarding Aurelius' discovery proposal (.3).	Greer, Jocelyn Edith	0.60	420.00
04-Jun-19	Compile and prepare zip drives of Aurelius, US Bank and Windstream trial exhibits (.8); review and retrieve recently added documents to dataroom and circulate to same (.4).	Delehanty, Danielle Ei	1.20	432.00
04-Jun-19	Review correspondence regarding Alix's request for trial exhibits.	Greer, Jocelyn Edith	0.60	420.00
04-Jun-19	Correspond with Aurelius counsel regarding custodians, search terms and production timing.	Levitt, Jamie A.	0.50	612.50
05-Jun-19	Finish compiling Aurelius, US Bank and Windstream trial exhibits.	Delehanty, Danielle Ei	0.30	108.00
06-Jun-19	Correspond with J. Wooding (Alix) regarding Aurelius trial exhibits.	Greer, Jocelyn Edith	0.10	70.00
07-Jun-19	Update Relativity workspace with newly received dataroom documents.	Bergelson, Vadim	1.30	448.50
08-Jun-19	Conduct first pass review of documents in dataroom for relevance to various claims.	Westergaard, Lily Vale	5.40	2,835.00
10-Jun-19	Process dataroom records for Relativity (1.1); set up new user and assign documents for review (.5).	Bergelson, Vadim	1.60	552.00
10-Jun-19	Correspond with Merrill help desk regarding download errors of note exchange documents and download same.	Delehanty, Danielle Ei	1.60	576.00
10-Jun-19	Review discovery protocol.	Goren, Todd M.	0.70	805.00
10-Jun-19	Review document request (.1); review correspondence regarding same (.1).	Masykanova, Aisulu	0.20	169.00
11-Jun-19	Review and revise updated draft discovery order.	Goren, Todd M.	0.60	690.00
11-Jun-19	Review correspondence regarding information-sharing protocol from Debtors (.3); correspond with L. Sullivan, T. Good and A. Masykanova regarding Debtors' responses and objections to document requests (.3).	Greer, Jocelyn Edith	0.60	420.00
12-Jun-19	Review and retrieve additional dataroom documents and circulate to same.	Delehanty, Danielle Ei	0.20	72.00
12-Jun-19	Call with A. Masykanova regarding due diligence documents.	Dopsch, Peter C.	0.50	575.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
12-Jun-19	Review correspondence regarding changes to information protocol (.5); revise changes to information-sharing protocol based on T. Goren's comments (.9).	Greer, Jocelyn Edith	1.40	980.00
12-Jun-19	Review due diligence documents on Uniti review (2.3); call with P. Dopsch regarding same (.5).	Masykanova, Aisulu	2.80	2,366.00
13-Jun-19	Discuss diligence documents with A. Masykanova and S. Jensen.	Dopsch, Peter C.	0.30	345.00
13-Jun-19	Review correspondence regarding meet and confer for first production.	Greer, Jocelyn Edith	0.40	280.00
13-Jun-19	Discuss diligence documents with A. Masykanova and P. Dopsch.	Jensen, Sofie	0.30	82.50
13-Jun-19	Review diligence documents (.9); discuss same with P. Dopsch and S. Jensen (.3).	Masykanova, Aisulu	1.20	1,014.00
13-Jun-19	Call with Debtors regarding discovery.	Rappoport, Steve	0.30	268.50
14-Jun-19	Review correspondence relating to presentation from other counsel.	Dopsch, Peter C.	0.30	345.00
14-Jun-19	Review diligence documents (1.3); revise memorandum (1.9).	Masykanova, Aisulu	3.20	2,704.00
16-Jun-19	Review documents for relevance to various claims.	Westergaard, Lily Vale	4.70	2,467.50
17-Jun-19	Review trial exhibits from litigation in connection with Uniti transaction.	Marines, Jennifer L.	1.00	1,100.00
18-Jun-19	Review dataroom and retrieve recently added documents.	Delehanty, Danielle Ei	0.20	72.00
18-Jun-19	Correspond with internal working group regarding due diligence documents.	Masykanova, Aisulu	0.20	169.00
18-Jun-19	Conduct first pass review of documents for privilege and responsiveness.	Westergaard, Lily Vale	3.10	1,627.50
19-Jun-19	Assist with document review and set up saved searches.	Bergelson, Vadim	0.50	172.50
19-Jun-19	Create saved searches regarding various tag issues and second-level review.	Delehanty, Danielle Ei	0.50	180.00
19-Jun-19	Correspond with E. Richards and V. Bergelson regarding document review (.2); correspond with V. Bergelson regarding data repository (.2).	Greer, Jocelyn Edith	0.40	280.00
19-Jun-19	Call with L. Westergaard regarding document review (.4); correspond with L. Westergaard, V. Bergelson and D. Delehanty regarding same (.2).	Jensen, Sofie	0.60	165.00
19-Jun-19	Review and revise memorandum regarding diligence documents.	Masykanova, Aisulu	1.70	1,436.50
19-Jun-19	Analyze results of first level document production review (.4); correspond with counsel for various lender groups regarding additional diligence (1.3).	Richards, Erica J.	1.70	1,572.50

MORRISON | FOERSTER

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19-Jun-19	Call with S. Jensen regarding document review.	Westergaard, Lily Vale	0.40	210.00
20-Jun-19	Assist with Relativity review and searches (.5); setup new users (.3).	Bergelson, Vadim	0.80	276.00
20-Jun-19	Correspond with internal working group regarding Relativity access.	Delehanty, Danielle Ei	0.30	108.00
20-Jun-19	Call with A. Masykanova regarding memorandum in connection with diligence documents.	Dopsch, Peter C.	0.80	920.00
20-Jun-19	Correspond with C. Koster (White & Case) regarding document requests (.1); analyze and compile documents in response to same (.4); correspond with Kirkland team regarding same (.1).	Ferraioli, Raff	0.60	330.00
20-Jun-19	Correspond with internal working group regarding discovery protocol with Debtors.	Goren, Todd M.	0.30	345.00
20-Jun-19	Correspond with R. Shanker (Kirkland) regarding discovery questions and scheduling call regarding same.	Greer, Jocelyn Edith	0.30	210.00
20-Jun-19	Review targets of discovery regarding perfection documents and status of collected materials (.6); correspond with J. Greer regarding data repository and status of discovery (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
20-Jun-19	Review and revise memorandum regarding diligence documents (1.4); call with P. Dopsch regarding same (.8).	Masykanova, Aisulu	2.20	1,859.00
20-Jun-19	Analyze documents in dataroom in connection with recharacterization investigation.	Richardson Arnould, Ka	1.30	682.50
21-Jun-19	Update Relativity workspace with newly received dataroom documents.	Bergelson, Vadim	1.40	483.00
21-Jun-19	Correspond with A. Masykanova regarding relevant documents.	Dopsch, Peter C.	0.50	575.00
21-Jun-19	Review tagged documents to locate missing documents (4.2); discuss relevant documents with A. Masykanova and S. William (.6).	Jensen, Sofie	4.80	1,320.00
21-Jun-19	Discuss relevant documents with S. William and S. Jensen.	Masykanova, Aisulu	0.60	507.00
21-Jun-19	Call with Kirkland regarding status of discovery requests (.4); correspond with J. Greer regarding same (.3).	Richards, Erica J.	0.70	647.50
21-Jun-19	Analyze documents in dataroom in connection with recharacterization investigation.	Richardson Arnould, Ka	2.60	1,365.00
21-Jun-19	Discuss relevant documents with A. Masykanova and S. Jensen.	William, Sherry A.	0.60	501.00
24-Jun-19	Update Relativity workspace with newly received dataroom documents.	Bergelson, Vadim	1.10	379.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
24-Jun-19	Review correspondence relating to additional documents for review.	Dopsch, Peter C.	0.30	345.00
24-Jun-19	Discuss status of document requests with C. Koster (White & Case).	Ferraioli, Raff	0.20	110.00
24-Jun-19	Review documents produced by Debtors associated with exchange transactions.	Good, Thomas H.	5.90	4,425.00
24-Jun-19	Review status of Aurelius production (.3); review correspondence from J. Levitt regarding same (.2).	Marinuzzi, Lorenzo	0.50	650.00
24-Jun-19	Review status of discovery requests.	Richards, Erica J.	0.20	185.00
25-Jun-19	Review additional documents provided by financial advisers in connection with useful economic life.	Dopsch, Peter C.	0.60	690.00
25-Jun-19	Review status of document requests and responses (.1); analyze correspondence regarding same (.1).	Ferraioli, Raff	0.20	110.00
25-Jun-19	Review tagged documents to locate missing materials.	Jensen, Sofie	2.70	742.50
25-Jun-19	Correspond with Aurelius counsel regarding production.	Levitt, Jamie A.	0.30	367.50
25-Jun-19	Review status of perfection analysis and open document requests.	Marinuzzi, Lorenzo	1.30	1,690.00
26-Jun-19	Review additional documents provided by Debtors.	Dopsch, Peter C.	1.80	2,070.00
26-Jun-19	Correspond with A. McDonald regarding document requests.	Greer, Jocelyn Edith	0.30	210.00
26-Jun-19	Meet with L. Sullivan regarding open document request (.8); review tagged documents and dataroom documents (2.1); create list of missing documents (1.2).	Jensen, Sofie	4.10	1,127.50
26-Jun-19	Review nature of new documents posted in dataroom.	Richards, Erica J.	0.80	740.00
26-Jun-19	Review document productions and revise list of open document requests (.9); meet with S. Jensen regarding same (.8).	Sullivan, Lauren Marie	1.70	1,275.00
27-Jun-19	Retrieve new filings in dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	2.40	864.00
27-Jun-19	Review status of document request.	Ferraioli, Raff	0.10	55.00
27-Jun-19	Correspond with L. Westergaard and S. Rappoport regarding review of Aurelius documents.	Greer, Jocelyn Edith	0.30	210.00
27-Jun-19	Review documents in data rooms (2.6); analyze list of open document requests (1.1); search for and compile documents in connection with same (2.1).	Jensen, Sofie	5.80	1,595.00
27-Jun-19	Review correspondence regarding Aurelius document review.	Levitt, Jamie A.	0.40	490.00
27-Jun-19	Review proposed document demands for perfection of Uniti interests.	Marinuzzi, Lorenzo	0.90	1,170.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
28-Jun-19	Download and update Relativity with Windstream and Aurelius productions.	Bergelson, Vadim	2.30	793.50
28-Jun-19	Review document production.	Good, Thomas H.	0.60	450.00
28-Jun-19	Review correspondence regarding Aurelius discovery.	Levitt, Jamie A.	0.30	367.50
28-Jun-19	Review relevant documents.	Masykanova, Aisulu	0.70	591.50
28-Jun-19	Coordinate with internal working group regarding download of Aurelius production.	Rappoport, Steve	0.30	268.50
30-Jun-19	Update Relativity with Windstream and Aurelius productions (1.1); update review coding panel (.6).	Bergelson, Vadim	1.70	586.50
30-Jun-19	Call with L. Westergaard and S. Rappoport regarding review of Aurelius documents (.4); review hot documents (.7).	Levitt, Jamie A.	1.10	1,347.50
30-Jun-19	Call with L. Westergaard and J. Levitt regarding review of Aurelius documents.	Rappoport, Steve	0.40	358.00
30-Jun-19	Conduct first pass review of Aurelius production for relevancy to claim (6.8); call with S. Rappoport and J. Levitt regarding review of Aurelius documents (.4).	Westergaard, Lily Vale	7.20	3,780.00
Total: 023	Discovery		117.00	73,137.00
Hearings				
14-Jun-19	Correspond with K. Richardson regarding materials for upcoming hearing (.2); review and revise index for same (1.2); discuss materials for upcoming hearing with R. Ferraioli and K. Richardson (.2).	Damast, Craig A.	1.60	1,480.00
14-Jun-19	Review calendar and draft index to hearing binder and prepare same.	Delehanty, Danielle Ei	1.70	612.00
14-Jun-19	Analyze materials for upcoming hearing (.1); correspond with internal working group regarding same (.1); discuss same with C. Damast and K. Richardson (.2).	Ferraioli, Raff	0.40	220.00
14-Jun-19	Review docket and recent pleadings in preparation of upcoming hearing (1.3); correspond with D. Delehanty regarding materials for hearing (.8); correspond with L. Marinuzzi and E. Richards regarding same (.2); discuss same with C. Damast and R. Ferraioli (.2); prepare materials regarding same (.6).	Richardson Arnould, Ka	3.10	1,627.50
16-Jun-19	Review docket and recent pleadings in advance of hearing (.9); revise materials for hearing (.4); correspond with L. Marinuzzi regarding same (.1).	Richardson Arnould, Ka	1.40	735.00
17-Jun-19	Attend omnibus hearing (telephonically).	Damast, Craig A.	2.00	1,850.00
17-Jun-19	Attend omnibus hearing (telephonically) (partial).	Ferraioli, Raff	1.20	660.00
17-Jun-19	Prepare for (.9) and attend (2.0) omnibus hearing.	Marinuzzi, Lorenzo	2.90	3,770.00

MORRISON | FOERSTER

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17-Jun-19	Prepare for (1.3) and attend (2.0) omnibus hearing.	Richards, Erica J.	3.30	3,052.50
17-Jun-19	Prepare for (.8) and attend (2.0) omnibus hearing (telephonically); correspond with C. Damast regarding same (.4); draft summary of hearing for Committee update (1.6); correspond with internal working group regarding same (.4); revise per comments from internal working group (1.2); correspond with Committee regarding same (.3).	Richardson Arnould, Ka	6.70	3,517.50
19-Jun-19	Correspond with R. Ferraioli, D. Delehanty, Kirkland and White & Case regarding transcript of hearing.	Richardson Arnould, Ka	0.40	210.00
Total: 024	Hearings		24.70	17,734.50

Claims Investigation

01-Jun-19	Correspond with internal working group regarding claims presentations for Committee and research.	Damast, Craig A.	1.20	1,110.00
01-Jun-19	Review revisions to presentation to Committee regarding recharacterization.	Dopsch, Peter C.	0.90	1,035.00
01-Jun-19	Analyze comments to and revise presentation regarding claims investigation.	Ferraioli, Raff	0.30	165.00
01-Jun-19	Update Aurelius presentation (1.8); correspond with J. Levitt and S. Rappoport regarding presentation to Committee (.8).	Greer, Jocelyn Edith	2.60	1,820.00
01-Jun-19	Review and revise Committee presentations regarding claims and other investigations.	Marines, Jennifer L.	2.50	2,750.00
01-Jun-19	Review comments to Committee presentation regarding Aurelius.	Rappoport, Steve	0.60	537.00
02-Jun-19	Correspond with internal working group regarding Uniti recharacterization presentation, issues and revisions (.7); correspond with B. Mendelsohn (Perella) regarding Uniti lease negotiation status (.2); review current draft of Uniti claims investigation presentation to Committee (.9); correspond with internal working group regarding same, comments and revisions (1.3); correspond with M. Adomanis (Perella) regarding draft of Uniti lease renewal presentation to Committee (.1); review same (.3).	Damast, Craig A.	3.50	3,237.50
02-Jun-19	Review and revise presentations regarding investigation status and perfection analysis.	Dopsch, Peter C.	2.10	2,415.00
02-Jun-19	Analyze comments and revise presentation regarding Uniti claims investigation.	Ferraioli, Raff	1.20	660.00
02-Jun-19	Review updated drafts of claim investigation presentations for Committee.	Goren, Todd M.	0.70	805.00
02-Jun-19	Draft talking points for presentation to Committee regarding investigation status.	Greer, Jocelyn Edith	4.30	3,010.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
02-Jun-19	Review latest revised draft of Committee presentation regarding investigation status (.3); prepare and send comments regarding same to J. Greer (.1).	Kaufman, David H.	0.40	490.00
02-Jun-19	Review and revise Committee presentations regarding claims and other investigations (1.2); review Perella Uniti lease analysis (.5).	Marines, Jennifer L.	1.70	1,870.00
02-Jun-19	Review and revise Uniti claims presentation (1.8); correspond with Uniti team regarding open research questions (.4); review and revise updated notes regarding claims presentation (.9).	Marinuzzi, Lorenzo	3.10	4,030.00
02-Jun-19	Provide comments regarding talking points for Committee presentation regarding Aurelius.	Rappoport, Steve	0.90	805.50
02-Jun-19	Revise presentation to Committee regarding potential note exchange claims.	Richards, Erica J.	0.60	555.00
03-Jun-19	Review due diligence documents regarding potential Uniti claims.	Anabi, Andrew Issa	1.30	682.50
03-Jun-19	Correspond with internal working group regarding claims investigation presentation and revisions (.9); correspond with P. Dopsch and A. Masykanova regarding Uniti recharacterization presentation and issues (.4); review and revise current draft of Uniti recharacterization and fraudulent transfer presentation (1.4); review draft of Perella presentation to Committee regarding Uniti lease analysis (.8); correspond with internal working group regarding finalizing (.6) and preparation for (.7) various claims investigation presentations; review Aurelius (.4) and note exchange (.4) presentations for Committee meeting.	Damast, Craig A.	5.60	5,180.00
03-Jun-19	Respond to questions regarding presentation (.3); meet with S. Haley regarding real property searches (.5).	Dopsch, Peter C.	0.80	920.00
03-Jun-19	Analyze and revise investigation presentations (.8); correspond with internal working group regarding same (.2); analyze presentation materials in connection with potential debt-related claims (.4); analyze comments to same (.1); revise same (.1); correspond with internal working group regarding sale-leaseback claims investigation presentation (.2); analyze comments to (.4) and revise (.5) same.	Ferraioli, Raff	2.70	1,485.00
03-Jun-19	Review updated drafts of presentation for Committee meeting.	Goren, Todd M.	0.80	920.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
03-Jun-19	Chart Aurelius' position regarding discovery for talking points for presentation (.5); correspond with R. Ferraioli regarding presentation materials for Committee (.3); revise talking points for Committee presentation (3.5).	Greer, Jocelyn Edith	4.30	3,010.00
03-Jun-19	Meet with P. Dopsch regarding real property searches.	Haley, Sharon L.	0.50	200.00
03-Jun-19	Review and comment on latest draft of Committee presentation materials.	Kaufman, David H.	0.60	735.00
03-Jun-19	Review and revise Aurelius investigation presentation slides and talking points (5.2); review Uniti investigation slides and talking points (2.3).	Levitt, Jamie A.	7.50	9,187.50
03-Jun-19	Review and revise various claims investigation presentations in preparation for in-person Committee meeting.	Marines, Jennifer L.	2.80	3,080.00
03-Jun-19	Finalize Uniti presentation for Committee (3.1); review and finalize presentation regarding note claims for Committee (1.6); review and revise Aurelius presentation for Committee (.7); correspond with claims investigation team regarding lease analysis (.5); review status of document requests for claims analysis (.9).	Marinuzzi, Lorenzo	6.80	8,840.00
03-Jun-19	Correspond with internal working group regarding transaction and presentation.	Masyllkanova, Aisulu	1.20	1,014.00
03-Jun-19	Review and revise Aurelius claims presentation and points.	Rappoport, Steve	0.70	626.50
05-Jun-19	Review current draft of Uniti recharacterization memorandum.	Damast, Craig A.	0.70	647.50
05-Jun-19	Review next steps regarding recharacterization analysis.	Dopsch, Peter C.	0.50	575.00
06-Jun-19	Correspond with B. Mendelsohn (Perella) regarding update from PJT regarding Uniti negotiations and status (.2); correspond with internal working group regarding claims investigation meeting (.4).	Damast, Craig A.	0.60	555.00
06-Jun-19	Correspond with internal working group regarding claims investigation meeting.	Richardson Arnould, Ka	0.30	157.50
07-Jun-19	Follow up on Committee financing statement analysis regarding Uniti.	Dopsch, Peter C.	0.30	345.00
07-Jun-19	Review correspondence from D. Kaufman regarding loan trading modifications on short positions and possible Aurelius claims.	Marinuzzi, Lorenzo	0.90	1,170.00
11-Jun-19	Correspond with claims team regarding status of investigations (.4); review claims to determine impact of challenge deadline (1.7).	Marinuzzi, Lorenzo	2.10	2,730.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
12-Jun-19	Correspond with P. Dopsch and A. Masykanova regarding Uniti memorandum and meeting with Debtors' advisors (.3); correspond with internal working group, Alix and Perella teams regarding same (.3); review current draft of Uniti recharacterization memorandum (.5).	Damast, Craig A.	1.10	1,017.50
12-Jun-19	Update memorandum regarding note exchanges.	Richards, Erica J.	2.90	2,682.50
13-Jun-19	Correspond with internal working group and Perella team regarding meeting with Debtors' advisors regarding status of Uniti negotiation (.4); participate in weekly claims investigation meeting (1.1); discuss Uniti recharacterization memorandum and upcoming Uniti meeting with P. Dopsch (.2).	Damast, Craig A.	1.70	1,572.50
13-Jun-19	Discuss Uniti recharacterization memorandum and upcoming Uniti meeting with C. Damast.	Dopsch, Peter C.	0.20	230.00
13-Jun-19	Prepare for (.1) and participate in (1.1) weekly claims investigation meeting; draft memorandum regarding status of claims investigation (1.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	2.60	1,430.00
13-Jun-19	Participate in weekly claims investigation meeting.	Good, Thomas H.	1.10	825.00
13-Jun-19	Participate in weekly claims investigation meeting (1.1); correspond with Perella regarding Uniti call with Debtors (.2).	Goren, Todd M.	1.30	1,495.00
13-Jun-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	1.10	770.00
13-Jun-19	Participate in weekly claims investigation meeting (1.1); review memoranda regarding same (.1).	Levitt, Jamie A.	1.20	1,470.00
13-Jun-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	1.10	1,210.00
13-Jun-19	Participate in weekly claims investigation meeting.	Masykanova, Aisulu	1.10	929.50
13-Jun-19	Participate in weekly claims investigation meeting (1.1); revise exchange memorandum (3.5).	Richards, Erica J.	4.60	4,255.00
13-Jun-19	Prepare for (.6) and participate in (1.1) weekly claims investigation meeting.	Richardson Arnould, Ka	1.70	892.50
13-Jun-19	Prepare for (1.5) and participate in (1.1) weekly claims investigation meeting.	Sullivan, Lauren Marie	2.60	1,950.00
13-Jun-19	Participate in weekly claims investigation meeting.	Westergaard, Lily Vale	1.10	577.50
14-Jun-19	Finalize internal memorandum regarding status of claims investigation (.1); correspond with L. Marinuzzi regarding same (.1).	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
 Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
17-Jun-19	Correspond with R. Collura (Alix) regarding analysis of Uniti transaction and asset ownership (.2); review same (.4); correspond with J. Fallon (PJT) regarding draft of Debtors' presentation regarding parameters of Uniti proposal (.1); review same (.3); call with Debtors' advisors regarding draft of Uniti proposal (.5).	Damast, Craig A.	1.50	1,387.50
17-Jun-19	Call with Debtors' advisors regarding draft of Uniti proposal.	Dopsch, Peter C.	0.50	575.00
17-Jun-19	Correspond with E. Richards regarding open items for Alix regarding claims investigation work streams (.2); call with Debtors' advisors regarding draft of Uniti proposal (.5); analyze materials in connection with same (.2).	Ferraioli, Raff	0.90	495.00
17-Jun-19	Review draft of Uniti proposal from Debtors (.3); call with Debtors' advisors regarding same (.5).	Goren, Todd M.	0.80	920.00
17-Jun-19	Call with Debtors' advisors regarding draft of Uniti proposal.	Levitt, Jamie A.	0.50	612.50
17-Jun-19	Review draft of Uniti proposal (.5); call with Debtors' advisors regarding same (.5); review status of claims investigation (.6); call and correspond with J. Millar (DBR) regarding theory of claims (.4).	Marinuzzi, Lorenzo	2.00	2,600.00
17-Jun-19	Revise memorandum regarding note exchange related claims (1.4); call with Debtors' advisors regarding draft of Uniti proposal (.5).	Richards, Erica J.	1.90	1,757.50
17-Jun-19	Call with Debtors' advisors regarding draft of Uniti proposal.	Richardson Arnould, Ka	0.50	262.50
18-Jun-19	Correspond with P. Dopsch and A. Masykanova regarding Alix analysis of ownership of assets transferred to Uniti.	Damast, Craig A.	0.30	277.50
18-Jun-19	Follow up on review of documents relating to recharacterization analysis.	Dopsch, Peter C.	0.50	575.00
18-Jun-19	Correspond with internal working group regarding upcoming claims investigation meeting (.1); correspond with Committee professionals regarding same (.2); coordinate arrangements in connection with same (.4); analyze materials for upcoming claims investigation meeting (.5).	Ferraioli, Raff	1.20	660.00
18-Jun-19	Review latest due diligence regarding Uniti claims (.8); call with E. Vonnegut (DPW) regarding claims and settlement (.5); draft memorandum to internal working group regarding call with Uniti counsel (.3); review status of Aurelius claims investigation and next steps (.6); prepare for meeting with White & Case regarding claims (.6).	Marinuzzi, Lorenzo	2.80	3,640.00
18-Jun-19	Revise note exchange claims memorandum.	Richards, Erica J.	2.10	1,942.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
19-Jun-19	Correspond with A. Masykanova regarding valuation of Uniti assets at transferor subsidiary level (.3); review analysis of same (.3); correspond with E. Richards regarding follow-up claims investigation-related work streams (.3); review same (.3).	Damast, Craig A.	1.20	1,110.00
19-Jun-19	Conduct and analyze research in connection with potential claims.	Ferraioli, Raff	0.20	110.00
19-Jun-19	Review updated draft of memorandum analyzing potential claims related to exchange offers.	Good, Thomas H.	0.80	600.00
19-Jun-19	Review additional materials regarding potential claims against exchange holders (.8); update memorandum regarding exchange related claims (.8); review recharacterization claims and impact on distributions (.8).	Marinuzzi, Lorenzo	2.40	3,120.00
20-Jun-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting; correspond with K. McGlynn (Alix) regarding backup for Debtors' personal property schedule (.1); review same (.3); discuss claims investigation regarding research and case precedent with R. Ferraioli (.3); correspond with R. Ferraioli regarding same (.1).	Damast, Craig A.	1.90	1,757.50
20-Jun-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.90	1,035.00
20-Jun-19	Prepare for (.1) and participate (.9) weekly claims investigation meeting; discuss claims investigation regarding research and case precedent with C. Damast (.3); analyze notes exchange memorandum (.2); analyze status of claims and noticing agent engagement (.1).	Ferraioli, Raff	1.60	880.00
20-Jun-19	Participate in weekly claims investigation meeting.	Good, Thomas H.	0.90	675.00
20-Jun-19	Review materials regarding investigation status.	Goren, Todd M.	0.70	805.00
20-Jun-19	Participate in weekly claims investigation meeting.	Jensen, Sofie	0.90	247.50
20-Jun-19	Review update regarding investigations (.3); participate in weekly claims investigation meeting (.9).	Levitt, Jamie A.	1.20	1,470.00
20-Jun-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.90	990.00
20-Jun-19	Participate in weekly claims investigation meeting (.9); call with E. Vonnegut (DPW) regarding recharacterization claim (.4); draft memorandum to internal working group regarding same (.4); review materials regarding recharacterization (.9).	Marinuzzi, Lorenzo	2.60	3,380.00
20-Jun-19	Participate in weekly claims investigation meeting.	Peck, Geoffrey R.	0.90	1,012.50
20-Jun-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.90	832.50
20-Jun-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.90	472.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
21-Jun-19	Correspond with J. Fallon (PJT) and B. Mendelsohn (Perella) regarding Debtor's presentation to Uniti regarding possible settlement (.2); review same (.5); follow-up correspondence with B. Mendelsohn regarding Uniti reaction to settlement proposal (.2).	Damast, Craig A.	0.90	832.50
21-Jun-19	Review Uniti alternatives and impact on capital structure and values (1.5); review correspondence from Perella and Kirkland regarding Uniti settlement meeting (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
21-Jun-19	Review internal memorandum regarding recharacterization.	William, Sherry A.	2.40	2,004.00
24-Jun-19	Correspond with J. Wooding (Alix) and E. Richards regarding useful life of assets at time of Uniti transaction (.2); review precedential decision regarding claims analysis and investigation (.3); review current draft of Uniti recharacterization memorandum (.7).	Damast, Craig A.	1.20	1,110.00
24-Jun-19	Review status of Uniti transaction investigation (.5); call with Uniti counsel to request perfection materials (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
25-Jun-19	Correspond with internal working group regarding challenge deadline, status, outstanding diligence items and scheduling meeting with Committee to discuss same (.8); correspond with P. Dopsch and A. Masykanova regarding Uniti recharacterization memorandum, open items and diligence requests (.4); correspond with Kilpatrick team and E. Richards regarding Midwest notes documentation and summary (.1); review same (.2).	Damast, Craig A.	1.50	1,387.50
25-Jun-19	Follow up on proposed changes to memorandum regarding recharacterization with A. Masykanova.	Dopsch, Peter C.	0.20	230.00
25-Jun-19	Analyze correspondence regarding investigation update.	Ferraioli, Raff	0.10	55.00
25-Jun-19	Review document production related to exchange transactions (2.1); call with E. Richards regarding summary of review of exchange transactions correspondence (.5).	Good, Thomas H.	2.60	1,950.00
25-Jun-19	Review status of investigation into various claims, including related to Aurelius action and Uniti transaction.	Marines, Jennifer L.	1.10	1,210.00
25-Jun-19	Review claims updates and next steps.	Marinuzzi, Lorenzo	1.90	2,470.00
25-Jun-19	Follow up on proposed changes to memorandum regarding recharacterization with P. Dopsch (.2); revise same (1.0).	Masykanova, Aisulu	1.20	1,014.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
25-Jun-19	Call with T. Good regarding summary of review of exchange transactions correspondence (.5); further revise memorandum analyzing claims related to note exchanges (2.7).	Richards, Erica J.	3.20	2,960.00
26-Jun-19	Review claims investigation-related legal research (.6); correspond with F. Munshi (Perella) regarding press release regarding new Uniti transaction (.1); review same (.2).	Damast, Craig A.	0.90	832.50
26-Jun-19	Correspond with internal working group regarding claims investigation update meeting (.1); conduct and analyze legal research regarding potential Uniti claims (.9); draft letter regarding Uniti negotiations (1.1); correspond with L. Marinuzzi regarding same (.3); revise same (.3).	Ferraioli, Raff	2.70	1,485.00
26-Jun-19	Review and revise correspondence to B. Weiland (Kirkland) regarding Uniti discussions (.6); call with B. Mendelsohn (Perella) regarding same (.5).	Marinuzzi, Lorenzo	1.10	1,430.00
27-Jun-19	Review case precedent in connection with claims investigation (.6); prepare for (.2) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); discuss next steps with R. Ferraioli (.3); correspond with A. Masykanova regarding status of Uniti recharacterization diligence (.2); correspond with E. Richards regarding same (.2); correspond with P. Dopsch and A. Masykanova regarding upcoming Committee call regarding claims investigation update (.6); review MoFo letter to Kirkland regarding Uniti settlement negotiations and meetings (.2); correspond with J. Wooding (Alix) and internal working group regarding useful economic life of Uniti assets (.4).	Damast, Craig A.	3.50	3,237.50
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); follow up with A. Masykanova regarding open matters and useful economic life analysis (1.0).	Dopsch, Peter C.	1.80	2,070.00
27-Jun-19	Correspond with internal working group regarding weekly claims investigation meeting (.1); participate in same (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); discuss next steps with C. Damast (.3); analyze correspondence with internal working group regarding same (.1); conduct and analyze research in connection with potential claims (.3).	Ferraioli, Raff	1.60	880.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Good, Thomas H.	0.80	600.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Goren, Todd M.	0.80	920.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Levitt, Jamie A.	0.80	980.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); review memorandum regarding recharacterization and open factual points (1.1); review possible claims regarding notes security (.8); review possible Aurelius claim memorandum and next steps (.8); call with S. Qusba (JPM) regarding applicability of challenge deadline to LBO claims (.3).	Marinuzzi, Lorenzo	3.80	4,940.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); follow up with P. Dopsch regarding open matters and useful economic life analysis (1.0); review relevant documents and revise memorandum (.8).	Masyllkanova, Aisulu	2.60	2,197.00
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Peck, Geoffrey R.	0.80	900.00
27-Jun-19	Correspond with L. Marinuzzi regarding applicability of challenge deadline to claims against prior first lien lenders.	Richards, Erica J.	1.80	1,665.00
27-Jun-19	Prepare for (.8) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same, status of work streams and strategy (.2); review letter to Kirkland regarding negotiations with Uniti (.3); review correspondence at time of Uniti transaction (2.4).	Richardson Arnould, Ka	4.30	2,257.50
27-Jun-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same, status of work streams and strategy (.2).	Westergaard, Lily Vale	0.80	420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
28-Jun-19	Correspond with A. Masykanova and J. Wooding (Alix) regarding useful economic life of Uniti assets.	Damast, Craig A.	0.30	277.50
28-Jun-19	Revise memorandum analyzing potential claims related to debt exchange transactions.	Good, Thomas H.	1.10	825.00
28-Jun-19	Revise Uniti memorandum and prepare presentation update.	Masykanova, Aisulu	1.30	1,098.50
28-Jun-19	Compile update regarding status of investigation work streams and outstanding diligence requests.	Richards, Erica J.	0.90	832.50
29-Jun-19	Review correspondence with internal working group regarding claims investigation update and status of work streams.	Damast, Craig A.	0.40	370.00
29-Jun-19	Review internal update regarding status of investigations and next steps.	Marinuzzi, Lorenzo	0.70	910.00
Total: 026	Claims Investigation		179.60	171,096.00
Lien Investigation				
01-Jun-19	Correspond with A. Masykanova relating to research question regarding sufficiency of collateral description in connection with lien investigation.	Bullard, Miranda	0.90	495.00
03-Jun-19	Correspond with A. Masykanova, P. Dopsch and S. Jensen regarding research relating to lien investigation.	Bullard, Miranda	0.30	165.00
03-Jun-19	Conduct trademark search for trademarks in USPTO in connection with lien review.	Cheng, Hsiao-Ting H.	1.10	412.50
03-Jun-19	Review lien investigation presentation (.5); meet with L. Sullivan regarding meeting preparations and overall status of diligence (.3).	Peck, Geoffrey R.	0.80	900.00
03-Jun-19	Review and revise draft lien review presentation.	Richards, Erica J.	0.40	370.00
03-Jun-19	Revise draft presentation for Committee meeting (.5); review 10-K for asset and corporate structure information (.4); meet with G. Peck regarding meeting preparations and overall status of diligence (.3); prepare for Committee meeting (.8).	Sullivan, Lauren Marie	2.00	1,500.00
03-Jun-19	Correspond with A. Masykanova and H. Cheng regarding lien searches (.2); order additional lien searches (.6); review excel sheet for state locations (.6).	Zaccarelli, Monet D.	1.40	406.00
04-Jun-19	Draft patent assignee and family diligence search strategy.	Day, Christina	0.40	92.00
04-Jun-19	Correspond with search company regarding copies of filed documents.	Haley, Sharon L.	0.10	40.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

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05-Jun-19	Conduct preliminary search for trademark properties in name of Windstream Services, LLC and related entities (1.8); correspond with legal document services in connection with export of search reports (2.1).	Chung, Aurana O.	3.90	1,189.50
05-Jun-19	Review and update preliminary patent assignee search and search results drafted by C. Day.	Dinh, Tuan H.	0.80	272.00
05-Jun-19	Review lien search results (.3); correspond with search company regarding same (.2).	Haley, Sharon L.	0.50	200.00
05-Jun-19	Review background information of transaction and instructions (1.4); review security documents and review and revise summary of collateral documents (.9).	Jensen, Sofie	2.30	632.50
05-Jun-19	Review correspondence regarding trademark searches and associated summary document (.9); correspond with A. Chung regarding same (.3); correspond with L. Sullivan regarding trademark searches (.2).	Romain, Ryan Michael	1.40	770.00
05-Jun-19	Review and distribute lien search results.	Zaccarelli, Monet D.	1.10	319.00
06-Jun-19	Discuss legal research regarding collateral description sufficiency with P. Dopsch and S. Jensen for purposes of lien investigation.	Bullard, Miranda	0.90	495.00
06-Jun-19	Continue preliminary search for trademark properties in name of Windstream Services, LLC and related entities (1.9); continue to prepare reports for additional trademark properties (1.8).	Chung, Aurana O.	3.70	1,128.50
06-Jun-19	Prepare memorandum of patent search results.	Day, Christina	1.10	253.00
06-Jun-19	Discuss legal research regarding collateral description sufficiency with M. Bullard and S. Jensen for purposes of lien investigation.	Dopsch, Peter C.	0.90	1,035.00
06-Jun-19	Discuss legal research regarding collateral description sufficiency with P. Dopsch and M. Bullard for purposes of lien investigation.	Jensen, Sofie	0.90	247.50
06-Jun-19	Review status of lien perfection investigation.	Marines, Jennifer L.	0.40	440.00
07-Jun-19	Conduct trademark due diligence searches for various entities.	Cheng, Hsiao-Ting H.	1.40	525.00
07-Jun-19	Correspond with L. Sullivan regarding trademark search results (1.3); correspond with R. Romain regarding same (.9); correspond with H. Cheng regarding procedures for ownership searches (1.2).	Chung, Aurana O.	3.40	1,037.00
07-Jun-19	Draft preliminary memorandum regarding patent chain of title review.	Day, Christina	4.70	1,081.00
07-Jun-19	Correspond with C. Day regarding patent summary (.2); revise and update same (.7).	Dinh, Tuan H.	0.90	306.00
07-Jun-19	Review and revise A. Chung draft regarding trademark search results.	Romain, Ryan Michael	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
10-Jun-19	Continue ownership search of trademarks properties for remaining entities identified on Summary of Guarantors (1.9); correspond with L. Sullivan regarding same (1.2).	Chung, Aurana O.	3.10	945.50
11-Jun-19	Correspond with C. Day regarding patent search.	Ahmadi, Golzar	1.20	318.00
11-Jun-19	Correspond with L. Sullivan regarding trademark search results for entities identified on Summary of Guarantors.	Chung, Aurana O.	0.50	152.50
11-Jun-19	Correspond with internal working group regarding lien review.	Damast, Craig A.	0.30	277.50
11-Jun-19	Review collateral documents and draft overview of collateral to determine property excluded from collateral and for purposes of due diligence review of potential unencumbered or unperfected collateral.	Jensen, Sofie	6.80	1,870.00
11-Jun-19	Review lien investigation documents (1.7); correspond with L. Sullivan regarding same (.2).	Peck, Geoffrey R.	1.90	2,137.50
12-Jun-19	Conduct verification of assignment history and confirm open security interests filed against additional trademark properties.	Chung, Aurana O.	3.80	1,159.00
12-Jun-19	Call with T. Dinh regarding summary of patent diligence search results (1.8); update and finalize same (1.1).	Day, Christina	2.90	667.00
12-Jun-19	Call with C. Day regarding summary of patent diligence search results (1.8); update and finalize same (2.1).	Dinh, Tuan H.	3.90	1,326.00
12-Jun-19	Correspond with G. Peck and L. Sullivan regarding status and preparation for upcoming investigation meeting (.3); review security documents and draft overview of collateral documents and collateral (8.2).	Jensen, Sofie	8.50	2,337.50
12-Jun-19	Review status of lien challenge and outstanding discovery and information requests.	Marines, Jennifer L.	0.70	770.00
12-Jun-19	Review lien search results (2.6); draft summary of lien search diligence to date (1.2); correspond with internal working group regarding availability and scheduling of meetings (.3).	Sullivan, Lauren Marie	4.10	3,075.00
13-Jun-19	Continue verification of assignment history and confirm open security interests filed against additional trademark properties (4.2); follow up with research services with request for copyright searches (1.6).	Chung, Aurana O.	5.80	1,769.00
13-Jun-19	Review security documents and search results for purposes of identifying unencumbered collateral or unperfected collateral (2.1); draft schedule with overview (1.8).	Jensen, Sofie	3.90	1,072.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
 Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
13-Jun-19	Review lien investigation charts and issues.	Peck, Geoffrey R.	3.00	3,375.00
13-Jun-19	Review lien search results (2.7); review diligence documentation productions (.9).	Sullivan, Lauren Marie	3.60	2,700.00
13-Jun-19	Order additional lien searches.	Zaccarelli, Monet D.	0.50	145.00
14-Jun-19	Continue verification of assignment history and confirm open security interests filed against trademark properties (1.2); follow up with research services with request for copyright search (2.9).	Chung, Aurana O.	4.10	1,250.50
14-Jun-19	Conduct copyright search for A. Chung.	Lentz, Christine Miche	1.00	300.00
14-Jun-19	Review lien search results for Debtors (4.1); update diligence summary charts (1.1).	Sullivan, Lauren Marie	5.20	3,900.00
14-Jun-19	Correspond with A. Masykanova regarding lien searches (.2); review state locations (1.2); order additional lien searches (.6).	Zaccarelli, Monet D.	2.00	580.00
17-Jun-19	Continue verification of assignment history and confirm open security interests filed against trademark properties (2.8); follow up with research services with request for copyright search (2.4).	Chung, Aurana O.	5.20	1,586.00
18-Jun-19	Continue verification of assignment history and confirm open security interests filed against trademark properties (1.8); follow up with research services with request for copyright search (2.1); draft transmittal (.4).	Chung, Aurana O.	4.30	1,311.50
18-Jun-19	Correspond with internal working group regarding lien review and related documents (.1); analyze and revise lien investigation presentation (.8); correspond with internal working group regarding same (.1).	Ferraioli, Raff	1.00	550.00
18-Jun-19	Review proposed draft regarding lien investigation presentation status.	Goren, Todd M.	0.60	690.00
18-Jun-19	Review documents in dataroom in connection with lien review.	Jensen, Sofie	3.10	852.50
18-Jun-19	Review lien presentation and prepare comments.	Peck, Geoffrey R.	2.20	2,475.00
18-Jun-19	Review updated presentation regarding status of lien investigation.	Richards, Erica J.	0.20	185.00
19-Jun-19	Attend meeting with White & Case regarding status of lien review (.9); discuss same with P. Dopsch (.4); review lien investigation presentation for meeting (.6).	Damast, Craig A.	1.90	1,757.50
19-Jun-19	Attend meeting with White & Case regarding status of lien review (.9); discuss same with C. Damast (.4).	Dopsch, Peter C.	1.30	1,495.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
19-Jun-19	Analyze and revise materials for meeting with White & Case (1.4); analyze comments to same (.7); prepare for (.2) and attend (.9) meeting with White & Case regarding status of lien review; follow up with Alix regarding open items in connection with lien review (.2).	Ferraioli, Raff	3.40	1,870.00
19-Jun-19	Attend meeting with White & Case regarding status of lien review.	Good, Thomas H.	0.90	675.00
19-Jun-19	Correspond with internal working group regarding status of lien investigation (.4); review presentation regarding same (.4).	Goren, Todd M.	0.80	920.00
19-Jun-19	Attend meeting with White & Case regarding status of lien investigation (.9); meet with G. Peck to prepare for meeting regarding status of lien investigation (2.3); correspond with G. Peck and L. Sullivan regarding action list (.4).	Jensen, Sofie	3.60	990.00
19-Jun-19	Review presentation regarding lien investigation.	Marines, Jennifer L.	1.00	1,100.00
19-Jun-19	Review and revise presentation for White & Case meeting regarding status of lien investigation (1.3); review updates with E. Richards (.8); attend meeting with White & Case regarding status of lien review (.9); review follow-up memorandum regarding next steps (.6).	Marinuzzi, Lorenzo	3.60	4,680.00
19-Jun-19	Meet with S. Jensen to prepare for meeting regarding status of lien investigation (2.3); attend meeting with White & Case regarding status of lien review (.9).	Peck, Geoffrey R.	3.20	3,600.00
19-Jun-19	Review updates to presentation for White & Case meeting regarding status of lien investigation with L. Marinuzzi (.8); attend meeting with White & Case regarding status of lien review (.9); draft summary and list of next steps following same (1.4).	Richards, Erica J.	3.10	2,867.50
19-Jun-19	Attend meeting with White & Case regarding status of lien review (telephonically).	Richardson Arnould, Ka	0.90	472.50
20-Jun-19	Call with S. William regarding legal research in connection with filing instruments.	Dopsch, Peter C.	0.60	690.00
20-Jun-19	Review tagged documents for lien review (2.9); correspond with L. Sullivan regarding same (.4).	Jensen, Sofie	3.30	907.50
20-Jun-19	Review status of mortgage/perfection review and presentation regarding same.	Marines, Jennifer L.	1.10	1,210.00
20-Jun-19	Call with M. Zaccarelli regarding lien searches.	Masykanova, Aisulu	0.90	760.50
20-Jun-19	Call with P. Dopsch regarding legal research in connection with filing instruments.	William, Sherry A.	0.60	501.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
20-Jun-19	Call with A. Masykanova regarding lien searches (.9); review and distribute additional lien search results (.3).	Zaccarelli, Monet D.	1.20	348.00
21-Jun-19	Analyze lien investigation issues.	Peck, Geoffrey R.	1.10	1,237.50
21-Jun-19	Review prepetition security documents and DIP financing granting clauses with respect to real estate collateral.	Sullivan, Lauren Marie	2.00	1,500.00
21-Jun-19	Review case law on statute regarding treatment of certain filing instruments.	William, Sherry A.	3.70	3,089.50
24-Jun-19	Correspond with C. Koster (White & Case) regarding lien investigation update.	Damast, Craig A.	0.20	185.00
24-Jun-19	Review status of lien investigation relating to real and related property.	Marines, Jennifer L.	0.80	880.00
24-Jun-19	Research case law regarding treatment of certain filing instruments (9.6); review cases found (4.2).	William, Sherry A.	13.80	11,523.00
25-Jun-19	Research case law regarding treatment of certain filing instruments (6.8); review cases found (5.6).	William, Sherry A.	12.40	10,354.00
26-Jun-19	Correspond with internal working group regarding lien investigation status and presentation to Committee.	Damast, Craig A.	0.20	185.00
26-Jun-19	Correspond with S. Haley and M. Zaccarelli regarding deed assets.	Masykanova, Aisulu	0.20	169.00
26-Jun-19	Review lien investigation questions.	Peck, Geoffrey R.	1.10	1,237.50
26-Jun-19	Read cases regarding treatment of certain filing instruments (2.8); draft notes and correspondence regarding same (2.4).	William, Sherry A.	5.20	4,342.00
26-Jun-19	Correspond with A. Masykanova regarding deed assets.	Zaccarelli, Monet D.	0.50	145.00
28-Jun-19	Correspond with L. Sullivan regarding lien investigation.	Peck, Geoffrey R.	0.40	450.00
Total: 027	Lien Investigation		192.40	112,396.00
Other Motions/Applications				
05-Jun-19	Correspond with J. Luze (Kirkland) and L. Marinuzzi regarding Debtors' motion to assume prepetition insurance program and enter into postpetition insurance program (.2); review motion regarding same (.7); correspond with R. Ferraioli and K. Richardson regarding same and memorandum for Committee (.3).	Damast, Craig A.	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
06-Jun-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' motion to assume prepetition insurance program and enter into postpetition insurance program with Chubb (.2); discuss insurance assumption motion and related documents with R. Ferraioli (.4); review and revise summary of motion for Committee (.9); review motion regarding same (.4); correspond with R. Ferraioli regarding same (.2).	Damast, Craig A.	2.10	1,942.50
06-Jun-19	Analyze insurance assumption motion and related documents (.7); conduct and analyze legal research in connection with same (.2); discuss same with C. Damast (.4).	Ferraioli, Raff	1.30	715.00
07-Jun-19	Review and revise memorandum regarding insurance motion.	Goren, Todd M.	0.40	460.00
07-Jun-19	Analyze insurance assumption motion (.6); review memorandum regarding same (.5); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	1.30	682.50
11-Jun-19	Analyze recently filed pleadings (.9); draft internal memorandum regarding same (.7).	Ferraioli, Raff	1.60	880.00
14-Jun-19	Review and revise memorandum of recently-filed pleadings for upcoming hearing (.6); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.90	832.50
14-Jun-19	Analyze objection to BCI lift stay motion (.4); analyze pleadings regarding state court securities class action litigation (.5); analyze objection to insurance assumption motion (.3); correspond with internal working group regarding same (.1); draft memorandum regarding same (1.6).	Ferraioli, Raff	2.90	1,595.00
24-Jun-19	Discuss Dell Marketing motion for allowance and payment of administrative claim with R. Ferraioli (.3); review same (.2).	Damast, Craig A.	0.50	462.50
24-Jun-19	Analyze recently filed pleadings (.1); discuss Dell Marketing motion for allowance and payment of administrative claim with C. Damast (.3).	Ferraioli, Raff	0.40	220.00
25-Jun-19	Review and revise memorandum of recent pleadings regarding same.	Damast, Craig A.	0.30	277.50
25-Jun-19	Analyze recent pleadings regarding contract rejections and payment of administrative claims (.9); draft memorandum regarding same (.7); circulate same internally (.2).	Richardson Arnould, Ka	1.80	945.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
28-Jun-19	Correspond with L. Marinuzzi regarding discussion with C. Shore (White & Case) previewing motion regarding Debtors' schedules and cash management (.2); review motion to strike Uniti lease from Schedule G and to modify cash management order (.9); correspond (.2) and discuss (.3) same with R. Ferraioli; prepare summary of same and review/revise (.9); correspond with internal working group regarding same and finalizing summary (.3).	Damast, Craig A.	2.80	2,590.00
28-Jun-19	Review memorandum of law relating to indenture trustees' motion regarding recharacterization.	Dopsch, Peter C.	0.50	575.00
28-Jun-19	Correspond with internal working group regarding motion to strike Uniti lease from Schedule G and to modify cash management order (.2); discuss same with C. Damast (.3); analyze same (.9); revise summary of same (.3).	Ferraioli, Raff	1.70	935.00
28-Jun-19	Review noteholder motion to strike Uniti lease and amend cash collateral order (1.7); call with M. Brod (Milbank) regarding same (.2).	Goren, Todd M.	1.90	2,185.00
28-Jun-19	Review indenture trustees' motion papers (3.2); correspond with internal working group regarding same (.2).	Levitt, Jamie A.	3.40	4,165.00
28-Jun-19	Call with C. Shore (counsel for UMB) regarding upcoming Uniti motions (.4); draft memorandum to internal working group regarding Uniti motions and call with C. Shore (.3); review UMB motion to stop payments to Uniti and modify schedules (1.2); analyze Uniti claims and impact of litigation (.7); call with S. Hessler (Kirkland) regarding Uniti strategy and impact of litigation (.4); draft memorandum to internal working group regarding S. Hessler call and next steps on Uniti (.5).	Marinuzzi, Lorenzo	3.50	4,550.00
30-Jun-19	Correspond with internal working group and Perella team regarding WMB/US Bank motion to strike Uniti lease from Schedule G and to modify cash management order, strategy and arranging call to discuss.	Damast, Craig A.	0.60	555.00
30-Jun-19	Correspond with Perella and Alix regarding indenture trustees' motion, strategy and next steps.	Goren, Todd M.	0.20	230.00
Total: 029	Other Motions/Applications		29.30	25,907.50
Schedules and Statements				
03-Jun-19	Correspond with J. Luze (Kirkland) regarding amended Schedule D; review same.	Damast, Craig A.	0.20	185.00
05-Jun-19	Review Debtors' schedules and statements of financial affairs.	Damast, Craig A.	0.60	555.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Date	Services	Timekeeper	Hours	Value
05-Jun-19	Correspond with T. Dinh regarding preliminary search results (.2); continue to update same (2.1).	Day, Christina	2.30	529.00
11-Jun-19	Analyze schedules and statements.	Ferraioli, Raff	0.70	385.00
12-Jun-19	Analyze schedules and statements (2.3); call with C. Wick (counsel for Crown Castle) regarding schedules and statements (.1); discuss same with K. Richardson (.2).	Ferraioli, Raff	2.60	1,430.00
12-Jun-19	Discuss schedules and statements with R. Ferraioli.	Richardson Arnould, Ka	0.20	105.00
13-Jun-19	Analyze schedules and statements.	Ferraioli, Raff	0.80	440.00
13-Jun-19	Analyze schedules and statements (3.9); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	4.10	2,152.50
14-Jun-19	Analyze schedules and statements (.5); discuss same with K. Richardson (.3).	Ferraioli, Raff	0.80	440.00
14-Jun-19	Review schedules and statements (1.3); discuss same with R. Ferraioli (.3); draft table for payments received during 90-day period before petition date (.6); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	2.40	1,260.00
19-Jun-19	Analyze schedules and statements.	Ferraioli, Raff	0.40	220.00
Total: 030	Schedules and Statements		15.10	7,701.50
Time Entry Review				
03-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	110.00
24-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	4.10	2,255.00
25-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.90	495.00
26-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.90	495.00
27-Jun-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.10	1,155.00
28-Jun-19	Call with K. Richardson regarding invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	110.00
28-Jun-19	Call with R. Ferraioli regarding invoice for compliance with U.S. Trustee guidelines (.2); review same (1.4).	Richardson Arnould, Ka	1.60	840.00
Total: 032	Time Entry Review		10.00	5,460.00
			Current Fees	605,365.50

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
Invoice Date: July 25, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
22690	Blaivas, Jay	1,175.00	1.60	1,880.00
14140	Goren, Todd M.	1,150.00	29.90	34,385.00
10213	Kaufman, David H.	1,225.00	1.00	1,225.00
04458	Levitt, Jamie A.	1,225.00	21.20	25,970.00
17456	Marines, Jennifer L.	1,100.00	22.80	25,080.00
14116	Marinuzzi, Lorenzo	1,300.00	83.70	108,810.00
12345	Peck, Geoffrey R.	1,125.00	16.50	18,562.50
21822	Anabi, Andrew Issa	525.00	1.30	682.50
20387	Bullard, Miranda	550.00	2.10	1,155.00
22181	Ferraioli, Raff	550.00	84.20	46,310.00
21115	Good, Thomas H.	750.00	24.00	18,000.00
23534	Greer, Jocelyn Edith	700.00	21.70	15,190.00
19988	Masykanova, Aisulu	845.00	25.80	21,801.00
19721	Rappoport, Steve	895.00	7.10	6,354.50
21823	Richardson Arnould, Ka	525.00	66.30	34,807.50
19658	Romain, Ryan Michael	550.00	1.70	935.00
23425	Sullivan, Lauren Marie	750.00	21.60	16,200.00
21829	Westergaard, Lily Vale	525.00	29.60	15,540.00
19952	William, Sherry A.	835.00	42.50	35,487.50
08676	Dopsch, Peter C.	1,150.00	19.80	22,770.00
14078	Richards, Erica J.	925.00	38.70	35,797.50
17323	Damast, Craig A.	925.00	89.30	82,602.50
19038	Ahmadi, Golzar	265.00	1.20	318.00
21886	Day, Christina	230.00	11.40	2,622.00
12816	Dinh, Tuan H.	340.00	5.60	1,904.00
06441	Cheng, Hsiao-Ting H.	375.00	2.50	937.50
20130	Haley, Sharon L.	400.00	1.10	440.00
20488	Chung, Aurana O.	305.00	37.80	11,529.00
18387	Delehanty, Danielle Ei	360.00	18.50	6,660.00
19867	Zaccarelli, Monet D.	290.00	6.70	1,943.00
23415	Jensen, Sofie	275.00	52.40	14,410.00
15029	Bergelson, Vadim	345.00	10.70	3,691.50
99850	Research Services*	300.00	1.00	300.00
	Client Accommodation – ½ Non-Working Travel			(3,475.00)
	Client Accommodation – Time Entry Review			(5,460.00)
	TOTAL		801.30	605,365.50

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

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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5839059
 Invoice Date: July 25, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	14.80	13,952.50
006	Business Operations	29.10	27,920.50
007	Case Administration	26.40	18,400.00
008	Claims Administration and Objections	0.80	740.00
011	Employment and Fee Applications	4.40	2,191.50
013	Financing and Cash Collateral	0.30	390.00
014	Other Litigation	5.00	5,451.50
015	Meetings and Communications with Creditors	114.90	97,962.00
016	Non-Working Travel	7.80	6,950.00
017	Plan and Disclosure Statement	17.40	15,692.50
019	Relief from Stay and Adequate Protection	9.70	8,637.50
020	Reporting	1.00	700.00
021	Tax	1.60	1,880.00
023	Discovery	117.00	73,137.00
024	Hearings	24.70	17,734.50
026	Claims Investigation	179.60	171,096.00
027	Lien Investigation	192.40	112,396.00
029	Other Motions/Applications	29.30	25,907.50
030	Schedules and Statements	15.10	7,701.50
032	Time Entry Review	10.00	5,460.00
	Client Accommodation – ½ Non-Working Travel		(3,475.00)
	Client Accommodation – Time Entry Review		(5,460.00)
TOTAL		801.30	605,365.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5839059
 Invoice Date: July 25, 2019

Disbursement Detail

Date	Description	Value
30-Jun-19	Postage	31.40
30-Jun-19	On-line Research - LEXIS	63.70
30-Jun-19	On-line Research - WESTLAW	2,428.30
30-Jun-19	On-line Research - OTHER DATABASE	1,509.80
17-Jun-19	Court filing service, CourtSolutions, K. Richardson, 6/17/19, hearing	70.00
05-Jun-19	Search fees, CT Lien Solutions, lien searches	2,265.78
05-Jun-19	Search fees, CT Lien Solutions, lien searches	302.11
14-Jun-19	Search fees, Continental Corporate Services, real property search	769.97
18-Jun-19	Search fees, CT Lien Solutions, lien searches	1,911.27
17-Jun-19	Travel, taxi/car service, E. Richards, ground travel from White Plains following omnibus hearing, 6/17/19	55.42
17-Jun-19	Travel, taxi/car service, E. Richards, ground travel to White Plains for omnibus hearing, 6/17/19	147.27
01-Jun-19	EDiscovery, Epiq Managed Services, May 2019	1,060.51
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	860.00
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	631.97
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	860.00
03-Jun-19	Business meals, 43 attendees, Windstream meeting, 6/4/19	860.00
10-Jun-19	Business meals, 6 attendees, Windstream meeting, 6/11/19	120.00
17-Jun-19	Business meals, 7 attendees, Windstream meeting, 6/17/19	140.00
18-Jun-19	Business meals, 15 attendees, Windstream meeting, 6/18/19	300.00
24-Jun-19	Business meals, 8 attendees, Windstream meeting, 6/24/19	160.00
27-Jun-19	Local meals, S. Jensen, dinner, OT meal, 8:05 pm, 6/27/19	20.00
Current Disbursements		14,567.50

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Matter Number: 017254-0000001
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Invoice Number: 5839059
Invoice Date: July 25, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	751,083.64	184,374.65

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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)
)	

**FOURTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD JULY 1, 2019 THROUGH JULY 31, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the " <u>Committee</u> ")
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	July 1, 2019 through July 31, 2019 (the " <u>Fee Period</u> ")

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$865,110.25 (80% = \$692,088.20)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$9,268.15

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$865,110.25 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$173,022.05, for a total fee request of \$692,088.20;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$9,268.15.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Morrison & Foerster’s attorneys and paraprofessionals during the Fee Period with respect to each of the subject matter categories

³ The period from July 1, 2019 through and including July 31, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 1,046.70 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$865,110.25 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$173,022.05 for a total fee request of \$692,088.20 together with reimbursement of expenses in the amount of \$9,268.15 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
August 29, 2019

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

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Asset Analysis and Recovery	37.90	\$34,426.00
003	Assumption and Rejection of Leases and Contracts	1.00	\$925.00
006	Business Operations	5.80	\$4,795.00
007	Case Administration	61.50	\$49,159.00
008	Claims Administration and Objections	1.70	\$1,707.50
011	Employment and Fee Applications	19.70	\$12,490.50
013	Financing and Cash Collateral	5.00	\$3,027.50
014	Other Litigation	38.90	\$35,464.50
015	Meetings and Communications with Creditors	123.00	\$108,506.50
016	Non-Working Travel	5.50	\$5,562.50
018	Real Estate	1.20	\$1,200.00
019	Relief from Stay and Adequate Protection	15.90	\$11,961.50
020	Reporting	1.20	\$1,110.00
021	Tax	3.60	\$4,220.00
022	Valuation	1.60	\$1,960.00
023	Discovery	116.10	\$77,234.50
024	Hearings	25.80	\$20,173.00
026	Claims Investigation	133.70	\$122,427.50
027	Lien Investigation	80.80	\$66,192.00
029	Other Motions/Applications	278.70	\$231,176.00
030	Schedules and Statements	1.90	\$1,045.00
032	Time Entry Review	12.50	\$7,850.00
034	Mediation	64.10	\$64,063.50
035	Governmental/Regulatory	9.60	\$9,064.50
Total Incurred:		1,046.70	\$875,741.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred)			(\$2,781.25)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$7,850.00)
Total Requested:			\$865,110.25

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Aikman, Amanda	Partner	2008	Litigation	\$925.00	19.10	\$17,667.50
Blaivas, Jay	Partner	1996	Tax	\$1,175.00	5.90	\$6,932.50
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	75.60	\$86,940.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	3.00	\$3,675.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	31.80	\$38,955.00
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	26.60	\$29,260.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	107.30	\$139,490.00
Palmore, Joseph R.	Partner	1999	Litigation	\$1,125.00	0.40	\$450.00
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	22.90	\$25,762.50
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	32.90	\$37,835.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	39.10	\$36,167.50
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	152.50	\$141,062.50
Bullard, Miranda	Associate	2018	Finance	\$550.00	4.20	\$2,310.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	140.40	\$77,220.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Good, Thomas H.	Associate	2007	Business Restructuring & Insolvency	\$750.00	8.40	\$6,300.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	51.10	\$35,770.00
Heo, Min W.	Associate	2015	Finance	\$750.00	0.80	\$600.00
Masykanova, Aisulu	Associate	2013	Finance	\$845.00	34.80	\$29,406.00
Plymale, Rachael K.	Associate	2015	Litigation	\$695.00	4.60	\$3,197.00
Rappoport, Steve	Associate	2009	Litigation	\$895.00	19.90	\$17,810.50
Richardson Arnould, Kat	Associate	Pending	Business Restructuring & Insolvency	\$525.00	117.20	\$61,530.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	27.30	\$20,475.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	27.20	\$14,280.00
William, Sherry A.	Associate	2011	Finance	\$835.00	23.60	\$19,706.00
Jensen, Sofie	Int'l Visiting Attorney	N/A	Finance	\$275.00	22.70	\$6,242.50
Serna, Daniela	Summer Associate	N/A	N/A	\$285.00	0.30	\$85.50

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Guido, Laura	Senior Paralegal	11.5 years	Business Restructuring & Insolvency	\$375.00	0.30	\$112.50
Haley, Sharon L.	Senior Paralegal	4.5 years	Real Estate	\$400.00	2.20	\$880.00

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Delehanty, Danielle E.	Paralegal	6 years	Business Restructuring & Insolvency	\$360.00	27.80	\$10,008.00
Zaccarelli, Monet D.	Paralegal	3.5 years	Finance	\$290.00	1.00	\$290.00
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	10.20	\$3,519.00
Nguyen, Tuan H.	eDiscovery Project Manager	4 years	Litigation	\$345.00	1.30	\$448.50
Research Services*	Staff	N/A	Litigation	\$325.00	1.50	\$487.50
Research Services	Staff	N/A	Litigation	\$300.00	1.50	\$450.00
eDiscovery Services†	Staff	N/A	Litigation	\$320.00	1.30	\$416.00

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

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

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,160.55	364.60	\$423,135.00
Associates and Attorneys	\$686.61	635.00	\$435,995.00
Total Incurred by all Attorneys:	\$859.47	999.60	\$859,130.00
Paraprofessionals and Non-Legal Staff	\$352.69	47.10	\$16,611.50
	\$836.67	1,046.70	\$875,741.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$2,781.25)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			(\$7,850.00)
Total Requested:	\$826.51	1,046.70	\$865,110.25

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Postage	\$21.89
Government Fees	\$394.44
Reporting Fees	\$990.15
Travel	\$218.06
On-line Research – LEXIS	\$126.70
On-line Research – WESTLAW	\$5,775.00
On-line Research – OTHER DATABASE – Pacer	\$74.80
Epiq eDiscovery Managed Services	\$958.81
Business Meals	\$680.00
Air Freight	\$12.35
Transportation	\$15.95
Total Requested	\$9,268.15

Exhibit D

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
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DENVER, NORTHERN VIRGINIA

TOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

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

Taxpayer ID # [REDACTED]
Invoice Number: 5847321
Invoice Date: August 28, 2019

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, 2019**

	<u>U.S.Dollars</u>
Current Fees	875,741.50
Client Accommodation – ½ Non-Working Travel	(2,781.25)
Client Accommodation – Time	(7,850.00)
Entry Review	
Current Fees Value	<hr/> 865,110.25
Current Disbursements	<hr/> 9,268.15
Total This Invoice	<hr/> 874,378.40 <hr/>

**This invoice includes previously unbilled fees and expenses from the period June 1, 2019 through June 30, 2019*

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

ACH (preferred method of payment): [REDACTED]

[REDACTED]

Our billing statements are due and payable within thirty days of receipt.
Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
17-Jul-19	Correspond with internal working group, Perella and Alix teams regarding dark fiber assets and entity ownership.	Damast, Craig A.	0.30	277.50
18-Jul-19	Review claims regarding dark fiber.	Marinuzzi, Lorenzo	0.50	650.00
22-Jul-19	Correspond with internal working group regarding dark fiber and value of unencumbered assets (.2); review document research regarding same (.6).	Damast, Craig A.	0.80	740.00
22-Jul-19	Follow up on issues related to dark fiber and related assets as fixtures (1.3); conduct legal research regarding same (.8).	Dopsch, Peter C.	2.10	2,415.00
22-Jul-19	Correspond with internal working group and Alix regarding dark fiber analysis (.6); review documents regarding same (.8); correspond with internal working group regarding fixture perfection analysis (.4).	Goren, Todd M.	1.80	2,070.00
22-Jul-19	Conduct legal research regarding fiber analysis.	Sullivan, Lauren Marie	1.30	975.00
22-Jul-19	Conduct legal research regarding fixtures.	William, Sherry A.	2.10	1,753.50
23-Jul-19	Call with S. William regarding fixture research.	Dopsch, Peter C.	0.60	690.00
23-Jul-19	Review dark fiber analysis (.4); call with E. Richards regarding same (.5).	Goren, Todd M.	0.90	1,035.00
23-Jul-19	Call with T. Goren regarding dark fiber analysis.	Richards, Erica J.	0.50	462.50
23-Jul-19	Conduct legal research regarding fixtures (4.3); call with P. Dopsch regarding same (.6).	William, Sherry A.	4.90	4,091.50
24-Jul-19	Correspond with Alix regarding legal entity waterfall.	Goren, Todd M.	0.40	460.00
24-Jul-19	Conduct legal research regarding treatment of fixtures.	William, Sherry A.	4.80	4,008.00
25-Jul-19	Conduct legal research regarding treatment of fixtures.	William, Sherry A.	3.20	2,672.00
26-Jul-19	Analyze fixtures issues.	Peck, Geoffrey R.	1.10	1,237.50
26-Jul-19	Conduct legal research regarding treatment of fixtures.	William, Sherry A.	2.90	2,421.50
27-Jul-19	Conduct legal research regarding fixtures.	William, Sherry A.	2.30	1,920.50
29-Jul-19	Call with internal working group and White & Case team regarding real estate assets (.5); follow-up discussion with internal working group regarding same (.4); correspond with J. Wooding (Alix) and internal working group regarding same and further diligence (.3).	Damast, Craig A.	1.20	1,110.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
29-Jul-19	Call with internal working group and White & Case team regarding real estate assets (.5); follow-up discussion with internal working group regarding same (.4); conduct legal research regarding fixtures (.4); meet with L. Sullivan regarding same (.3).	Dopsch, Peter C.	1.60	1,840.00
29-Jul-19	Call with internal working group and White & Case team regarding real estate assets (.5); follow-up discussion with internal working group regarding same (.4).	Ferraioli, Raff	0.90	495.00
29-Jul-19	Meet with P. Dopsch regarding research on fixtures (.3); conduct legal research regarding same (.3).	Sullivan, Lauren Marie	0.60	450.00
29-Jul-19	Draft memorandum correspondence regarding fixtures.	William, Sherry A.	2.90	2,421.50
30-Jul-19	Review memorandum correspondence relating to real estate analysis and fixtures.	Dopsch, Peter C.	0.20	230.00
Total: 001	Asset Analysis and Recovery		37.90	34,426.00
Assumption and Rejection of Leases and Contracts				
09-Jul-19	Discuss analysis of channel partner contract rejections with J. Wooding (Alix).	Richards, Erica J.	0.30	277.50
11-Jul-19	Call with K. McGlynn (Alix) and J. Wooding (Alix) regarding channel partner contract rejections.	Richards, Erica J.	0.70	647.50
Total: 003	Assumption and Rejection of Leases and Contracts		1.00	925.00
Business Operations				
16-Jul-19	Analyze business plan presentation (.7); revise same (.3); discuss same with K. Richardson (.2); correspond with internal working group regarding same (.1); correspond with Alix team regarding same (.1).	Ferraioli, Raff	1.40	770.00
16-Jul-19	Review Perella and Alix business plan presentation.	Goren, Todd M.	0.70	805.00
16-Jul-19	Review analysis of business plan.	Marines, Jennifer L.	0.60	660.00
16-Jul-19	Review preliminary assessment of business plan (.8); discuss same with D. MacGreevey (Alix) (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
16-Jul-19	Review business plan presentation (.9); discuss same with R. Ferraioli (.2); draft update to Committee regarding same (.4); revise same (.3).	Richardson Arnould, Ka	1.80	945.00
19-Jul-19	Review first day (.1) and cash variance (.1) reporting.	Damast, Craig A.	0.20	185.00
Total: 006	Business Operations		5.80	4,795.00
Case Administration				
18-Jun-19	Prepare for (.6) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Sullivan, Lauren Marie	1.30	975.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
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Date	Services	Timekeeper	Hours	Value
01-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.10	1,017.50
02-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4); correspond with K. Richardson regarding internal Committee documents (.4); revise same (1.4).	Ferraioli, Raff	2.90	1,595.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Good, Thomas H.	1.10	825.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.10	1,265.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Levitt, Jamie A.	1.10	1,347.50
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Marines, Jennifer L.	1.10	1,210.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Richards, Erica J.	1.10	1,017.50
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4); draft internal Committee documents (.4); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	1.60	840.00
03-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
05-Jul-19	Analyze draft bylaws.	Ferraioli, Raff	0.10	55.00

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
08-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
08-Jul-19	Analyze Committee member comments to bylaws.	Ferraioli, Raff	0.20	110.00
09-Jul-19	Participate on weekly professionals' call.	Damast, Craig A.	0.80	740.00
09-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
09-Jul-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.80	440.00
09-Jul-19	Participate on weekly professionals' call.	Good, Thomas H.	0.80	600.00
09-Jul-19	Participate on weekly professionals' call.	Goren, Todd M.	0.80	920.00
09-Jul-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.80	560.00
09-Jul-19	Participate on weekly professionals' call.	Jensen, Sofie	0.80	220.00
09-Jul-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.80	880.00
09-Jul-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.80	1,040.00
09-Jul-19	Participate on weekly professionals' call.	Masyllkanova, Aisulu	0.80	676.00
09-Jul-19	Participate on weekly professionals' call.	Richards, Erica J.	0.80	740.00
09-Jul-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.80	420.00
09-Jul-19	Participate on weekly professionals' call.	Sullivan, Lauren Marie	0.80	600.00
10-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
11-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
12-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
16-Jul-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2); correspond with internal working group regarding Committee bylaws and conflicts (.7); review key provisions of bylaws (.2); correspond with D. Delehanty regarding docketing and calendar matters (.2).	Damast, Craig A.	2.10	1,942.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
16-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
16-Jul-19	Prepare for (.2) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2); analyze Committee bylaws (.4); correspond with internal working group regarding same (.2); discuss same with T. Goren (.1); revise same (.3).	Ferraioli, Raff	2.20	1,210.00
16-Jul-19	Review Committee bylaws (.4); discuss same with R. Ferraioli (.1); correspond with internal working group regarding potential changes to bylaws (.4); participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	1.90	2,185.00
16-Jul-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Jensen, Sofie	1.00	275.00
16-Jul-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	1.00	1,100.00
16-Jul-19	Calls and correspondence with H. Denman (White & Case) regarding Committee process and discussion of indenture trustees' motion (.8); review bylaws regarding UMB position on participating in discussions of their own motion (.6); evaluate possible protocol for UMB involvement (.7); correspond with Committee regarding concern expressed by UMB (.5).	Marinuzzi, Lorenzo	2.60	3,380.00
16-Jul-19	Participate on weekly professionals' call.	Peck, Geoffrey R.	0.80	900.00
16-Jul-19	Prepare for (.3) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2); review Committee bylaws (.2).	Richardson Arnould, Ka	1.50	787.50
17-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
17-Jul-19	Analyze and revise bylaws.	Ferraioli, Raff	0.40	220.00
18-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
18-Jul-19	Coordinate calls with regulatory and tax counsel regarding Uniti issues.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
19-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
22-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
23-Jul-19	Review joint motion of Debtors and Committee to establish creditor information sharing protocol (.3); prepare for (.2) and participate on (.5) weekly professionals' call; review Debtors' notice of rescheduling certain matters to August 20 hearing (.2).	Damast, Craig A.	1.20	1,110.00
23-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
23-Jul-19	Prepare for (.1) and participate on (.5) weekly professionals' call; analyze comments to Committee bylaws (.2); discuss same with L. Marinuzzi (.1).	Ferraioli, Raff	0.90	495.00
23-Jul-19	Participate on weekly professionals' call.	Good, Thomas H.	0.50	375.00
23-Jul-19	Participate on weekly professionals' call.	Goren, Todd M.	0.50	575.00
23-Jul-19	Participate on weekly professionals' call.	Jensen, Sofie	0.50	137.50
23-Jul-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.50	550.00
23-Jul-19	Review revised bylaws (.7); discuss same with R. Ferraioli (.1).	Marinuzzi, Lorenzo	0.80	1,040.00
23-Jul-19	Participate on weekly professionals' call.	Peck, Geoffrey R.	0.50	562.50
23-Jul-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
23-Jul-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.50	262.50
24-Jul-19	Correspond with R. Ferraioli regarding revisions to Committee bylaws (.1); review same (.2).	Damast, Craig A.	0.30	277.50
24-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
24-Jul-19	Analyze Committee expense reimbursement request (.1); correspond with Alvarez regarding same (.1); analyze and revise Committee bylaws (.7).	Ferraioli, Raff	0.90	495.00
25-Jul-19	Correspond with R. Ferraioli and K. Richardson regarding binders for upcoming omnibus hearing (.3); review revised draft of Committee bylaws (.4); discuss same with R. Ferraioli (.2); correspond with Committee members and internal working group regarding bylaws and upcoming hearing (.3).	Damast, Craig A.	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
25-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
25-Jul-19	Analyze comments to Committee bylaws (.3); discuss same with C. Damast (.2); revise same (.3).	Ferraioli, Raff	0.80	440.00
26-Jul-19	Correspond with D. Delehanty regarding docketing and scheduling matters.	Damast, Craig A.	0.20	185.00
26-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
29-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.30	108.00
30-Jul-19	Participate on weekly professionals' call.	Damast, Craig A.	0.70	647.50
30-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
30-Jul-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.70	385.00
30-Jul-19	Participate on weekly professionals' call.	Goren, Todd M.	0.70	805.00
30-Jul-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.70	490.00
30-Jul-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.70	770.00
30-Jul-19	Prepare for (.3) and participate on (.7) weekly professionals' call.	Marinuzzi, Lorenzo	1.00	1,300.00
30-Jul-19	Participate on weekly professionals' call.	Peck, Geoffrey R.	0.70	787.50
30-Jul-19	Participate on weekly professionals' call.	Richards, Erica J.	0.70	647.50
30-Jul-19	Prepare for (.4) and participate on (.7) weekly professionals' call.	Richardson Arnould, Ka	1.10	577.50
31-Jul-19	Correspond with C. Koster (White & Case) regarding proposed changes to Committee bylaws (.2); correspond with Committee members and R. Ferraioli regarding same (.2); correspond with D. Delehanty regarding docketing and calendaring matters (.3).	Damast, Craig A.	0.70	647.50
31-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
31-Jul-19	Analyze comments to Committee bylaws (.2); discuss same with L. Marinuzzi (.1).	Ferraioli, Raff	0.30	165.00
31-Jul-19	Review comments to Committee bylaws (.3); discuss same with R. Ferraioli (.1); correspond with White & Case regarding bylaw comments (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 007	Case Administration		61.50	49,159.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
Claims Administration and Objections				
23-Jul-19	Review Dell Marketing's CNO regarding motion to pay administrative claim.	Damast, Craig A.	0.10	92.50
23-Jul-19	Review analysis of general unsecured claims by entity (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00
25-Jul-19	Review order granting Dell Marketing's motion for allowance of administrative claim.	Damast, Craig A.	0.10	92.50
31-Jul-19	Review notice of presentment of motion regarding settlement with NYS Department of Taxation (.6); correspond with internal working group regarding same and summary (.3).	Damast, Craig A.	0.90	832.50
Total: 008	Claims Administration and Objections		1.70	1,707.50
Employment and Fee Applications				
01-Jul-19	Correspond with Committee professionals regarding monthly fee statements and filing of same.	Ferraioli, Raff	0.10	55.00
02-Jul-19	Analyze Committee professionals' fee statements (.4); correspond with Committee professionals regarding same (.1); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.60	330.00
03-Jul-19	Review, compile, file and serve Perella and Alix second monthly fee statements.	Delehanty, Danielle Ei	0.60	216.00
03-Jul-19	Analyze monthly fee reporting (.4); correspond with E. Richards regarding same (.1); analyze Committee professionals' monthly fee statements (.3); coordinate filing of same (.1).	Ferraioli, Raff	0.90	495.00
08-Jul-19	Draft second monthly fee statement (1.7); correspond with internal working group regarding same (.2).	Delehanty, Danielle Ei	1.90	684.00
09-Jul-19	Analyze monthly fee statement.	Ferraioli, Raff	0.20	110.00
15-Jul-19	Correspond with K. Richardson regarding Debtors' recently filed retention applications and summaries for Committee.	Damast, Craig A.	0.30	277.50
15-Jul-19	Update second monthly fee statement and prepare for filing (.2); file and serve same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Jul-19	Analyze monthly fee statement (.2); correspond with K. Richardson regarding same (.1); correspond with D. Delehanty regarding filing of same (.1).	Ferraioli, Raff	0.40	220.00
15-Jul-19	Analyze monthly fee application (.7); analyze retention applications filed by Debtors for SolomonEdwardsGroup (.7) and Altman Vilandrie (.7).	Richardson Arnould, Ka	2.10	1,102.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
16-Jul-19	Review Debtors' applications to retain SolomonEdwardsGroup (.3) and Altman Vilandrie (.6); correspond with R. Ferraioli and K. Richardson regarding same and precedent (.3); review and revise summaries of applications for Committee for upcoming Committee call (.6); correspond with internal working group regarding same (.1).	Damast, Craig A.	1.90	1,757.50
16-Jul-19	Draft summaries of recently filed retention applications (.9); correspond with Alix regarding same and related diligence (.4); correspond with internal working group regarding same (.3); conduct legal research regarding precedent retention applications (.8).	Richardson Arnould, Ka	2.40	1,260.00
19-Jul-19	Correspond with Committee professionals regarding monthly fee statements (.1); analyze interim compensation order in connection with interim fee applications (.1); correspond with Perella regarding supplemental declaration in support of retention application and related disclosures (.1).	Ferraioli, Raff	0.30	165.00
22-Jul-19	Correspond with internal working group regarding Perella supplemental disclosure.	Damast, Craig A.	0.20	185.00
22-Jul-19	Analyze supplemental declarations in connection with fee applications (.1); conduct and analyze legal research regarding same (.2); correspond with J. Miller (PWP) regarding same (.1); correspond with internal working group in connection with same (.1); correspond with J. Luze (Kirkland) regarding additional disclosure parties (.1).	Ferraioli, Raff	0.60	330.00
23-Jul-19	Review U.S. Trustee objection to Debtors' application to retain Altman Vilandrie as telecom services consultant.	Damast, Craig A.	0.40	370.00
25-Jul-19	Correspond with internal working group regarding Debtors' application to retain telecom consultants and U.S. Trustee issues.	Damast, Craig A.	0.40	370.00
25-Jul-19	Correspond with internal working group regarding Altman Vilandrie retention (.2); analyze retention papers for Altman Vilandrie (.2).	Ferraioli, Raff	0.40	220.00
25-Jul-19	Review Altman Vilandrie retention application (.6); call with counsel to Altman Vilandrie regarding work for Uniti (.3); review ethical wall regarding Uniti retention with Kirkland (.3); correspond with U.S. Trustee regarding Altman Vilandrie retention (.5); call with Alix and Perella regarding retention of Altman Vilandrie (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
26-Jul-19	Draft third monthly fee statement for June 2019.	Delehanty, Danielle Ei	1.80	648.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
26-Jul-19	Analyze draft of monthly fee statement.	Ferraioli, Raff	0.20	110.00
29-Jul-19	Analyze and revise draft monthly fee statement.	Ferraioli, Raff	0.30	165.00
30-Jul-19	Edit, review, prepare, file and serve MoFo's third monthly fee statement.	Delehanty, Danielle Ei	0.60	216.00
30-Jul-19	Analyze monthly fee statement; correspond with D. Delehanty regarding filing of same.	Ferraioli, Raff	0.20	110.00
31-Jul-19	Review status of monthly fee statements; analyze and revise request to Company in connection with same.	Ferraioli, Raff	0.40	220.00
Total: 011	Employment and Fee Applications		19.70	12,490.50
Financing and Cash Collateral				
08-Jul-19	Review financial advisor analysis regarding collateral.	Dopsch, Peter C.	0.30	345.00
10-Jul-19	Review Safehand and Strongback financial statements.	Greer, Jocelyn Edith	1.10	770.00
11-Jul-19	Draft overview of bank accounts based on information received from Alix and information from DIP facility documentation (1.6); review which accounts are covered by control agreement (1.1).	Jensen, Sofie	2.70	742.50
17-Jul-19	Review status of request for extension of challenge deadline under DIP order (.2); correspond with lender group regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
18-Jul-19	Correspond with counsel for first lenders regarding extending challenge period.	Marinuzzi, Lorenzo	0.50	650.00
Total: 013	Financing and Cash Collateral		5.00	3,027.50
Other Litigation				
09-Jul-19	Draft stipulation regarding preserving jurisdictional objections.	Greer, Jocelyn Edith	0.90	630.00
25-Jul-19	Review intervention pleadings with J. Greer.	Goren, Todd M.	0.20	230.00
25-Jul-19	Discuss intervention motion and stipulation with S. Rappoport (.2); review intervention pleadings with T. Goren (.2); review Debtors' complaint against Uniti (1.3); draft intervention motion (2.1).	Greer, Jocelyn Edith	3.80	2,660.00
25-Jul-19	Review Debtors' Uniti complaint (.9); correspond with internal working group regarding same and motion to intervene (.4).	Levitt, Jamie A.	1.30	1,592.50
25-Jul-19	Review and analyze Debtors' complaint against Uniti.	Marines, Jennifer L.	2.30	2,530.00
25-Jul-19	Review Uniti complaint filed by Debtors.	Marinuzzi, Lorenzo	1.60	2,080.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
25-Jul-19	Review Debtors complaint (.9); discuss intervention motion and stipulation with J. Greer (.2).	Rappoport, Steve	1.10	984.50
25-Jul-19	Correspond with S. Rappoport and J. Greer regarding notion to intervene.	Westergaard, Lily Vale	0.30	157.50
26-Jul-19	Correspond with J. Greer regarding Committee's motion to intervene in Debtors' adversary proceeding against Uniti (.7); correspond with internal working group regarding same (.4); correspond with internal working group regarding draft stipulation regarding Committee intervention in such adversary proceeding (.3); review drafts of same (.5); correspond with internal working group regarding same and finalizing (.3).	Damast, Craig A.	2.20	2,035.00
26-Jul-19	Review draft intervention motion and stipulation.	Goren, Todd M.	0.70	805.00
26-Jul-19	Conduct legal research regarding intervention of Committee as plaintiff (1.4); draft intervention stipulation (1.7); correspond with internal working group regarding same (.3).	Greer, Jocelyn Edith	3.40	2,380.00
26-Jul-19	Correspond with internal working group regarding intervention in Debtors' Uniti case (.3); compare Debtors Uniti complaint to Committee standing motion (.5); review and revise intervention stipulation in Uniti case (.7).	Levitt, Jamie A.	1.50	1,837.50
26-Jul-19	Review adversary complaint against Uniti.	Peck, Geoffrey R.	1.00	1,125.00
26-Jul-19	Review intervention stipulation for Uniti complaint (.4); correspond with J. Greer regarding same (.2).	Rappoport, Steve	0.60	537.00
29-Jul-19	Correspond with internal working group regarding Committee intervention in Debtors' adversary proceeding against Uniti (.5); correspond with J. Greer regarding current draft of stipulation regarding Committee's intervention in adversary proceeding against Uniti (.1); review same (.6).	Damast, Craig A.	1.20	1,110.00
29-Jul-19	Review Uniti intervention stipulation (.2); correspond with B. Weiland (Kirkland) regarding same (.2); call with M. Brod (Milbank) regarding intervention (.2); correspond with internal working group regarding intervention status (.3).	Goren, Todd M.	0.90	1,035.00
29-Jul-19	Revise draft of intervention motion (.9); correspond with J. Levitt regarding same (.2).	Greer, Jocelyn Edith	1.10	770.00
29-Jul-19	Review draft intervention motion.	Rappoport, Steve	0.40	358.00
29-Jul-19	Review draft stipulation to intervene (.3); correspond with internal working group regarding same (.3).	Richardson Arnould, Ka	0.60	315.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
30-Jul-19	Correspond with J. Greer regarding draft of Committee's motion to intervene in Debtors' adversary proceeding against Uniti (.3); review and revise same (.9); analyze internal summary of Debtor's complaint against Uniti (1.1).	Damast, Craig A.	2.30	2,127.50
30-Jul-19	Analyze Debtors' complaint against Uniti (.9); draft memorandum regarding same (3.6); correspond with internal working group regarding same (.1).	Ferraioli, Raff	4.60	2,530.00
30-Jul-19	Review updated draft of intervention motion.	Goren, Todd M.	0.40	460.00
30-Jul-19	Correspond with internal working group regarding latest draft of intervention motion.	Greer, Jocelyn Edith	0.10	70.00
30-Jul-19	Review intervention motion for Uniti claim (1.4); correspond with internal working group regarding same (.3).	Levitt, Jamie A.	1.70	2,082.50
30-Jul-19	Review and revise summary of Debtors' complaint against Uniti (.8); review complaint and intervention motion (.8).	Marinuzzi, Lorenzo	1.60	2,080.00
31-Jul-19	Review Uniti complaint and summary memorandum regarding same.	Aikman, Amanda	1.10	1,017.50
31-Jul-19	Correspond with internal working group regarding discussions with Kirkland regarding intervention in Debtors' adversary proceeding against Uniti and next steps (.4); review current drafts of motion (.6) and stipulation (.4) to intervene.	Damast, Craig A.	1.40	1,295.00
31-Jul-19	Correspond with internal working group regarding intervention motion.	Greer, Jocelyn Edith	0.20	140.00
31-Jul-19	Review correspondence regarding intervention motion for Uniti adversary proceeding.	Levitt, Jamie A.	0.40	490.00
Total: 014	Other Litigation		38.90	35,464.50
Meetings and Communications with Creditors				
01-Jul-19	Correspond with Committee regarding proposed schedule regarding indenture trustees' motions and case updates.	Ferraioli, Raff	0.30	165.00
02-Jul-19	Correspond with internal working group regarding agenda for upcoming Committee call (.4); review and revise same (.2).	Damast, Craig A.	0.60	555.00
02-Jul-19	Correspond with Committee regarding case update and recent filings (.1); correspond with K. Richardson regarding materials for upcoming Committee call (.1).	Ferraioli, Raff	0.20	110.00
02-Jul-19	Review agenda and materials for upcoming Committee call.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
02-Jul-19	Draft agenda for upcoming Committee call (.2); revise same (.1); correspond with F. Munshi (Perella) regarding materials for Committee call (.2); review weekly trading update (.3); correspond with J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation for Committee call (.4); circulate materials for Committee call (.4).	Richardson Arnould, Ka	1.90	997.50
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call.	Damast, Craig A.	1.70	1,572.50
03-Jul-19	Participate on weekly Committee call.	Dopsch, Peter C.	1.30	1,495.00
03-Jul-19	Prepare for (.3) and participate on (1.3) weekly Committee call.	Ferraioli, Raff	1.60	880.00
03-Jul-19	Participate on weekly Committee call.	Good, Thomas H.	1.30	975.00
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call.	Goren, Todd M.	1.70	1,955.00
03-Jul-19	Participate on weekly Committee call.	Levitt, Jamie A.	1.30	1,592.50
03-Jul-19	Participate on weekly Committee call.	Marines, Jennifer L.	1.30	1,430.00
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call; correspond with White & Case regarding demand to Company to include Committee in negotiations (.2); call with B. Lohan (AT&T) regarding Committee request for standing (.3).	Marinuzzi, Lorenzo	2.20	2,860.00
03-Jul-19	Participate on weekly Committee call.	Rappoport, Steve	1.30	1,163.50
03-Jul-19	Participate on weekly Committee call (1.3); call with creditor regarding bar date (.1).	Richards, Erica J.	1.40	1,295.00
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call; correspond with individual Committee members regarding calls (.2).	Richardson Arnould, Ka	1.90	997.50
03-Jul-19	Participate on weekly Committee call.	Sullivan, Lauren Marie	1.30	975.00
08-Jul-19	Call with L. McGowan (Orrick) regarding Committee position on standing and Uniti claims (.4); draft memorandum to internal working group regarding L. McGowan views on mediation (.3); call with K. McGlynn (Alix) regarding Committee reporting (.3); correspond with R. Seltzer (CWA) regarding status of papers and upcoming Committee call (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
09-Jul-19	Review and revise agenda for upcoming Committee call (.2); discuss revisions of same with K. Richardson (.3); review and revise summaries of recently filed pleadings for Committee call (.8); correspond with internal working group regarding same (.4).	Damast, Craig A.	1.70	1,572.50

MORRISON | FOERSTER

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Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
09-Jul-19	Discuss materials for upcoming Committee call with K. Richardson.	Ferraioli, Raff	0.30	165.00
09-Jul-19	Review and revise agenda and motion summary for Committee call.	Goren, Todd M.	0.40	460.00
09-Jul-19	Meet with J. Grudus (AT&T) to review case status and Uniti discussions for settlement.	Marinuzzi, Lorenzo	0.60	780.00
09-Jul-19	Review and revise draft Committee presentation.	Richards, Erica J.	1.90	1,757.50
09-Jul-19	Draft agenda for upcoming Committee call (.3); discuss revisions of same with C. Damast (.3); revise same (.1); correspond with J. Wooding (Alix) regarding financial presentation for Committee call (.3); review Committee presentation (.5); provide comments to same (.4); correspond with F. Munshi (Perella) regarding materials for Committee (.2); review lease recharacterization presentation (.4) and trading update (.2); discuss materials for upcoming Committee call with R. Ferraioli (.3); correspond with Committee regarding upcoming calls and materials for same (.6).	Richardson Arnould, Ka	3.60	1,890.00
10-Jul-19	Prepare for (.2) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3).	Damast, Craig A.	2.10	1,942.50
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Dopsch, Peter C.	1.90	2,185.00
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Ferraioli, Raff	1.90	1,045.00
10-Jul-19	Participate on weekly Committee call.	Good, Thomas H.	1.60	1,200.00
10-Jul-19	Prepare for (.4) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3).	Goren, Todd M.	2.30	2,645.00
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Jensen, Sofie	1.90	522.50
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Marines, Jennifer L.	1.90	2,090.00
10-Jul-19	Call with C. Shore (counsel for UMB) regarding status of Uniti discussions and Committee position (.3); prepare for (.4) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3).	Marinuzzi, Lorenzo	2.60	3,380.00
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Peck, Geoffrey R.	1.90	2,137.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

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10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Richards, Erica J.	1.90	1,757.50
10-Jul-19	Prepare for (.6) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3); correspond with Committee members regarding weekly call (.2); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	2.80	1,470.00
11-Jul-19	Correspond with Committee regarding update on standing motion and mediation.	Marinuzzi, Lorenzo	0.60	780.00
11-Jul-19	Call with creditor regarding questions about bar date.	Richards, Erica J.	0.30	277.50
12-Jul-19	Correspond with Committee regarding standing motion, mediation motion and next steps.	Ferraioli, Raff	0.30	165.00
15-Jul-19	Correspond with creditors regarding mediation and claims investigation.	Marinuzzi, Lorenzo	0.40	520.00
16-Jul-19	Discuss agenda for Committee call with K. Richardson (.2); review and revise same (.4); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	0.80	740.00
16-Jul-19	Analyze agenda for upcoming Committee call (.2); analyze update for Committee regarding recently filed pleadings (.6); analyze and revise materials for upcoming Committee call (1.2); correspond with internal working group (.1) and Committee professionals (.2) regarding same; analyze correspondence to Committee regarding status, upcoming Committee call and next steps (.3).	Ferraioli, Raff	2.60	1,430.00
16-Jul-19	Review correspondence and materials for Committee regarding upcoming call.	Goren, Todd M.	0.60	690.00
16-Jul-19	Draft agenda for weekly Committee call (.2); discuss same with C. Damast (.2); revise same (.1); correspond with J. Wooding (Alix) and F. Munshi (Perella) regarding materials for weekly Committee call (.2); correspond with T. Goren regarding update to Committee (.2); draft memorandum regarding same (.2); correspond with internal working group (.1) and Committee (.1) regarding materials for upcoming Committee call; review financial presentation from Alix (.9); provide comments to same (.4).	Richardson Arnould, Ka	2.60	1,365.00
17-Jul-19	Prepare for (.5) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

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17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Dopsch, Peter C.	2.10	2,415.00
17-Jul-19	Prepare for (.2) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Ferraioli, Raff	2.30	1,265.00
17-Jul-19	Participate on weekly Committee call.	Good, Thomas H.	1.80	1,350.00
17-Jul-19	Prepare for (.1) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Goren, Todd M.	2.20	2,530.00
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Marines, Jennifer L.	2.10	2,310.00
17-Jul-19	Call with J. Grudus (AT&T) regarding Committee agenda (.2); call with R. Seltzer (CWA) regarding Committee matters and agenda (.3); prepare for (.1) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Marinuzzi, Lorenzo	2.70	3,510.00
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Masykanova, Aisulu	2.10	1,774.50
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Peck, Geoffrey R.	2.10	2,362.50
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Richards, Erica J.	2.10	1,942.50
17-Jul-19	Prepare for (.2) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Richardson Arnould, Ka	2.30	1,207.50
18-Jul-19	Call and correspond with creditor counsel regarding status (.4); correspond with note holder regarding same (.3).	Marinuzzi, Lorenzo	0.70	910.00
19-Jul-19	Draft update for Committee regarding Uniti response to indenture trustees' motion (.2); correspond with internal working group regarding same (.1); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.40	220.00
19-Jul-19	Review and revise update correspondence to Committee.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
23-Jul-19	Review and revise agenda for upcoming Committee call (.6); discuss same and revisions with K. Richardson (.3); correspond with Alix and Perella teams, R. Ferraioli and K. Richardson regarding materials for upcoming Committee call (.4); review same (.6).	Damast, Craig A.	1.90	1,757.50
23-Jul-19	Analyze agenda for upcoming Committee call (.3); correspond with internal working group regarding same (.1); correspond with Committee professionals regarding same (.1); analyze materials for upcoming Committee call (.9).	Ferraioli, Raff	1.40	770.00
23-Jul-19	Review and revise agenda for Committee call (.4); review Alix and Perella materials regarding same (1.4).	Goren, Todd M.	1.80	2,070.00
23-Jul-19	Call with R. Seltzer (CWA) regarding next steps for Committee call.	Marinuzzi, Lorenzo	0.30	390.00
23-Jul-19	Review financial presentation from Alix (.7); provide comments to same to J. Wooding (Alix) (.2); draft agenda for upcoming Committee call (.3); discuss same and revisions with C. Damast (.3); correspond with Committee regarding upcoming call (.4).	Richardson Arnould, Ka	1.90	997.50
24-Jul-19	Correspond with F. Munshi (Perella) regarding updated Perella materials for Committee call (.1); review same (.2); prepare for (.7) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	2.20	2,035.00
24-Jul-19	Prepare for (.2) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Dopsch, Peter C.	1.40	1,610.00
24-Jul-19	Prepare for (.5) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	1.70	935.00
24-Jul-19	Prepare for (.3) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); review updated Perella materials regarding same (.8).	Goren, Todd M.	2.30	2,645.00
24-Jul-19	Prepare for (.1) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
24-Jul-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Masykanova, Aisulu	1.20	1,014.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
24-Jul-19	Prepare for (.4) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	1.60	1,480.00
24-Jul-19	Prepare for (.7) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); review notice of adjournment (.2); draft agenda for next Committee call (.2).	Richardson Arnould, Ka	2.30	1,207.50
25-Jul-19	Correspond with Committee regarding upcoming hearing and bylaws (.3); analyze correspondence regarding case update and status (.2); call with counsel for Committee member regarding upcoming hearing (.1).	Ferraioli, Raff	0.60	330.00
25-Jul-19	Draft correspondence to Committee regarding Uniti litigation.	Marinuzzi, Lorenzo	0.40	520.00
25-Jul-19	Correspond with M. Woods (counsel for PBGC) regarding Committee call, case updates and strategies.	Richardson Arnould, Ka	0.60	315.00
26-Jul-19	Review and revise status update for Committee.	Goren, Todd M.	0.30	345.00
30-Jul-19	Review and comment on agenda for upcoming Committee call (.4); discuss same with K. Richardson (.3); correspond with internal working group regarding same and revisions (.2).	Damast, Craig A.	0.90	832.50
30-Jul-19	Analyze draft agenda for upcoming Committee call.	Ferraioli, Raff	0.20	110.00
30-Jul-19	Review and revise agenda and materials for Committee call.	Goren, Todd M.	0.40	460.00
30-Jul-19	Draft agenda for Committee call (.8); discuss same with C. Damast (.3); review financial presentation for Committee (.3); provide Alix with comments to same (.2); draft update for Committee (.3); revise same per T. Goren (.1); correspond with Committee regarding update and distribution of materials (.3).	Richardson Arnould, Ka	2.30	1,207.50
31-Jul-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Damast, Craig A.	0.90	832.50
31-Jul-19	Participate on weekly Committee call.	Dopsch, Peter C.	0.60	690.00
31-Jul-19	Prepare for (.2) and participate on (.6) weekly Committee call.	Ferraioli, Raff	0.80	440.00
31-Jul-19	Prepare for (.2) and participate on (.6) weekly Committee call; review Alix materials regarding same (.4).	Goren, Todd M.	1.20	1,380.00
31-Jul-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	660.00
31-Jul-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Marinuzzi, Lorenzo	0.90	1,170.00
31-Jul-19	Participate on weekly Committee call.	Masykanova, Aisulu	0.60	507.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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31-Jul-19	Prepare for (.2) and participate on (.6) weekly Committee call.	Richards, Erica J.	0.80	740.00
31-Jul-19	Prepare for (.6) and participate on (.6) weekly Committee call; draft initial agenda for August 7 Committee call (.1).	Richardson Arnould, Ka	1.30	682.50
Total: 015	Meetings and Communications with Creditors		123.00	108,506.50
Non-Working Travel				
26-Jul-19	Travel to/from White Plains for omnibus hearing.	Goren, Todd M.	1.80	2,070.00
26-Jul-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.00	2,600.00
26-Jul-19	Travel to/from White Plains for omnibus hearing.	Richardson Arnould, Ka	1.70	892.50
Total: 016	Non-Working Travel		5.50	5,562.50
Real Estate				
30-Jul-19	Discuss real estate issues with L. Sullivan (.4); review investigation issues (.4).	Peck, Geoffrey R.	0.80	900.00
30-Jul-19	Discuss real estate issues with G. Peck.	Sullivan, Lauren Marie	0.40	300.00
Total: 018	Real Estate		1.20	1,200.00
Relief from Stay and Adequate Protection				
08-Jul-19	Review and revise summary of State of Florida's motion to find that state's request to intervene in Florida state court action does not violate automatic stay and review motion (.5); correspond with K. Richardson regarding same and comments to memorandum regarding same (.2).	Damast, Craig A.	0.70	647.50
08-Jul-19	Analyze motion for relief in connection with pending litigation in Florida (.6); draft memorandum regarding same (.7); review comments from C. Damast regarding same (.2).	Richardson Arnould, Ka	1.50	787.50
18-Jul-19	Review stipulation and proposed order authorizing 800 Phone Numbers LLC limited relief from automatic stay to permit continuation of arbitration.	Damast, Craig A.	0.20	185.00
22-Jul-19	Correspond with R. Ferraioli and K. Richardson regarding Uniti response to Jicarilla Apache Nation motion for relief from stay (.3); correspond with internal working group regarding same and summary for Committee (.3).	Damast, Craig A.	0.60	555.00
22-Jul-19	Correspond with internal working group regarding Uniti response to Jicarilla Apache Nation lift stay motion.	Ferraioli, Raff	0.20	110.00
22-Jul-19	Review Uniti response to Jicarilla Apache Nation motion for relief from stay.	Richards, Erica J.	0.10	92.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
22-Jul-19	Analyze recently filed response by Uniti and related lift stay motion filed by Jicarilla Apache Nation.	Richardson Arnould, Ka	0.40	210.00
23-Jul-19	Review and revise memorandum of Uniti's response to Jicarilla Apache Nation motion for relief from stay (.4); correspond with internal working group regarding same (.3); discuss same with R. Ferraioli and K. Richardson (.2); correspond with internal working group regarding Debtors' objection to Jicarilla motion and joinder by Committee (.3); review Debtors' objection (.6).	Damast, Craig A.	1.80	1,665.00
23-Jul-19	Analyze memorandum regarding Uniti response to Jicarilla Apache Nation lift stay motion (.3); discuss same with C. Damast and K. Richardson (.2); revise same (.2); correspond with internal working group regarding same (.1); correspond with Kirkland regarding objection to Jicarilla Apache Nation lift stay motion (.1); correspond with internal working group regarding same (.1); analyze same (.7); draft joinder to objection to Jicarilla Apache Nation lift stay motion (.9); discuss same with L. Marinuzzi (.3).	Ferraioli, Raff	2.90	1,595.00
23-Jul-19	Review Apache lift stay motion (.4) and Debtors and Uniti responses to same (.6).	Goren, Todd M.	1.00	1,150.00
23-Jul-19	Review Uniti's response to Jicarilla Apache Nation lift stay motion (.6); discuss joinder to objection of same with R. Ferraioli (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
23-Jul-19	Analyze Jicarilla Apache Nation motion and related responses (1.4); draft memorandum of Uniti response of same for lift stay motion relief (.3); discuss same with R. Ferraioli and C. Damast (.2); revise same (.2).	Richardson Arnould, Ka	2.10	1,102.50
24-Jul-19	Review and revise Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion (.3); review internal working group comments to same (.2); discuss same and revisions with R. Ferraioli (.2); correspond with internal working group regarding same (.2); review final version of same (.2).	Damast, Craig A.	1.10	1,017.50
24-Jul-19	Review, prepare, file and serve joinder to objection to Jicarilla Apache Nation lift stay motion.	Delehanty, Danielle Ei	0.40	144.00
24-Jul-19	Revise Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion (.3); discuss same and revisions with C. Damast (.2).	Ferraioli, Raff	0.50	275.00
24-Jul-19	Review Committee's joinder to objection to Jicarilla Apache Nation motion for filing.	Goren, Todd M.	0.30	345.00

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
24-Jul-19	Review draft of Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion.	Richards, Erica J.	0.20	185.00
24-Jul-19	Review and finalize Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion (.3); correspond with D. Delehanty and R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.50	262.50
25-Jul-19	Review Jicarilla Apache Nation's reply in support of lift stay motion.	Damast, Craig A.	0.40	370.00
30-Jul-19	Review signed order approving lift stay stipulation with 800 Phone Numbers LLC.	Damast, Craig A.	0.10	92.50
Total: 019	Relief from Stay and Adequate Protection		15.90	11,961.50
Reporting				
02-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.40	370.00
03-Jul-19	Finalize weekly fee tracker.	Richards, Erica J.	0.20	185.00
09-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
16-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
24-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
31-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
Total: 020	Reporting		1.20	1,110.00
Tax				
11-Jul-19	Correspond with internal working group regarding REIT status.	Goren, Todd M.	0.40	460.00
22-Jul-19	Conduct legal research regarding potential REIT issues and considerations in connection with bankruptcy restructurings.	Blaivas, Jay	3.20	3,760.00
Total: 021	Tax		3.60	4,220.00
Valuation				
23-Jul-19	Review report regarding business plan and preliminary valuation considerations.	Marines, Jennifer L.	0.60	660.00
23-Jul-19	Review Perella preliminary assessment of value (.8); correspond with Perella regarding presentation (.2).	Marinuzzi, Lorenzo	1.00	1,300.00
Total: 022	Valuation		1.60	1,960.00
Discovery				
17-May-19	Analyze documents in connection with solvency analysis (1.1); coordinate additional discovery requests (1.1).	Marines, Jennifer L.	2.20	2,420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
11-Jun-19	Review Debtors' responses to diligence requests and related document productions.	Sullivan, Lauren Marie	0.40	300.00
26-Jun-19	Draft deposit account control agreement diligence chart (.9); update other diligence charts (1.1); review document productions for documents previously marked missing (1.3).	Sullivan, Lauren Marie	3.30	2,475.00
01-Jul-19	Compile Windstream and Aurelius document production for review (.9); assist with Relativity review project (.8).	Bergelson, Vadim	1.70	586.50
01-Jul-19	Call with A. Masykanova, S. William and K. Richardson regarding discovery.	Dopsch, Peter C.	0.50	575.00
01-Jul-19	Conduct first pass review of Aurelius document production (1.6); call with K. Richardson and L. Westergaard regarding review of Aurelius document production (.5).	Ferraioli, Raff	2.10	1,155.00
01-Jul-19	Review documents provided (1.9); call with P. Dopsch, S. William and K. Richardson regarding discovery (.5).	Masykanova, Aisulu	2.40	2,028.00
01-Jul-19	Call with L. Westergaard and R. Ferraioli regarding review of Aurelius document production (.5); correspond with document review team regarding same (.3); call with A. Masykanova, P. Dopsch and S. William regarding discovery (.5); review Aurelius document production (2.8).	Richardson Arnould, Ka	4.10	2,152.50
01-Jul-19	Conduct first pass review of Aurelius document production (2.7); call with K. Richardson and R. Ferraioli regarding review of Aurelius document production (.5).	Westergaard, Lily Vale	3.20	1,680.00
01-Jul-19	Call with A. Masykanova, P. Dopsch and K. Richardson regarding discovery.	William, Sherry A.	0.50	417.50
02-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00
02-Jul-19	Conduct first pass review of Aurelius document production.	Ferraioli, Raff	0.60	330.00
02-Jul-19	Review Aurelius document production.	Richardson Arnould, Ka	2.30	1,207.50
02-Jul-19	Conduct first pass review of Aurelius document production.	Westergaard, Lily Vale	5.40	2,835.00
03-Jul-19	Conduct first pass review of documents (.2); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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03-Jul-19	Correspond with S. Rappoport regarding review of Aurelius document production (.2); correspond with L. Westergaard regarding same (.2); conduct first pass review of Aurelius document production (2.2).	Richardson Arnould, Ka	2.60	1,365.00
03-Jul-19	Coordinate with internal working group regarding first pass review of Aurelius document production.	Westergaard, Lily Vale	0.40	210.00
05-Jul-19	Call with Kirkland regarding status of discovery requests.	Richards, Erica J.	0.20	185.00
07-Jul-19	Review memoranda and other documents analyzing 2015 transaction and fraudulent transfer issues.	Aikman, Amanda	1.60	1,480.00
08-Jul-19	Review memoranda and other documents analyzing 2015 transaction and fraudulent transfer issues.	Aikman, Amanda	1.80	1,665.00
08-Jul-19	Compile incoming Windstream production documents for review.	Bergelson, Vadim	1.10	379.50
09-Jul-19	Compile incoming Windstream production documents for review.	Bergelson, Vadim	0.90	310.50
09-Jul-19	Review and retrieve recently added documents to dataroom (.4); correspond with internal working group regarding same (.2).	Delehanty, Danielle Ei	0.60	216.00
09-Jul-19	Correspond with internal working group regarding Aurelius discovery and deficiency issues.	Rappoport, Steve	0.30	268.50
09-Jul-19	Correspond with S. Rappoport regarding review of Aurelius document production (.2); correspond with L. Westergaard regarding same (.3); conduct first pass review of Aurelius document production (.9).	Richardson Arnould, Ka	1.40	735.00
09-Jul-19	Conduct first pass review of Aurelius production.	Westergaard, Lily Vale	2.60	1,365.00
10-Jul-19	Identify and compile select documents from Aurelius document production (1.1); coordinate dataroom processing and Relativity update (.8).	Bergelson, Vadim	1.90	655.50
10-Jul-19	Correspond with S. Rappoport regarding completion of document production review and identification of key documents (.4); meet with L. Westergaard regarding same (.9); correspond with V. Bergelson regarding same (.3).	Richardson Arnould, Ka	1.60	840.00
10-Jul-19	Meet with K. Richardson regarding completion of document production review and identification of key documents.	Westergaard, Lily Vale	0.90	472.50
11-Jul-19	Finalize dataroom processing and Relativity update.	Bergelson, Vadim	0.70	241.50
11-Jul-19	Review C. Shore (counsel for UMB) letter to Judge Drain regarding request for telephonic conference regarding Uniti discovery dispute.	Damast, Craig A.	0.80	740.00
11-Jul-19	Call with A. Masykanova and S. Haley regarding memorandum and documents.	Dopsch, Peter C.	0.50	575.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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11-Jul-19	Review documents attached to standing motion and protective order to ensure compliance with protective order.	Greer, Jocelyn Edith	2.10	1,470.00
11-Jul-19	Call with A. Masykanova and P. Dopsch regarding memorandum and documents.	Haley, Sharon L.	0.50	200.00
11-Jul-19	Call with S. Haley and P. Dopsch regarding memorandum and documents (.5); review correspondence regarding same (.8).	Masykanova, Aisulu	1.30	1,098.50
11-Jul-19	Review significant documents from Aurelius and prepare deficiency memorandum.	Rappoport, Steve	1.70	1,521.50
11-Jul-19	Analyze, compile and summarize key documents from Aurelius production.	Westergaard, Lily Vale	1.90	997.50
12-Jul-19	Correspond with Aurelius counsel regarding document production.	Levitt, Jamie A.	0.40	490.00
12-Jul-19	Analyze, compile and summarize key documents from Aurelius production (.8); correspond with internal working group regarding same (.1).	Westergaard, Lily Vale	0.90	472.50
15-Jul-19	Correspond with White & Case regarding discovery status (.1); review status of requests (.2); call with Kirkland regarding same (.1); analyze correspondence regarding discovery (.2).	Ferraioli, Raff	0.60	330.00
15-Jul-19	Correspond with KL regarding Aurelius discovery.	Goren, Todd M.	0.30	345.00
15-Jul-19	Review changes to information-sharing protocol (.8); correspond with internal working group regarding same (.4).	Greer, Jocelyn Edith	1.20	840.00
15-Jul-19	Review correspondence from Aurelius counsel regarding document production.	Marinuzzi, Lorenzo	0.30	390.00
16-Jul-19	Correspond with parties in interest and Chambers regarding discovery dispute regarding indenture trustees' motion to strike Uniti lease from schedules, to modify cash management order and desire for telephonic conference (.6); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.80	740.00
16-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.60	216.00
16-Jul-19	Correspond with Debtors and trustees regarding meet and confer and discovery status.	Goren, Todd M.	0.40	460.00
16-Jul-19	Review materials produced related to 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.90	760.50
17-Jul-19	Correspond with internal working group regarding meet and confer call with parties regarding discovery request.	Damast, Craig A.	0.30	277.50
17-Jul-19	Participate on meet and confer call with parties regarding discovery request.	Dopsch, Peter C.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

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17-Jul-19	Participate on meet and confer call with parties regarding discovery request (.4); analyze correspondence regarding same (.1).	Ferraioli, Raff	0.50	275.00
17-Jul-19	Participate on meet and confer call with parties regarding discovery request.	Goren, Todd M.	0.40	460.00
17-Jul-19	Correspond with Aurelius counsel regarding supplemental production (.5); correspond with internal working group regarding document review (.3).	Levitt, Jamie A.	0.80	980.00
17-Jul-19	Participate on meet and confer call with parties regarding discovery request (.4); review correspondence from White & Case and Kirkland regarding agreement to produce documents (.3).	Marinuzzi, Lorenzo	0.70	910.00
17-Jul-19	Participate on meet and confer call with parties regarding discovery request (.4); correspond with J. Levitt summarizing same (.1).	Rappoport, Steve	0.50	447.50
18-Jul-19	Prepare documents produced for attorney review.	Chan, David**	0.80	256.00
18-Jul-19	Review status of discovery and next steps.	Ferraioli, Raff	0.10	55.00
18-Jul-19	Review recently uploaded security documents against document production requests.	Sullivan, Lauren Marie	1.40	1,050.00
19-Jul-19	Correspond with internal working group regarding claims investigation diligence, document production and dataroom review.	Damast, Craig A.	0.40	370.00
19-Jul-19	Review and retrieve newly added dataroom files and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00
19-Jul-19	Analyze correspondence regarding document production and status of discovery.	Ferraioli, Raff	0.10	55.00
19-Jul-19	Correspond with internal working group regarding information sharing protocol (.3); correspond with L. Westergaard regarding document review (.2).	Greer, Jocelyn Edith	0.50	350.00
22-Jul-19	Correspond with internal working group regarding recently produced documents (.1); review status of same (.2).	Ferraioli, Raff	0.30	165.00
22-Jul-19	Review recently produced documents.	Masykanova, Aisulu	2.70	2,281.50
22-Jul-19	Manage document review workflow.	Nguyen, Thuan H.	0.50	172.50
22-Jul-19	Discuss recent document production and coordinate review with L. Westergaard (.3); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	0.50	262.50
22-Jul-19	Discuss recent document production and coordinate review with K. Richardson (.3); batch documents in production (.6); review Aurelius document production (.3).	Westergaard, Lily Vale	1.20	630.00
23-Jul-19	Review RFPs and deposition notices (.2); correspond with J. Greer regarding same (.1).	Aikman, Amanda	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

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23-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.10	36.00
23-Jul-19	Review documents relating to recharacterization analysis.	Dopsch, Peter C.	1.60	1,840.00
23-Jul-19	Analyze indenture trustees' letter to Uniti regarding discovery (.2); analyze correspondence regarding same (.2).	Ferraioli, Raff	0.40	220.00
23-Jul-19	Review documents received regarding 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.70	591.50
23-Jul-19	Review latest Aurelius production for relevance to various claims (3.4); review latest Aurelius production (.5).	Westergaard, Lily Vale	3.90	2,047.50
24-Jul-19	Discuss document review status with A. Masykanova.	Bullard, Miranda	0.20	110.00
24-Jul-19	Review production of documents for review regarding recharacterization claim.	Dopsch, Peter C.	0.40	460.00
24-Jul-19	Discuss document review status with M. Bullard (.2); discuss same with K. Richardson (.3).	Masykanova, Aisulu	0.50	422.50
24-Jul-19	Manage document review workflow.	Nguyen, Thuan H.	0.50	172.50
24-Jul-19	Review document review status (2.4); discuss same with A. Masykanova (.3); correspond with finance team and T. Nguyen regarding same (.7).	Richardson Arnould, Ka	3.40	1,785.00
24-Jul-19	Conduct first pass review of documents from latest Aurelius production.	Westergaard, Lily Vale	4.50	2,362.50
25-Jul-19	Discuss status of document review with A. Masykanova .	Bullard, Miranda	0.30	165.00
25-Jul-19	Review documents regarding complaint and Skadden true sale opinion (.8); follow up on document review issues (.7).	Dopsch, Peter C.	1.50	1,725.00
25-Jul-19	Meet with J. Levitt regarding Aurelius production and additional document review.	Greer, Jocelyn Edith	0.20	140.00
25-Jul-19	Correspond with internal working group regarding Aurelius production and additional document review (.4); meet with J. Greer regarding same (.2).	Levitt, Jamie A.	0.60	735.00
25-Jul-19	Discuss status of document review with M. Bullard.	Masykanova, Aisulu	0.30	253.50
25-Jul-19	Manage document review workflow.	Nguyen, Thuan H.	0.30	103.50
25-Jul-19	Conduct first pass review of additional production.	Richardson Arnould, Ka	1.10	577.50
25-Jul-19	Correspond with internal working group regarding document production.	Westergaard, Lily Vale	0.40	210.00
26-Jul-19	Discuss document review status with P. Dopsch.	Bullard, Miranda	0.30	165.00
26-Jul-19	Prepare documents for review per J. Greer.	Chan, David**	0.50	160.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
26-Jul-19	Review and retrieve newly added dataroom files and circulate same.	Delehanty, Danielle Ei	0.20	72.00
26-Jul-19	Discuss document review status with M. Bullard.	Dopsch, Peter C.	0.30	345.00
26-Jul-19	Correspond with D. Kaufman regarding key Aurelius documents.	Greer, Jocelyn Edith	0.20	140.00
26-Jul-19	Review document production from Aurelius.	Kaufman, David H.	0.30	367.50
26-Jul-19	Review correspondence and additional documents from Aurelius.	Levitt, Jamie A.	1.20	1,470.00
26-Jul-19	Review documents regarding 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.50	422.50
27-Jul-19	Review first set of documents produced by Aurelius.	Kaufman, David H.	1.10	1,347.50
29-Jul-19	Assist with Relativity document review (1.2), export select documents to PDF (.9).	Bergelson, Vadim	2.10	724.50
29-Jul-19	Correspond with internal working group regarding Aurelius document review.	Ferraioli, Raff	0.10	55.00
29-Jul-19	Call with D. Kaufman regarding Aurelius documents (.3); draft timeline of Aurelius events (.7); correspond with reviewers and eDiscovery team regarding getting D. Kaufman access to Aurelius documents (.4).	Greer, Jocelyn Edith	1.40	980.00
29-Jul-19	Review documents produced by Aurelius (.8); call with J. Greer regarding Aurelius documents (.3), review additional documents produced by Aurelius (.5).	Kaufman, David H.	1.60	1,960.00
29-Jul-19	Analyze documents from latest Aurelius production (4.8); correspond with eDiscovery resource management, finance and litigation teams regarding same (.6); correspond with finance and litigation teams regarding key documents pertaining to claims investigations (.8).	Richardson Arnould, Ka	6.20	3,255.00
29-Jul-19	Review correspondence with internal working group regarding Aurelius production (.3) and compilation of documents (.5).	Westergaard, Lily Vale	0.80	420.00
30-Jul-19	Update Relativity with new dataroom Windstream documents.	Bergelson, Vadim	1.10	379.50
30-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.10	36.00
31-Jul-19	Finalize and review Windstream documents for Relativity database update.	Bergelson, Vadim	0.70	241.50
31-Jul-19	Review documents in production relating to recharacterization analysis.	Bullard, Miranda	0.90	495.00
Total: 023	Discovery		116.10	77,234.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
Hearings				
24-Jul-19	Discuss materials for upcoming hearing with K. Richardson.	Damast, Craig A.	0.20	185.00
24-Jul-19	Discuss materials for upcoming hearing with C. Damast.	Richardson Arnould, Ka	0.20	105.00
25-Jul-19	Obtain telephonic appearance for upcoming hearing (.2); draft electronics orders for hearing and follow up with Chambers regarding same (.4); draft indexes, prepare hearing binders and continually update same (2.2).	Delehanty, Danielle Ei	2.80	1,008.00
25-Jul-19	Discuss materials for upcoming hearing with K. Richardson.	Ferraioli, Raff	0.30	165.00
25-Jul-19	Prepare for upcoming hearing (1.6); discuss materials for same with R. Ferraioli (.3); correspond with D. Delehanty regarding same (.2).	Richardson Arnould, Ka	2.10	1,102.50
26-Jul-19	Review agenda for omnibus hearing (.2); attend same (telephonically) (2.1); discuss summary of same for Committee with R. Ferraioli (.3); review and revise same (.5); correspond with R. Ferraioli and K. Richardson regarding same (.4); correspond with internal working group regarding same and final revisions (.4).	Damast, Craig A.	3.90	3,607.50
26-Jul-19	Prepare for (.2) and attend (2.1) omnibus hearing (telephonically); draft update for Committee regarding same (.6); discuss summary of same with C. Damast (.3); correspond with internal working group regarding same (.1).	Ferraioli, Raff	3.30	1,815.00
26-Jul-19	Prepare for (1.6) and attend (2.1) omnibus hearing.	Goren, Todd M.	3.70	4,255.00
26-Jul-19	Review hearing update.	Marines, Jennifer L.	0.20	220.00
26-Jul-19	Prepare for (.6) and attend (2.1) omnibus hearing.	Marinuzzi, Lorenzo	2.70	3,510.00
26-Jul-19	Attend omnibus hearing (telephonically).	Richards, Erica J.	2.10	1,942.50
26-Jul-19	Prepare for (1.3) and attend (2.1) omnibus hearing; review update to Committee regarding outcome of hearing (.3); provide comments on same (.2); correspond with R. Ferraioli and C. Damast regarding same (.4).	Richardson Arnould, Ka	4.30	2,257.50
Total: 024	Hearings		25.80	20,173.00
Claims Investigation				
20-Jun-19	Participate in weekly claims investigation meeting.	Sullivan, Lauren Marie	0.90	675.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Damast, Craig A.	0.40	370.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Dopsch, Peter C.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Ferraioli, Raff	0.40	220.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Good, Thomas H.	0.40	300.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation	Goren, Todd M.	0.40	460.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Levitt, Jamie A.	0.40	490.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Marines, Jennifer L.	0.40	440.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Richards, Erica J.	0.40	370.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Richardson Arnould, Ka	0.40	210.00
02-Jul-19	Correspond with P. Dopsch and A. Masykanova regarding Uniti claims investigation update and presentation for upcoming Committee call (.3); draft demand letter to Debtors regarding Uniti-related claims (1.8); review current draft of recharacterization memorandum regarding same (1.7); meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9); correspond with internal working group regarding claims investigation and unencumbered real estate (.2).	Damast, Craig A.	4.90	4,532.50
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Dopsch, Peter C.	0.90	1,035.00
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Ferraioli, Raff	0.90	495.00
02-Jul-19	Calls with B. Weiland (Kirkland) (.3), S. Lovett (Paul Weiss) (.4), C. Shore (UMB) (.2) and DPW (.3) regarding Uniti status; meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9).	Goren, Todd M.	2.10	2,415.00
02-Jul-19	Review procedural requirements for recharacterization and possible Committee motion (1.2); review standing considerations for Committee and time table for requesting same (.6); meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9); call with K. McGlynn (Alix) regarding Uniti report and real estate ownership for Committee (.4).	Marinuzzi, Lorenzo	3.10	4,030.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
02-Jul-19	Review reclassification presentation (.9); meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9).	Rappoport, Steve	1.80	1,611.00
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Richards, Erica J.	0.90	832.50
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Richardson Arnould, Ka	0.90	472.50
03-Jul-19	Review and revise Committee presentation regarding status of claims investigation (1.1); discuss same and revisions with R. Ferraioli (.6); correspond with A. Masykanova regarding revised draft of Uniti recharacterization memorandum (.3); review same (.3); correspond with A. Masykanova regarding slides for presentation to Committee regarding Uniti recharacterization update (.1); review same (.4); draft, review and revise demand letter to Debtors regarding prosecution of Uniti-related claims (1.9); conduct and review legal research regarding same (1.3); review same (.9).	Damast, Craig A.	6.90	6,382.50
03-Jul-19	Cite check various portions of demand letter for K. Richardson.	Delehanty, Danielle Ei	0.20	72.00
03-Jul-19	Review and revise memorandum regarding recharacterization issues.	Dopsch, Peter C.	0.80	920.00
03-Jul-19	Draft Committee presentation regarding status of claims investigation (1.6) discuss same and revisions with C. Damast (.6).	Ferraioli, Raff	2.20	1,210.00
03-Jul-19	Review updated recharacterization memorandum (.9); correspond with Perella regarding same (.2).	Goren, Todd M.	1.10	1,265.00
03-Jul-19	Review internal memorandum regarding call with Committee regarding Uniti recharacterization pleading.	Greer, Jocelyn Edith	0.70	490.00
03-Jul-19	Review status of updates to presentations regarding claims vs. third parties for upcoming Committee meeting (.9); review open questions regarding Uniti claims and expert testimony (.7).	Marinuzzi, Lorenzo	1.60	2,080.00
03-Jul-19	Draft excerpt for demand letter (.4); correspond with C. Damast regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
04-Jul-19	Review recharacterization memorandum.	Rappoport, Steve	0.40	358.00
05-Jul-19	Correspond with internal working group regarding presentation for claims investigation.	Damast, Craig A.	0.30	277.50
07-Jul-19	Call with M. Kieselstein regarding Uniti status (.4); correspond with Perella regarding same (.2).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
08-Jul-19	Discuss Committee presentation regarding status of claims investigation with R. Ferraioli (.2); review current draft of same (.4); correspond with F. Munshi (Perella) and internal working group regarding lease recharacterization recovery analyses (.5); correspond with internal working group regarding materials and updated claims investigation presentation for upcoming Committee call (.3).	Damast, Craig A.	1.40	1,295.00
08-Jul-19	Draft Committee presentation regarding status of claims investigation (.2); discuss same with C. Damast (.2); revise same (.3).	Ferraioli, Raff	0.70	385.00
08-Jul-19	Review and revise draft demand letter (.9); review Perella recharacterization analysis (.7); correspond with Perella regarding same (.3).	Goren, Todd M.	1.90	2,185.00
08-Jul-19	Review lease recharacterization analysis from Perella (.5); review updated Committee presentation regarding Uniti transaction and related materials (.6); review memorandum regarding claims in connection with same (1.8).	Marines, Jennifer L.	2.90	3,190.00
08-Jul-19	Review and revise demand letter regarding Uniti claims (.4); correspond with C. Damast regarding claims letter (.3); review revised presentation regarding Uniti claims for Committee meeting (.7); review Perella materials regarding recharacterization impact on recoveries (.6); correspond with Perella regarding same (.4).	Marinuzzi, Lorenzo	2.40	3,120.00
08-Jul-19	Review Committee presentation regarding Uniti investigation (.3); review correspondence regarding same (.1).	Masykanova, Aisulu	0.40	338.00
08-Jul-19	Review draft materials from Perella regarding impact of lease recharacterization on unsecured recoveries (1.1); review correspondence regarding same (.4); review Committee presentation regarding Uniti claims investigation (.4).	Richardson Arnould, Ka	1.90	997.50
09-Jul-19	Correspond with P. Dopsch regarding Uniti recharacterization claim presentation for Committee (.4); review comments to same (.2); review and revise draft of Committee's demand letter to Debtors regarding Uniti claims (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
09-Jul-19	Further analysis regarding recharacterization claims and conduct brief legal research regarding same.	Dopsch, Peter C.	1.10	1,265.00
09-Jul-19	Call with F. Munshi (Perella) regarding analysis in connection with claims investigation (.2); call with M. Brown (Alix) regarding same (.1).	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
09-Jul-19	Review updated Perella lease recharacterization analysis.	Goren, Todd M.	0.50	575.00
09-Jul-19	Review presentation from Perella regarding value of Uniti recharacterization (.6); call with B. Weiland (Kirkland) regarding Uniti status and settlement (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
10-Jul-19	Correspond with P. Dopsch and A. Masykanova regarding information needed from Alix and Perella regarding Uniti recharacterization analysis (.3); review, revise and finalize demand letter (.7); correspond with internal working group regarding same (.2).	Damast, Craig A.	1.20	1,110.00
10-Jul-19	Correspond with internal working group regarding demand letter (.2); correspond with Kirkland regarding same (.1).	Ferraioli, Raff	0.30	165.00
10-Jul-19	Review Uniti settlement proposal (.6); correspond with Perella and DPW regarding same (.3).	Goren, Todd M.	0.90	1,035.00
10-Jul-19	Call with White & Case regarding Uniti dispute.	Marines, Jennifer L.	0.90	990.00
10-Jul-19	Call with B. Weiland (Kirkland) regarding Uniti settlement discussions and Committee concerns (.4); review and revise demand letter to Debtors (.4); call with B. Weiland (Kirkland) regarding same (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
11-Jul-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.50	462.50
11-Jul-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.50	575.00
11-Jul-19	Correspond with internal working group regarding claims investigation meeting (.1); participate in same (.5).	Ferraioli, Raff	0.60	330.00
11-Jul-19	Participate in weekly claims investigation meeting.	Good, Thomas H.	0.50	375.00
11-Jul-19	Participate in weekly claims investigation meeting (.8); review and revise letter to lenders regarding potential claims (.9); correspond with DPW regarding Uniti proposal (.2).	Goren, Todd M.	1.90	2,185.00
11-Jul-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.50	350.00
11-Jul-19	Participate in weekly claims investigation meeting.	Jensen, Sofie	0.50	137.50
11-Jul-19	Participate in weekly claims investigation meeting.	Levitt, Jamie A.	0.50	612.50
11-Jul-19	Review Uniti proposal.	Marines, Jennifer L.	0.50	550.00
11-Jul-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.50	650.00
11-Jul-19	Participate in weekly claims investigation meeting.	Masykanova, Aisulu	0.50	422.50
11-Jul-19	Participate in weekly claims investigation meeting.	Rappoport, Steve	0.50	447.50
11-Jul-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.50	462.50
12-Jul-19	Review filings relating to recharacterization analysis.	Dopsch, Peter C.	1.30	1,495.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
12-Jul-19	Review correspondence regarding claims investigation.	Masykanova, Aisulu	0.40	338.00
16-Jul-19	Correspond with P. Dopsch and A. Masykanova regarding Alix assistance for recharacterization memorandum (.4); review recharacterization open items list and questions for Alix (.2); review responses to same (.2); correspond with A. Masykanova and J. Wooding (Alix) regarding same (.2); correspond with P. Dopsch regarding same and next steps (.3).	Damast, Craig A.	1.30	1,202.50
16-Jul-19	Review correspondence regarding to Uniti and recharacterization claims by Windstream.	Dopsch, Peter C.	1.90	2,185.00
17-Jul-19	Correspond with internal working group, Perella and Alix teams regarding Uniti counterproposal.	Damast, Craig A.	0.40	370.00
17-Jul-19	Correspond with E. Vonnegut (DPW) regarding Uniti proposal (.2); correspond with Alix and Perella regarding same (.3).	Goren, Todd M.	0.50	575.00
18-Jul-19	Participate in weekly claims investigation meeting (.8); discuss next steps with R. Ferraioli and K. Richardson (.4); conduct legal research regarding same (1.2); correspond with internal working group regarding same (.2); prepare outline of legal and financial issues (1.2); correspond with J. Wooding (Alix) and A. Masykanova regarding Uniti useful economic life analysis (.3).	Damast, Craig A.	4.10	3,792.50
18-Jul-19	Review true lease analysis and brief research regarding same (1.0); participate in weekly claims investigation meeting (.8).	Dopsch, Peter C.	1.80	2,070.00
18-Jul-19	Participate in weekly claims investigation meeting (.8); discuss next steps with C. Damast and K. Richardson (.4).	Ferraioli, Raff	1.20	660.00
18-Jul-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.80	920.00
18-Jul-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.80	560.00
18-Jul-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.80	1,040.00
18-Jul-19	Participate in weekly claims investigation meeting.	Masykanova, Aisulu	0.80	676.00
18-Jul-19	Participate in weekly claims investigation meeting (.8); analyze potential OID claims objections (.9).	Richards, Erica J.	1.70	1,572.50
18-Jul-19	Participate in weekly claims investigation meeting (.8); discuss next steps with C. Damast and R. Ferraioli (.4); conduct legal research regarding possible Uniti bankruptcy impact on claims (1.2).	Richardson Arnould, Ka	2.40	1,260.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
19-Jul-19	Correspond with J. Wooding (Alix) and A. Masykanova regarding Uniti useful economic life analysis (.5); correspond with E. Richards regarding issues list for assessment of possible Uniti bankruptcy (.3); review list (.3); brief research regarding same (.8).	Damast, Craig A.	1.90	1,757.50
22-Jul-19	Meet with P. Dopsch and A. Masykanova regarding next steps regarding recharacterization analysis (.8); conduct and analyze legal research regarding Uniti transaction (.3).	Bullard, Miranda	1.10	605.00
22-Jul-19	Review issues and correspondence regarding assessing possible Uniti bankruptcy.	Damast, Craig A.	0.60	555.00
22-Jul-19	Meet with A. Masykanova and M. Bullard regarding next steps regarding recharacterization analysis.	Dopsch, Peter C.	0.80	920.00
22-Jul-19	Review Uniti proposal to Debtors (1.1); call with Uniti advisors to review proposal (.8).	Marinuzzi, Lorenzo	1.90	2,470.00
22-Jul-19	Meet with P. Dopsch and M. Bullard regarding next steps regarding recharacterization analysis.	Masykanova, Aisulu	0.80	676.00
22-Jul-19	Analyze potential objections to OID claims.	Richards, Erica J.	1.10	1,017.50
23-Jul-19	Review true lease legal opinion for purposes of recharacterization analysis.	Bullard, Miranda	0.10	55.00
23-Jul-19	Correspond with internal working group regarding list of transferor subsidiaries regarding Uniti transaction and prepetition debt/guaranty/claims analysis (.3); review Alix spreadsheet regarding same (.3); correspond with J. Wooding (Alix) regarding same (.1); review spreadsheet of liabilities regarding Debtor by Debtor basis (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,202.50
23-Jul-19	Analyze correspondence regarding Uniti investigation and related analysis.	Ferraioli, Raff	0.30	165.00
23-Jul-19	Review update regarding Uniti.	Marines, Jennifer L.	0.60	660.00
23-Jul-19	Update recharacterization memorandum (1.1); review correspondence regarding 2015 sale and leaseback transaction (.6).	Masykanova, Aisulu	1.70	1,436.50
23-Jul-19	Draft memorandum regarding OID disallowance issues.	Richards, Erica J.	0.30	277.50
24-Jul-19	Review Uniti bankruptcy assessment memorandum (.2); review correspondence and issues list regarding same (.2).	Damast, Craig A.	0.40	370.00
24-Jul-19	Review Perella assessment of Uniti offer and Uniti financial stability (.8); review open points regarding Uniti transfer and impact of recharacterization (.8).	Marinuzzi, Lorenzo	1.60	2,080.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
24-Jul-19	Review documents produced and update claims memorandum.	Masykanova, Aisulu	3.30	2,788.50
25-Jul-19	Participate in weekly claims investigation meeting (.8); follow-up discussion with R. Ferraioli and K. Richardson regarding same and next steps (.3).	Damast, Craig A.	1.10	1,017.50
25-Jul-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.80	920.00
25-Jul-19	Participate in weekly claims investigation meeting (.8); follow-up discussion with C. Damast and K. Richardson regarding same and next steps (.3).	Ferraioli, Raff	1.10	605.00
25-Jul-19	Participate in weekly claims investigation meeting (partial).	Good, Thomas H.	0.40	300.00
25-Jul-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.80	920.00
25-Jul-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.80	560.00
25-Jul-19	Participate in weekly claims investigation meeting (.8); review documents received (.4) and update recharacterization memorandum (.5).	Masykanova, Aisulu	1.70	1,436.50
25-Jul-19	Participate in weekly claims investigation meeting (.8); review perfection issues and related analysis (2.1).	Peck, Geoffrey R.	2.90	3,262.50
25-Jul-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.80	740.00
25-Jul-19	Prepare for (.1) and participate in (.8) weekly claims investigation meeting; follow-up discussion with C. Damast and R. Ferraioli regarding same and next steps (.3).	Richardson Arnould, Ka	1.20	630.00
25-Jul-19	Participate in weekly claims investigation meeting.	Westergaard, Lily Vale	0.80	420.00
26-Jul-19	Correspond with C. Koster (White & Case) and internal working group regarding Debtors' scheduled real property and scheduling call (.4); correspond with B. Mendelsohn (Perella) and internal working group regarding discussions with PJT regarding Uniti lease proposals and scheduling call (.2).	Damast, Craig A.	0.60	555.00
26-Jul-19	Review correspondence relating to additional points on recharacterization claim regarding financial advisor input.	Dopsch, Peter C.	0.20	230.00
26-Jul-19	Review correspondence regarding 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.40	338.00
28-Jul-19	Review memorandum regarding true lease analysis for purposes of recharacterization analysis.	Bullard, Miranda	0.30	165.00
29-Jul-19	Correspond with R. Ferraioli regarding Uniti bankruptcy assessment memorandum (.3); review Uniti bankruptcy assessment issues for memorandum (.4).	Damast, Craig A.	0.70	647.50
29-Jul-19	Update memorandum regarding Uniti claims.	Masykanova, Aisulu	1.40	1,183.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
30-Jul-19	Correspond with internal working group regarding Uniti bankruptcy assessment memorandum and research issues (.8); discuss same with K. Richardson (.3); correspond with E. Richards regarding same (.2).	Damast, Craig A.	1.30	1,202.50
30-Jul-19	Conduct and analyze legal research regarding Uniti bankruptcy assessment memorandum.	Ferraioli, Raff	0.70	385.00
30-Jul-19	Conduct legal research regarding equitable subordination case.	Guido, Laura	0.30	112.50
30-Jul-19	Provide comments on Uniti bankruptcy assessment memorandum.	Richards, Erica J.	0.40	370.00
30-Jul-19	Review Uniti bankruptcy assessment memorandum and research issues (.7); discuss same with C. Damast (.3); correspond with R. Ferraioli regarding same (.2); conduct legal research regarding connection with potential Uniti filing for memorandum to Committee (2.7); correspond with J. Peck regarding same (.4); correspond with Alix regarding Uniti assets (.3); correspond with E. Richards regarding same (.2).	Richardson Arnould, Ka	4.80	2,520.00
31-Jul-19	Review draft of true lease recharacterization memorandum.	Bullard, Miranda	0.80	440.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with E. Richards, R. Ferraioli and K. Richardson (.4); correspond with internal working group regarding same and regulatory issues (.4); review Uniti bankruptcy assessment issues list (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.40	1,295.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with C. Damast, E. Richards and K. Richardson (.4); conduct and analyze legal research regarding same (.9).	Ferraioli, Raff	1.30	715.00
31-Jul-19	Review current workstreams regarding potential Uniti bankruptcy and resulting disruption.	Marinuzzi, Lorenzo	0.70	910.00
31-Jul-19	Revise Uniti claims memorandum (1.6); correspond with M. Bullard and P. Dopsch regarding same (.2).	Masykanova, Aisulu	1.80	1,521.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with C. Damast, R. Ferraioli and K. Richardson (.4); correspond with internal working group regarding same (.2).	Richards, Erica J.	0.60	555.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with C. Damast, R. Ferraioli and E. Richards (.4); conduct legal research regarding same (1.8).	Richardson Arnould, Ka	2.20	1,155.00
Total: 026	Claims Investigation		133.70	122,427.50

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MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
11-Jun-19	Draft revisions to lien review presentation.	Sullivan, Lauren Marie	0.90	675.00
18-Jun-19	Draft presentation regarding lien investigation (1.2); update diligence charts and checklists (1.2).	Sullivan, Lauren Marie	2.40	1,800.00
19-Jun-19	Review and revise lien investigation summary presentation materials (1.3); prepare for (1.1) and attend meeting with White & Case regarding status of lien review.	Sullivan, Lauren Marie	2.40	1,800.00
20-Jun-19	Review lien releases (.3); correspond with R. Ferraioli regarding same (.2); correspond with A. Masyllkanova regarding lien releases in connection with Uniti spinoff (.4).	Sullivan, Lauren Marie	0.90	675.00
25-Jun-19	Correspond with internal working group regarding scheduling of call with Committee regarding lien review (.1); correspond with S. Jensen regarding status of diligence (.1).	Sullivan, Lauren Marie	0.20	150.00
01-Jul-19	Draft memorandum to P. Dopsch and A. Masyllkanova regarding easements.	Haley, Sharon L.	0.60	240.00
01-Jul-19	Review lien perfection methods.	Peck, Geoffrey R.	1.10	1,237.50
01-Jul-19	Correspond with E. Richards regarding preparation for and presentation to Committee.	Sullivan, Lauren Marie	0.30	225.00
02-Jul-19	Analyze correspondence regarding status of lien investigation and outstanding items.	Ferraioli, Raff	0.20	110.00
02-Jul-19	Review status of lien investigation.	Goren, Todd M.	0.80	920.00
02-Jul-19	Review status of lien review and missing documents (1.2); call with S. Lovett (Paul Weiss) regarding open lien review points (.4); review transmitting utility filing rules and impact on analysis (1.1); review first lien credit document excerpts regarding real estate collateral (.8); review working list of lien review document requests (.6).	Marinuzzi, Lorenzo	4.10	5,330.00
02-Jul-19	Discuss mortgage searches and mortgage delivery requirements under prepetition debt facility documentation with L. Sullivan.	Peck, Geoffrey R.	0.20	225.00
02-Jul-19	Correspond with internal working group regarding mortgage searches and mortgage delivery requirements under prepetition debt facility documentation (.2); discuss same with G. Peck (.2).	Sullivan, Lauren Marie	0.40	300.00
03-Jul-19	Call with A. Masyllkanova and M. Zaccarelli regarding review of deeds.	Haley, Sharon L.	0.80	320.00
03-Jul-19	Revise presentation of lien review (.3); call with S. Haley and M. Zaccarelli regarding review of deeds (.8); correspond with internal working group regarding same (.6).	Masyllkanova, Aisulu	1.70	1,436.50
03-Jul-19	Call with A. Masyllkanova and S. Haley regarding review of deeds (.8); review same (.2).	Zaccarelli, Monet D.	1.00	290.00

MORRISON | FOERSTER

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08-Jul-19	Discuss lien investigation issues with L. Sullivan.	Peck, Geoffrey R.	0.60	675.00
08-Jul-19	Draft letter to first lien lenders identifying certain claims in connection with lien challenge.	Richards, Erica J.	2.40	2,220.00
08-Jul-19	Discuss lien investigation issues with G. Peck.	Sullivan, Lauren Marie	0.60	450.00
09-Jul-19	Review and revise presentation for Committee regarding status of lien investigation.	Goren, Todd M.	0.60	690.00
09-Jul-19	Review documents, including indentures and security agreements (1.8); update overview of collateral and update overview of accounts (1.6); review account control agreements and draft overview (.8); review indentures and security agreement in relation to AC notes (1.7); update collateral overview (.7); call with G. Peck and L. Sullivan regarding status of lien investigation and update of presentation for Committee call (.9).	Jensen, Sofie	7.50	2,062.50
09-Jul-19	Review and revise presentation regarding lien investigation (.6); correspond with G. Peck and E. Richards regarding questions and comments on presentation (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
09-Jul-19	Prepare presentation for Committee call (.4); call with L. Sullivan and S. Jensen regarding status of lien investigation and update of presentation (.9); review draft letter regarding lien issues (.5).	Peck, Geoffrey R.	1.80	2,025.00
09-Jul-19	Revise letter to prepetition first lien lenders regarding potential challenge claims.	Richards, Erica J.	1.70	1,572.50
09-Jul-19	Call with G. Peck and S. Jensen regarding status of lien investigation and update of presentation for Committee call (.9); correspond with internal working group regarding same (.5).	Sullivan, Lauren Marie	1.40	1,050.00
10-Jul-19	Review documents as part of lien investigation.	Jensen, Sofie	1.10	302.50
11-Jul-19	Review aircraft mortgage searches and aircraft mortgages (.6); call with S. Jensen regarding same (.2).	Heo, Min W.	0.80	600.00
11-Jul-19	Review and revise letter regarding lien challenge (1.4); draft schedules to same (.7); review aircraft mortgage lien search (1.2); review aircraft mortgages (.9); call with M. Heo regarding same (.2); review documents and revise overview of collateral (.6).	Jensen, Sofie	5.00	1,375.00
11-Jul-19	Review and revise letter to secured lenders regarding open challenge points and lien investigation.	Marinuzzi, Lorenzo	0.70	910.00
11-Jul-19	Draft letter regarding lien investigation.	Peck, Geoffrey R.	1.80	2,025.00
11-Jul-19	Revise first lien claims letter.	Richards, Erica J.	1.90	1,757.50

MORRISON | FOERSTER

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12-Jul-19	Review updated lien investigation letter to lenders (.6); correspond with S. Lovett (Paul Weiss) and internal working group regarding same (.3).	Goren, Todd M.	0.90	1,035.00
12-Jul-19	Review assignments of easements.	Haley, Sharon L.	0.30	120.00
12-Jul-19	Review and revise lien perfection claims letter (.9); correspond with internal working group regarding same (.4).	Jensen, Sofie	1.30	357.50
12-Jul-19	Review and revise letter to secured lenders regarding challenges and collateral holes (.9); correspond with S. Jensen and E. Richards regarding schedules to letter on perfection (.4); call with S. Lovett (Paul Weiss) regarding challenge period extension (.3); review correspondence between Paul Weiss and White & Case regarding challenge extension (.2); draft memorandum to internal working group regarding challenge extension strategy (.3).	Marinuzzi, Lorenzo	2.10	2,730.00
12-Jul-19	Review lien investigation materials and related letter regarding perfection issues.	Peck, Geoffrey R.	1.40	1,575.00
12-Jul-19	Revise and finalize lien perfection claims letter.	Richards, Erica J.	2.80	2,590.00
17-Jul-19	Correspond with internal working group and lenders' counsel regarding request to extend Committee's challenge deadline.	Damast, Craig A.	0.40	370.00
17-Jul-19	Correspond with internal working group and lenders regarding status of lien investigation.	Goren, Todd M.	0.30	345.00
18-Jul-19	Correspond with P. Dopsch regarding current status of lien investigation.	Bullard, Miranda	0.20	110.00
18-Jul-19	Correspond with various lenders' counsel regarding agreement to extend challenge deadline (.2); correspond with internal working group regarding Committee's challenge deadline and possible standing motion (.3).	Damast, Craig A.	0.50	462.50
18-Jul-19	Correspond with internal working group regarding update for Committee regarding lien investigation.	Ferraioli, Raff	0.40	220.00
18-Jul-19	Review first lien challenge letter and Committee update drafted by R. Ferraioli (.6); provide comments to same (.2).	Richardson Arnould, Ka	0.80	420.00
18-Jul-19	Review correspondence regarding first lien challenge letter.	Sullivan, Lauren Marie	0.60	450.00
19-Jul-19	Correspond with internal working group regarding call on lien investigation with lenders.	Goren, Todd M.	0.30	345.00
22-Jul-19	Call with G. Peck and L. Sullivan regarding call with first lien lenders' counsel (.3); correspond same with L. Sullivan (.1).	Jensen, Sofie	0.40	110.00

MORRISON | FOERSTER

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22-Jul-19	Review lien investigation materials (.9); prepare for call with first lien lenders' counsel (.4); call with S. Jensen and L. Sullivan regarding same (.3).	Peck, Geoffrey R.	1.60	1,800.00
22-Jul-19	Review correspondence regarding challenge extension.	Richardson Arnould, Ka	0.30	157.50
22-Jul-19	Prepare for call with first lien lenders' counsel (.3); call with G. Peck and S. Jensen regarding same (.3).	Sullivan, Lauren Marie	0.60	450.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Damast, Craig A.	0.80	740.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Dopsch, Peter C.	0.80	920.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Ferraioli, Raff	0.80	440.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Goren, Todd M.	0.80	920.00
23-Jul-19	Prepare for (.7) and participate on (.4) call with first lien lenders regarding lien investigation status; follow-up call with internal working group regarding same (.4); review additional perfection material provided by agent's counsel (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4); analyze lien issues (.1).	Peck, Geoffrey R.	0.90	1,012.50
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Richards, Erica J.	0.80	740.00
23-Jul-19	Assist with research related to lien investigation.	Serna, Daniela	0.30	85.50
23-Jul-19	Prepare for (1.6) and participate on (.4) call with first lien lenders regarding lien investigation status; follow-up call with internal working group regarding same (.4).	Sullivan, Lauren Marie	2.40	1,800.00
24-Jul-19	Review available lists of guarantors under prepetition facilities (.6); correspond with E. Richards regarding same (.1).	Sullivan, Lauren Marie	0.70	525.00
25-Jul-19	Conduct legal research regarding perfecting security interest in fixtures.	Sullivan, Lauren Marie	1.10	825.00
26-Jul-19	Review collateral issues.	Peck, Geoffrey R.	0.40	450.00
30-Jul-19	Correspond with internal working group and lenders' counsel regarding Committee's challenge deadline and issues.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

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30-Jul-19	Review status of open items related to lien investigation (.6); correspond with internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
30-Jul-19	Review Simpson Thacher's productions of Committee filings, aircraft mortgage and organizational documents.	Sullivan, Lauren Marie	0.30	225.00
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Dopsch, Peter C.	0.40	460.00
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Ferraioli, Raff	0.40	220.00
31-Jul-19	Prepare for (.4) and participate on (.4) call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Marinuzzi, Lorenzo	0.80	1,040.00
31-Jul-19	Prepare for (.9) and participate on (.4) call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Peck, Geoffrey R.	1.30	1,462.50
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline (.4); draft updated claims letter (.8).	Richards, Erica J.	1.20	1,110.00
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline (.4); review updated claims letter (.5).	Richardson Arnould, Ka	0.90	472.50
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Sullivan, Lauren Marie	0.40	300.00
Total: 027	Lien Investigation		80.80	66,192.00
Other Motions/Applications				
01-Jul-19	Correspond with internal working group, Perella and Alix teams regarding indenture trustees' motion to strike Uniti lease from Debtors' schedules and to modify cash management order (.3); correspond with P. Dopsch regarding same and review of motion (.4); correspond with R. Ferraioli and Committee members regarding proposed scheduling order for such motion (.2).	Damast, Craig A.	0.90	832.50
01-Jul-19	Review indenture trustees' motion and memorandum of law regarding recharacterization issues.	Dopsch, Peter C.	1.70	1,955.00
01-Jul-19	Review indenture trustees' motion.	Goren, Todd M.	1.20	1,380.00

MORRISON | FOERSTER

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01-Jul-19	Review indenture trustees' Uniti motion papers.	Levitt, Jamie A.	1.80	2,205.00
01-Jul-19	Review indenture trustees' motion to modify schedules and cash management order (1.2); review options of same for Committee (1.1); review standing requirements for recharacterization claims (1.4); review updated memorandum regarding Uniti claims (.8); review memorandum from FTG team regarding indenture trustees' motion reactions and open points (.4).	Marinuzzi, Lorenzo	4.90	6,370.00
01-Jul-19	Review brief filed by UMB (.6); correspond with J. Levitt regarding same (.3).	Rappoport, Steve	0.90	805.50
02-Jul-19	Correspond with internal working group regarding Debtors' preliminary objection to indenture trustees' motion to strike Uniti lease from Debtors' schedules and to modify cash management order (.3); review same (.3) and summary of same (.2); review derivative standing motion precedent (1.1).	Damast, Craig A.	1.90	1,757.50
02-Jul-19	Analyze recently filed pleadings (.6); draft internal memorandum regarding same (.5).	Ferraioli, Raff	1.10	605.00
02-Jul-19	Review standing motion precedent (.6); review Debtors' response to indenture trustees' Uniti motion (.4).	Goren, Todd M.	1.00	1,150.00
02-Jul-19	Review indenture trustees' motion regarding rejection of Uniti lease.	Greer, Jocelyn Edith	1.80	1,260.00
02-Jul-19	Review Uniti claims memoranda and presentation for complaint and standing motion.	Levitt, Jamie A.	2.90	3,552.50
02-Jul-19	Review indenture trustees' pleadings regarding Uniti transaction, related materials and pleadings.	Marines, Jennifer L.	2.10	2,310.00
02-Jul-19	Review possible Committee actions regarding indenture trustees' motion to strike Uniti lease from schedules (.7); call with R. Seltzer (CWA) regarding same (.3); call and correspond with Kirkland regarding indenture trustees' motion (.4); review Debtors' response to same (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
02-Jul-19	Review indenture trustees' motion (.8) and related pleadings (.3).	Richardson Arnould, Ka	1.10	577.50
03-Jul-19	Review and revise second lien noteholders' objection to indenture trustees' motion to strike Uniti lease from Schedule G and modify cash management order (.3); correspond with R. Ferraioli regarding same (.1); review summary of same (.1); correspond with Kirkland and White & Case team regarding same and discovery issues (.2); discuss Committee standing motion and demand letter with L. Marinuzzi and R. Ferraioli (.8).	Damast, Craig A.	1.50	1,387.50

MORRISON | FOERSTER

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03-Jul-19	Conduct and analyze legal research regarding derivative standing (1.2); discuss Committee standing motion and demand letter with C. Damast and L. Marinuzzi (.8); analyze response to indenture trustees' motion filed by second lien ad hoc group (.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	2.40	1,320.00
03-Jul-19	Review Debtor pleading in connection with Uniti action (.6); review correspondence with creditors regarding same (.4); address strategy regarding standing (.4).	Marines, Jennifer L.	1.40	1,540.00
03-Jul-19	Review strategy for standing motion (1.8); discuss Committee standing motion and demand letter with C. Damast and R. Ferraioli (.8).	Marinuzzi, Lorenzo	2.60	3,380.00
03-Jul-19	Review case management order (.4) and local rules (.4) regarding notice periods; correspond with C. Damast and L. Marinuzzi regarding same (.3); conduct legal research regarding second circuit law regarding derivative standing (1.5).	Richardson Arnould, Ka	2.60	1,365.00
04-Jul-19	Review indenture trustees' brief (.4); prepare outline of complaint regarding recharacterization (1.6).	Rappoport, Steve	2.00	1,790.00
05-Jul-19	Conduct and analyze legal research regarding derivative standing (1.1); draft motion for derivative standing (2.3).	Ferraioli, Raff	3.40	1,870.00
06-Jul-19	Conduct and analyze legal research regarding derivative standing (.8); draft motion for derivative standing (.9).	Ferraioli, Raff	1.70	935.00
06-Jul-19	Correspond with Perella and M. Kieselstein regarding Uniti analysis.	Goren, Todd M.	0.40	460.00
07-Jul-19	Correspond with R. Ferraioli and E. Richards regarding draft of Committee standing motion.	Damast, Craig A.	0.30	277.50
07-Jul-19	Conduct and analyze legal research regarding derivative standing (.7); draft motion for derivative standing (7.9); correspond with internal working group regarding same (.1).	Ferraioli, Raff	8.70	4,785.00
07-Jul-19	Review and revise Committee standing motion.	Marinuzzi, Lorenzo	1.80	2,340.00

MORRISON | FOERSTER

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08-Jul-19	Review first lien ad hoc group's statement in support of Debtors' preliminary objection to indenture trustees' motion to strike Uniti lease from Debtors' schedules and modify cash management order (.1); discuss status and next steps regarding Committee's responsive pleadings with T. Goren and R. Ferraioli (.3); review and revise draft of Committee standing motion (5.9); discuss same with R. Ferraioli (.9); review and revise demand letter to Debtors regarding Uniti-related claims (1.6).	Damast, Craig A.	8.80	8,140.00
08-Jul-19	Discuss status and next steps regarding Committee's responsive pleadings with T. Goren and C. Damast (.3); correspond with internal working group regarding next steps (.2); discuss draft of Committee standing motion with C. Damast (.9); analyze same (.7); revise same (2.8).	Ferraioli, Raff	4.90	2,695.00
08-Jul-19	Review draft standing motion (.9); discuss status and next steps regarding Committee's responsive pleadings with R. Ferraioli and C. Damast (.3).	Goren, Todd M.	1.20	1,380.00
08-Jul-19	Draft complaint against Uniti (5.9); correspond with T. Goren regarding same (.2); meet with S. Rappoport regarding same (.3); correspond with E. Richards regarding same (.2).	Greer, Jocelyn Edith	6.60	4,620.00
08-Jul-19	Meet with J. Greer regarding complaint against Uniti.	Rappoport, Steve	0.30	268.50
08-Jul-19	Review cash management order (.1); correspond with C. Damast regarding same (.1); review statement in support of Debtors' objection to indenture trustees' motion to strike Uniti from schedule of leases (.2).	Richardson Arnould, Ka	0.40	210.00
09-Jul-19	Review filings against Uniti (1.7); review and annotate draft complaint against Uniti (2.1).	Aikman, Amanda	3.80	3,515.00
09-Jul-19	Review initial comments to Committee's standing motion regarding Uniti claims (.8); correspond with internal working group regarding same (.4); review and revise current drafts of standing motion (2.3); discuss current drafts of Committee pleadings regarding Uniti with R. Ferraioli (1.1); correspond with internal working group regarding comments and revisions to Committee's standing and mediation motions (.9).	Damast, Craig A.	5.50	5,087.50
09-Jul-19	Analyze comments to standing motion (.7); discuss current drafts of Committee pleadings regarding Uniti with C. Damast (1.1); revise same (.4); analyze comments to standing motion (.7); revise same (3.3); correspond with internal working group regarding same and next steps (.6).	Ferraioli, Raff	6.80	3,740.00

MORRISON | FOERSTER

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09-Jul-19	Review and revise Uniti standing motion (1.4); review updated presentation for Committee regarding Uniti claims (.4).	Goren, Todd M.	1.80	2,070.00
09-Jul-19	Draft Uniti recharacterization complaint (2.4); call with R. Kambasha regarding same (1.5).	Greer, Jocelyn Edith	3.90	2,730.00
09-Jul-19	Call with J. Greer regarding Uniti recharacterization complaint.	Kambasha, Rumbi*	1.50	450.00
09-Jul-19	Review demand letter and standing motion.	Marines, Jennifer L.	1.30	1,430.00
09-Jul-19	Review and revise draft standing motion.	Marinuzzi, Lorenzo	1.60	2,080.00
09-Jul-19	Correspond with A. Aikman regarding Uniti issue (.3); provide comments on draft complaint to J. Greer (1.0).	Rappoport, Steve	1.30	1,163.50
09-Jul-19	Analyze recent pleadings (.9) and draft Committee memorandum summarizing same (1.1); correspond with C. Damast regarding memorandum (.1); revise same per comments (.3); correspond with L. Marinuzzi regarding pleading summary (.2); revise summary of same (.6); review standing motion (.9).	Richardson Arnould, Ka	4.10	2,152.50
10-Jul-19	Review filings against Uniti (2.1); review and annotate draft complaint against Uniti (1.8).	Aikman, Amanda	3.90	3,607.50
10-Jul-19	Discuss revisions to standing motion and next steps with R. Ferraioli (.4); review and revise current draft of standing motion (1.4); discuss Uniti recharacterization complaint with R. Ferraioli (.4); correspond with J. Greer regarding same (.2).	Damast, Craig A.	2.40	2,220.00
10-Jul-19	Draft notice of hearing regarding standing motion (.4); cite checking standing motion (.9).	Delehanty, Danielle Ei	1.30	468.00
10-Jul-19	Discuss revisions to standing motion and next steps with C. Damast (.4); revise standing motion (2.4); discuss Uniti recharacterization complaint with J. Greer (.2); discuss same with C. Damast (.4).	Ferraioli, Raff	3.40	1,870.00
10-Jul-19	Review and revise updated standing motion (.8); call with L. Marinuzzi regarding same, demand letter and next steps (.4).	Goren, Todd M.	1.20	1,380.00
10-Jul-19	Draft Uniti recharacterization complaint (7.1); discuss same with R. Ferraioli (.2).	Greer, Jocelyn Edith	7.30	5,110.00
10-Jul-19	Call with T. Goren regarding standing motion, demand letter and next steps (.4); review and revise standing motion (.7).	Marinuzzi, Lorenzo	1.10	1,430.00
10-Jul-19	Review and revise draft recharacterization complaint.	Rappoport, Steve	1.70	1,521.50
10-Jul-19	Correspond with C. Damast and D. Delehanty regarding notice of hearing for standing motion.	Richardson Arnould, Ka	0.40	210.00
10-Jul-19	Assist R. Kambasha locate lower court complaints and docket sheets for 2 bankruptcy opinions in connection with Committee claims against Uniti.	Willens, Michael E.*	1.50	487.50

MORRISON | FOERSTER

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11-Jul-19	Review and annotate draft complaint against Uniti (1.8); review standing motion and correspondence regarding same (1.6).	Aikman, Amanda	3.40	3,145.00
11-Jul-19	Correspond with internal working group regarding declaration accompanying Committee's standing motion regarding Uniti claims (.7); review and revise standing motion (2.4); discuss same and next steps with R. Ferraioli (1.1); correspond with internal working group regarding comments to same (.9) and accompanying declaration (.3); review and revise draft of Uniti recharacterization and fraudulent transfer complaint (6.4).	Damast, Craig A.	11.80	10,915.00
11-Jul-19	Review and fact/cite check standing motion.	Delehanty, Danielle Ei	4.80	1,728.00
11-Jul-19	Analyze comments to standing motion (1.3); discuss standing motion and next steps with C. Damast (1.1); revise same (4.4); analyze draft complaint (1.6); analyze comments to (.8) and revise (1.1) same.	Ferraioli, Raff	10.30	5,665.00
11-Jul-19	Review and revise further updated drafts of standing motion (1.7) and complaint (.8).	Goren, Todd M.	2.50	2,875.00
11-Jul-19	Revise draft declaration accompanying standing motion (2.1); review correspondence regarding same (.2); revise Uniti complaint draft (3.8).	Greer, Jocelyn Edith	6.10	4,270.00
11-Jul-19	Review draft and revisions to standing motion (3.2); revise draft adversary complaint regarding Uniti lease characterization (2.8); correspond with internal working group regarding revisions to same (.8).	Levitt, Jamie A.	6.80	8,330.00
11-Jul-19	Review and revise motion for standing to assert Uniti claims (1.9); review proposed Uniti complaint (.8).	Marinuzzi, Lorenzo	2.70	3,510.00
11-Jul-19	Review and revise Uniti recharacterization complaint.	Rappoport, Steve	2.20	1,969.00
11-Jul-19	Review letter from UMB requesting telephonic conference (.1); review and comment on draft standing motion regarding Uniti claims (.8).	Richards, Erica J.	0.90	832.50

MORRISON | FOERSTER

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11-Jul-19	Review standing motion (1.7); review indenture trustee's motion and related declaration (.9); correspond with C. Damast, R. Ferraioli and J. Greer regarding attorney declaration for standing motion (.9); compile publicly filed exhibits in connection with same (1.9); correspond with A. Masyllkanova and J. Greer regarding same (.6); draft declaration (1.8); correspond with J. Greer regarding same (.4); revise same (.3); draft notice of hearing (.9); correspond with internal working group regarding same (.2); review letter filed on behalf of indenture trustees requesting status conference (.2); draft and circulate summary for internal purposes (.4).	Richardson Arnould, Ka	10.20	5,355.00
12-Jul-19	Review standing motion and draft complaint (1.2); review correspondence regarding same (.4).	Aikman, Amanda	1.60	1,480.00
12-Jul-19	Correspond with internal working group regarding notice of hearing on Committee's standing motion regarding Uniti claims (.2); review and revise same (.3); correspond with internal working group regarding declaration accompanying standing motion (.3); review and revise same (.5); review and revise current drafts of standing motion (4.1); discuss revisions to standing motion and accompanying declaration with R. Ferraioli (1.1); correspond with internal working group regarding final changes and finalizing standing motion and accompanying declaration (.7); correspond with internal working group and Committee members regarding filed standing motion, discussions with Uniti and prospects for mediation (.4).	Damast, Craig A.	7.60	7,030.00
12-Jul-19	Review L. Marinuzzi declaration in support of Uniti standing motion and compile exhibits to same (1.4); update draft notice of hearing (.2); coordinate preparation of TOC and proof same (.3) prepare TOA and proof same for accuracy and edit same (.8); prepare same for filing and file and serve same (1.0).	Delehanty, Danielle Ei	3.70	1,332.00
12-Jul-19	Correspond with internal working group regarding standing motion and next steps (.3); analyze and revise same (4.6); discuss revisions to standing motion and accompanying declaration with C. Damast (1.1); analyze and revise declaration (.6).	Ferraioli, Raff	6.60	3,630.00
12-Jul-19	Review and revise further updated drafts of standing motion and supporting declaration (1.3); call with DPW regarding Uniti status (.4); call with M. Brod (Milbank) regarding standing motion (.2); correspond with E. Vonnegut (DPW) regarding recent motions (.2).	Goren, Todd M.	2.10	2,415.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
12-Jul-19	Revise Uniti complaint and declaration to standing motion.	Greer, Jocelyn Edith	4.30	3,010.00
12-Jul-19	Review revised and final Committee standing motion regarding Uniti claims (1.3); review and revise adversary complaint regarding Uniti lease characterization (1.8); correspond with internal working group regarding revisions to Uniti complaint (.5).	Levitt, Jamie A.	3.60	4,410.00
12-Jul-19	Review and finalize standing motion and declaration (2.2); call with Uniti counsel regarding standing motion (.4); call with B. Weiland (Kirkland) regarding standing motion (.4); correspond with R. Ferraioli regarding hearing and noticing (.3).	Marinuzzi, Lorenzo	3.30	4,290.00
12-Jul-19	Review declaration and standing motion (.5); review and revise complaint for recharacterization (1.3).	Rappoport, Steve	1.80	1,611.00
12-Jul-19	Review case management requirements in connection with motion practice (.3); correspond with C. Damast regarding same (.2); correspond with D. Delehanty regarding filing of standing motion (.8); revise declaration and notice of hearing in connection with same (.9); correspond with R. Ferraioli regarding same (.3); correspond with C. Damast and further revise same (.4); review standing motion declaration and exhibits (1.6); correspond with R. Ferraioli regarding same (.4); review exhibits to ensure consistency with standing motion (1.7); review draft of Uniti lease rejection complaint (1.3).	Richardson Arnould, Ka	7.90	4,147.50
15-Jul-19	Review and revise current draft of Committee's complaint against Uniti (2.2); conduct legal research regarding same (.5); correspond with J. Greer regarding same (.2).	Damast, Craig A.	2.90	2,682.50
15-Jul-19	Correspond with E. Richards regarding potential lien challenge standing motion (.1); conduct and analyze research regarding same (.1).	Ferraioli, Raff	0.20	110.00
15-Jul-19	Call with M. Brod (Milbank) regarding mediation motion and Committee standing motion (.3); review status of standing and mediation motions (.2); review updated draft of Uniti complaint (.7).	Goren, Todd M.	1.20	1,380.00
15-Jul-19	Review C. Damast's changes to Uniti complaint (.6);	Greer, Jocelyn Edith	0.60	420.00
15-Jul-19	Review comments regarding draft adversary complaint regarding Uniti lease characterization (.6); correspond with internal working group regarding revisions to same (.2).	Levitt, Jamie A.	0.80	980.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
15-Jul-19	Call with B. Weiland (Kirkland) regarding standing and mediation motions (.4); review strategy regarding standing motion and timing (.9).	Marinuzzi, Lorenzo	1.30	1,690.00
16-Jul-19	Review comments to draft complaint (.4); review correspondence regarding same (.2).	Aikman, Amanda	0.60	555.00
16-Jul-19	Correspond with R. Ferraioli and D. Delehanty regarding amended notice of hearing on Committee's standing motion regarding Uniti claims (.3); review and revise same (.1); correspond with R. Ferraioli regarding Committee standing motion regarding lien investigation claims (.2); correspond with J. Greer regarding draft complaint regarding Uniti recharacterization and fraudulent transfer claims (.7); review current draft of same (.7);	Damast, Craig A.	2.00	1,850.00
16-Jul-19	Correspond with E. Richards regarding potential lien challenge standing motion (.1); draft same (.6).	Ferraioli, Raff	0.70	385.00
16-Jul-19	Review letter from UMB regarding motion status.	Goren, Todd M.	0.30	345.00
16-Jul-19	Review revisions to Uniti lease characterization complaint.	Levitt, Jamie A.	0.40	490.00
17-Jul-19	Review correspondence regarding case status and developments in connection with Uniti related pleadings.	Aikman, Amanda	0.40	370.00
17-Jul-19	Correspond with White & Case, Kirkland and internal working group regarding adjournment of indenture trustees' motion regarding Uniti arrangement (.2); review current draft of Committee's complaint against Uniti (.6).	Damast, Craig A.	0.80	740.00
17-Jul-19	Correspond with M. Brod (Milbank) regarding Committee standing motion.	Goren, Todd M.	0.30	345.00
18-Jul-19	Review indenture trustees' letter to court regarding resolution of discovery issues regarding indenture trustees' motion to strike Uniti arrangement from schedules and modify cash management order (.5); correspond with R. Ferraioli regarding same (.2); correspond with internal working group regarding notice of adjournment of heating on Committee's standing motion (.2); review same (.4).	Damast, Craig A.	1.30	1,202.50
18-Jul-19	Update notice of adjournment and prepare same for filing and file and serve same.	Delehanty, Danielle Ei	0.50	180.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
19-Jul-19	Review Uniti's objection to indenture trustees' motion to strike Uniti lease from Debtors' schedules and modify cash management order (.8); correspond with R. Ferraioli regarding same and summary for Committee (.4); review and revise such summary (.3); correspond with internal working group regarding same (.2); review and revise current draft of Committee's complaint against Uniti (.6); correspond with P. Dopsch regarding need for analysis of Uniti objection to indenture trustees' motion regarding recharacterization analysis (.2).	Damast, Craig A.	2.50	2,312.50
19-Jul-19	Review Uniti response to recharacterization arguments.	Dopsch, Peter C.	0.60	690.00
19-Jul-19	Analyze Uniti objection to indenture trustees' motion.	Ferraioli, Raff	0.60	330.00
19-Jul-19	Review and analyze Uniti objection to trustee motion.	Goren, Todd M.	0.80	920.00
19-Jul-19	Update recharacterization memorandum (1.2); discuss same with Alix (.4); review and summarize recent filings regarding Uniti (1.7).	Masykanova, Aisulu	3.30	2,788.50
22-Jul-19	Correspond with internal working group regarding review and analysis of Uniti objection to indenture trustees' motion to strike Uniti lease from schedules and modify cash management order.	Damast, Craig A.	0.70	647.50
22-Jul-19	Further review of Uniti reply to recharacterization.	Dopsch, Peter C.	1.60	1,840.00
22-Jul-19	Review Uniti objection to trustee motion regarding further investigation points.	Goren, Todd M.	0.60	690.00
22-Jul-19	Review Uniti response to indenture trustees' motion regarding Uniti lease.	Marinuzzi, Lorenzo	0.70	910.00
22-Jul-19	Analyze Uniti response to indenture trustees' motion regarding Uniti lease.	Richards, Erica J.	0.40	370.00
23-Jul-19	Review C. Shore (counsel for UMB) and E. Moskowitz correspondence regarding indenture trustees' motion to strike Uniti lease from schedules and modify cash management order/discovery issues (.4); correspond with P. Dopsch regarding analysis of Uniti's objection to indenture trustees' motion (.1); review same (.4); review indenture trustees' response to Committee's standing motion and Debtors' mediation motion (.6); correspond with internal working group regarding same (.3); discuss same with K. Richardson (.2).	Damast, Craig A.	2.00	1,850.00
23-Jul-19	Review correspondence with UMB and Uniti regarding indenture trustees' motion and discovery.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
23-Jul-19	Review correspondence between C. Shore (counsel for UMB) and E. Moskowitz regarding indenture trustees' motion and adjournment/discovery (.5); review Uniti response to indenture trustees' motion (.5).	Marinuzzi, Lorenzo	1.00	1,300.00
23-Jul-19	Review P. Dopsch analysis of Uniti objection.	Rappoport, Steve	0.30	268.50
23-Jul-19	Analyze responses filed in connection with mediation and Uniti lease recharacterization motions.	Richards, Erica J.	0.70	647.50
23-Jul-19	Discuss indenture trustees' response to Committee's standing motion and Debtors' mediation motion with C. Damast.	Richardson Arnould, Ka	0.20	105.00
24-Jul-19	Review indenture trustees' notice of adjournment of motion regarding Uniti lease to August 20.	Damast, Craig A.	0.20	185.00
25-Jul-19	Review Uniti complaint (.2); review correspondence regarding same (.1).	Aikman, Amanda	0.30	277.50
25-Jul-19	Review Debtors' motion to stay application of section 365(d)(4) deadline regarding Uniti arrangement (.4); correspond with internal working group regarding same (.2); analyze Debtors' adversary proceeding complaint against Uniti (1.7); correspond with internal working group regarding same (.3); discuss same with R. Ferraioli (.6).	Damast, Craig A.	3.20	2,960.00
25-Jul-19	Analyze correspondence regarding Debtors' complaint against Uniti (.1); discuss same with C. Damast (.6); analyze section 365(d)(4) extension motion (.2); analyze complaint (.7); draft memorandum regarding same (.6).	Ferraioli, Raff	2.20	1,210.00
25-Jul-19	Review and analyze motion to stay 365(d)(4) deadline (.4); review and analyze Debtors complaint vs. Uniti (2.2).	Goren, Todd M.	2.60	2,990.00
25-Jul-19	Review motion to extend 365(d)(4) to Uniti.	Marinuzzi, Lorenzo	0.60	780.00
29-Jul-19	Correspond with internal working group regarding status of 365(d)(4) extension discussions with Uniti.	Damast, Craig A.	0.20	185.00
29-Jul-19	Review court filings regarding Uniti master lease.	Masykanova, Aisulu	2.60	2,197.00
Total: 029	Other Motions/Applications		278.70	231,176.00

Schedules and Statements

09-Jul-19	Analyze schedules and statements (.4); draft memoranda for Committee members regarding same (.4).	Ferraioli, Raff	0.80	440.00
10-Jul-19	Analyze schedules and statements (.9); correspond with Committee members regarding same (.2).	Ferraioli, Raff	1.10	605.00
Total: 030	Schedules and Statements		1.90	1,045.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
Time Entry Review				
02-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.20	1,210.00
03-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
08-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.80	440.00
15-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
17-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.10	605.00
18-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00
19-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.90	1,595.00
22-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.90	1,045.00
23-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
23-Jul-19	Review and revise invoice for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.30	1,690.00
25-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
Total: 032	Time Entry Review		12.50	7,850.00
Mediation				
08-Jul-19	Conduct and analyze research regarding mediation motion (1.1); draft same (1.4).	Ferraioli, Raff	2.50	1,375.00
09-Jul-19	Review and revise Committee's motion to appoint mediator regarding Uniti lease and claims.	Damast, Craig A.	2.90	2,682.50
09-Jul-19	Draft mediation statement.	Ferraioli, Raff	3.10	1,705.00
09-Jul-19	Review and revise Uniti mediation motion.	Goren, Todd M.	0.80	920.00
09-Jul-19	Review and revise motion to mediate Uniti dispute.	Marinuzzi, Lorenzo	1.30	1,690.00
09-Jul-19	Review request for mediation.	Richardson Arnould, Ka	0.30	157.50
11-Jul-19	Review Debtors' draft mediation motion.	Marinuzzi, Lorenzo	0.50	650.00
12-Jul-19	Review Debtors' motion to appoint mediator regarding Uniti claims (.5) and summary of same for Committee (.2).	Damast, Craig A.	0.70	647.50
12-Jul-19	Analyze proposed mediation motion.	Ferraioli, Raff	0.20	110.00
12-Jul-19	Review mediation motion.	Goren, Todd M.	0.30	345.00
12-Jul-19	Review Debtors mediation motion.	Levitt, Jamie A.	1.60	1,960.00
12-Jul-19	Review Debtors' draft motion to compel mediation.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
15-Jul-19	Review Debtors' motion to appoint mediator regarding Uniti claims (.3); correspond with internal working group regarding same and proposed order (.3).	Damast, Craig A.	0.60	555.00
15-Jul-19	Review mediation motion.	Goren, Todd M.	0.40	460.00
15-Jul-19	Review Debtors' filed mediation motion (.6); review Committee proposed mediation order (.4).	Marinuzzi, Lorenzo	1.00	1,300.00
16-Jul-19	Review strategy regarding mediation and review precedent orders (.8); discuss parameters of mediation with R. Kwastienet (Kirkland) (.5); review possible mediation candidates (.7); discuss mediation with B. Lohan (AT&T) (.4).	Marinuzzi, Lorenzo	2.40	3,120.00
17-Jul-19	Discuss Committee's statement in support of Debtors' mediation motion regarding Uniti with R. Ferraioli.	Damast, Craig A.	0.20	185.00
17-Jul-19	Discuss Committee's statement in support of Debtors' mediation motion regarding Uniti with C. Damast.	Ferraioli, Raff	0.20	110.00
17-Jul-19	Correspond with Kirkland regarding mediation order.	Goren, Todd M.	0.30	345.00
17-Jul-19	Review and analyze mediation motion and revisions.	Marines, Jennifer L.	0.60	660.00
17-Jul-19	Analyze proposed protocol for mediation and framework for organization (.3); review precedent (1.4).	Marinuzzi, Lorenzo	1.70	2,210.00
18-Jul-19	Conduct and analyze legal research regarding mediation (.8); draft Committee statement regarding same (2.8).	Ferraioli, Raff	3.60	1,980.00
19-Jul-19	Review and revise Committee's statement regarding Debtors' motion to appoint mediator (1.9); review Debtors' motion in connection with same (.5); review comments to statement regarding mediation (.2); discuss same with R. Ferraioli (.2); correspond with J. Luze (Kirkland) and internal working group regarding amended proposed order appointing mediator regarding Uniti dispute and proposed mediation timeline (.2); review same (.4).	Damast, Craig A.	3.40	3,145.00
19-Jul-19	Analyze comments to statement regarding mediation (.3); discuss same with C. Damast (.2).	Ferraioli, Raff	0.50	275.00
19-Jul-19	Review mediation motion (1.0); review correspondence regarding mediation motion (.3).	Levitt, Jamie A.	1.30	1,592.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
22-Jul-19	Correspond with internal working group regarding proposed mediation order regarding Uniti and timeline (.4); review internal working group comments to Committee's statement in support of Debtors' mediation motion (.4); review current drafts of statement (.8); correspond with R. Ferraioli regarding comments and markup to proposed mediation order (.1); review same (.4); review Debtors' mediation motion regarding same (.3).	Damast, Craig A.	2.40	2,220.00
22-Jul-19	Analyze proposed mediation order (.3); analyze comments to (.6) and revise (.4) statement regarding mediation; discuss same with T. Goren (.2); provide comments to mediation order (1.4); correspond with internal working group regarding same (.2).	Ferraioli, Raff	3.10	1,705.00
22-Jul-19	Review and revise Committee statement regarding mediation (.8); review and revise proposed mediation order (.4); discuss same with R. Ferraioli (.2).	Goren, Todd M.	1.40	1,610.00
22-Jul-19	Review and revise Committee statement regarding mediation (.9); review proposed timeline regarding mediation (.6); review precedent mediation time lines (.8).	Marinuzzi, Lorenzo	2.30	2,990.00
22-Jul-19	Analyze mediation statement.	Richardson Arnould, Ka	0.60	315.00
23-Jul-19	Correspond with Committee members regarding revisions to Committee's statement in support of Debtors' mediation motion (.2); review Uniti's statement in response to Debtors' mediation motion (.4).	Damast, Craig A.	0.60	555.00
23-Jul-19	Analyze proposed mediation order (.2); revise Committee's statement regarding mediation (.2).	Ferraioli, Raff	0.40	220.00
23-Jul-19	Review updated draft mediation statement (.3); review updated draft order (.4); correspond with Kirkland regarding same (.2).	Goren, Todd M.	0.90	1,035.00
23-Jul-19	Review revised proposed mediation order reflecting Committee comments (.4); correspond with B. Weiland (Kirkland) regarding Committee comments to mediation order (.3); review updated proposed mediation order (.6); review possible mediation candidates (.6); call with Perella and Alix to prepare for Committee discussion on mediation and Uniti proposal (.6); call with H. Denman (White & Case) regarding process and mediation (.3).	Marinuzzi, Lorenzo	2.80	3,640.00
23-Jul-19	Analyze joinder to motion to appoint mediator filed by indenture trustees.	Richardson Arnould, Ka	0.30	157.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
24-Jul-19	Correspond with internal working group regarding finalizing Committee's statement in support of Debtors' mediation motion (.2); review final version of same (.2).	Damast, Craig A.	0.40	370.00
24-Jul-19	Analyze statement regarding mediation (.1); prepare same for filing (.1).	Ferraioli, Raff	0.20	110.00
24-Jul-19	Review updated draft of mediation statement for filing (.4); correspond with S. Lovett (Paul Weiss) regarding same (.2).	Goren, Todd M.	0.60	690.00
24-Jul-19	Review mediation motion papers.	Levitt, Jamie A.	0.70	857.50
24-Jul-19	Review proposed mediation schedule and next steps (.6); review possible mediation candidates (.6); review updated mediation order (.4); review, revise and finalize Committee mediation statement (.8).	Marinuzzi, Lorenzo	2.40	3,120.00
24-Jul-19	Review and finalize Committee's statement regarding mediation (.6); correspond with D. Delehanty and R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.80	420.00
25-Jul-19	Review redline of proposed order regarding Debtors' mediation motion (.4); review first lien ad hoc group's statement in support of Debtors' mediation motion (.1).	Damast, Craig A.	0.50	462.50
25-Jul-19	Review and analyze updated drafts of mediation order (.7); correspond and call with Kirkland regarding same (.3); call with C. Shore (counsel for UMB) regarding mediation status (.2).	Goren, Todd M.	1.20	1,380.00
26-Jul-19	Correspond with F. Petrie (Kirkland) and internal working group regarding amended proposed mediation order regarding Uniti dispute (.3); review same (.4).	Damast, Craig A.	0.70	647.50
26-Jul-19	Review updated draft of mediation order and correspondence with parties regarding status of mediator selection.	Goren, Todd M.	0.70	805.00
26-Jul-19	Correspond with internal working group regarding mediator (.2); review mediation papers and proposed mediation order (.5).	Levitt, Jamie A.	0.70	857.50
26-Jul-19	Review and revise mediation order (.6); call and correspond with R. Kwastienet (Kirkland) regarding mediation order and mediator (.5); correspond with internal working group regarding mediation and selection of mediator (.3).	Marinuzzi, Lorenzo	1.40	1,820.00
27-Jul-19	Correspond with S. Golden (Kirkland) and Judge Drain's Chambers regarding selection of Judge Chapman as mediator (.2); review final version of proposed mediation order (.2).	Damast, Craig A.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
29-Jul-19	Correspond with F. Petrie (Kirkland) and L. Marinuzzi regarding upcoming call with mediator (Judge Chapman) (.2); correspond with internal working group regarding Uniti mediation protocol (.2).	Damast, Craig A.	0.40	370.00
29-Jul-19	Analyze comments to mediation order.	Ferraioli, Raff	0.10	55.00
29-Jul-19	Call with B. Weiland (Kirkland) regarding mediation status (.4); review updated mediation order (.2); discuss same with L. Marinuzzi (.3).	Goren, Todd M.	0.90	1,035.00
29-Jul-19	Review further revised proposed mediation order (.4); discuss same with T. Goren (.3); review T. Lauria correspondence regarding form of order (.4).	Marinuzzi, Lorenzo	1.10	1,430.00
30-Jul-19	Call with S. Rappoport regarding mediation.	Aikman, Amanda	0.30	277.50
30-Jul-19	Participate on mediation call with Judge Chapman (.4); review entered mediation order (.6); correspond with J. Carr (UMB Bank) regarding same (.1); call with L. Marinuzzi regarding position statement and planning for mediation (.4).	Goren, Todd M.	1.50	1,725.00
30-Jul-19	Review entered mediation order (.6); correspond with T. Lauria regarding mediation (.2); participate on mediation call with Judge Chapman (.4); call with S. Hessler (Kirkland) regarding mediation process (.4); call with T. Goren regarding position statement and planning for mediation (.4); review information sharing restrictions and current case law on mediation privilege (.8).	Marinuzzi, Lorenzo	2.80	3,640.00
30-Jul-19	Call with A. Aikman regarding mediation.	Rappoport, Steve	0.30	268.50
31-Jul-19	Review Debtors' filings in advance of Uniti mediation.	Rappoport, Steve	0.50	447.50
Total: 034	Mediation		64.10	64,063.50
Governmental/Regulatory				
09-Jul-19	Review FCC perfection materials.	Marinuzzi, Lorenzo	0.60	780.00
19-Jul-19	Call with L. Marinuzzi, J. Palmore and E. Richards regarding potential FCC issues related to upcoming mediation and claims investigation (.6); conduct legal research regarding same (2.1).	Blaivas, Jay	2.70	3,172.50
19-Jul-19	Call (.6) and correspond (.1) with J. Palmore, E. Richards and J. Blaivas regarding potential FCC issues related to upcoming mediation and claims investigation.	Marinuzzi, Lorenzo	0.70	910.00
19-Jul-19	Call with L. Marinuzzi, E. Richards and J. Blaivas regarding potential FCC issues related to upcoming mediation and claims investigation.	Palmore, Joseph R.	0.20	225.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
19-Jul-19	Call with L. Marinuzzi, J. Blaivas and J. Palmore regarding potential FCC issues related to upcoming mediation and claims investigation.	Richards, Erica J.	0.60	555.00
30-Jul-19	Conduct legal research regarding FCC issues related to mediation and claims investigation.	Plymale, Rachael K.	3.30	2,293.50
31-Jul-19	Analyze FCC issues that can arise in bankruptcy proceedings.	Palmore, Joseph R.	0.20	225.00
31-Jul-19	Conduct legal research regarding FCC issues related to mediation and claims investigation.	Plymale, Rachael K.	1.30	903.50
Total: 035	Governmental/Regulatory		9.60	9,064.50
			Current Fees	865,110.25

Matter Number: 017254-0000001 Invoice Number: 5847321
Matter Name: OFFICIAL COMMITTEE Invoice Date: August 28, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
19463	Aikman, Amanda	925.00	19.10	17,667.50
22690	Blaivas, Jay	1,175.00	5.90	6,932.50
14140	Goren, Todd M.	1,150.00	75.60	86,940.00
10213	Kaufman, David H.	1,225.00	3.00	3,675.00
04458	Levitt, Jamie A.	1,225.00	31.80	38,955.00
17456	Marines, Jennifer L.	1,100.00	26.60	29,260.00
14116	Marinuzzi, Lorenzo	1,300.00	107.30	139,490.00
19284	Palmore, Joseph R.	1,125.00	0.40	450.00
12345	Peck, Geoffrey R.	1,125.00	22.90	25,762.50
20387	Bullard, Miranda	550.00	4.20	2,310.00
22181	Ferraioli, Raff	550.00	140.40	77,220.00
21115	Good, Thomas H.	750.00	8.40	6,300.00
23534	Greer, Jocelyn Edith	700.00	51.10	35,770.00
22117	Heo, Min W.	750.00	0.80	600.00
19988	Masykanova, Aisulu	845.00	34.80	29,406.00
20344	Plymale, Rachael K.	695.00	4.60	3,197.00
19721	Rappoport, Steve	895.00	19.90	17,810.50
21823	Richardson Arnould, Ka	525.00	117.20	61,530.00
23425	Sullivan, Lauren Marie	750.00	27.30	20,475.00
21829	Westergaard, Lily Vale	525.00	27.20	14,280.00
19952	William, Sherry A.	835.00	23.60	19,706.00
08676	Dopsch, Peter C.	1,150.00	32.90	37,835.00
14078	Richards, Erica J.	925.00	39.10	36,167.50
17323	Damast, Craig A.	925.00	152.50	141,062.50
13849	Guido, Laura	375.00	0.30	112.50
20130	Haley, Sharon L.	400.00	2.20	880.00
18387	Delehanty, Danielle Ei	360.00	27.80	10,008.00
19867	Zaccarelli, Monet D.	290.00	1.00	290.00
22651	Serna, Daniela	285.00	0.30	85.50
23415	Jensen, Sofie	275.00	22.70	6,242.50
15029	Bergelson, Vadim	345.00	10.20	3,519.00
15298	Nguyen, Thuan H.	345.00	1.30	448.50
99850	Research Services*	325.00	1.50	487.50
99850	Research Services*	300.00	1.50	450.00
99851	eDiscovery Services**	320.00	1.30	416.00
	Client Accommodation – ½ Non-Working Travel			(2,781.25)
	Client Accommodation – Time Entry Review			(7,850.00)
	TOTAL		1,046.70	865,110.25

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: 5847321
Invoice Date: August 28, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	37.90	34,426.00
003	Assumption and Rejection of Leases and Contracts	1.00	925.00
006	Business Operations	5.80	4,795.00
007	Case Administration	61.50	49,159.00
008	Claims Administration and Objections	1.70	1,707.50
011	Employment and Fee Applications	19.70	12,490.50
013	Financing and Cash Collateral	5.00	3,027.50
014	Other Litigation	38.90	35,464.50
015	Meetings and Communications with Creditors	123.00	108,506.50
016	Non-Working Travel	5.50	5,562.50
018	Real Estate	1.20	1,200.00
019	Relief from Stay and Adequate Protection	15.90	11,961.50
020	Reporting	1.20	1,110.00
021	Tax	3.60	4,220.00
022	Valuation	1.60	1,960.00
023	Discovery	116.10	77,234.50
024	Hearings	25.80	20,173.00
026	Claims Investigation	133.70	122,427.50
027	Lien Investigation	80.80	66,192.00
029	Other Motions/Applications	278.70	231,176.00
030	Schedules and Statements	1.90	1,045.00
032	Time Entry Review	12.50	7,850.00
034	Mediation	64.10	64,063.50
035	Governmental/Regulatory	9.60	9,064.50
	Client Accommodation – ½ Non-Working Travel		(2,781.25)
	Client Accommodation – Time Entry Review		(7,850.00)
	TOTAL	1,046.70	865,110.25

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Disbursement Detail

Date	Description	Value
31-Jul-19	Postage	21.89
31-Jul-19	On-line Research - LEXIS	126.70
31-Jul-19	On-line Research - WESTLAW	5,775.00
31-Jul-19	On-line Research - OTHER DATABASE	74.80
31-Jul-19	Air Freight	12.35
12-Jul-19	Government fees, Continental Corporate Services, copies of recorded documents from Oklahoma	394.44
03-Jun-19	Reporting fees, Veritext, transcript services for deposition	920.15
26-Jul-19	Court filing services, CourtSolutions, R. Ferraioli, 7/26/19, hearing	70.00
26-Jul-19	Travel, taxi/car service, K. Richardson, ground travel to White Plains for omnibus hearing, 7/26/19	106.67
26-Jul-19	Travel, taxi/car service, K. Richardson, ground travel from White Plains following omnibus hearing, 7/26/19	69.79
29-Jul-19	Travel, taxi/car service, T. Goren, ground travel from White Plains following omnibus hearing, 7/26/19	41.60
01-Jul-19	EDiscovery, Epiq Managed Services, June, 2019	958.81
01-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/2/19	140.00
08-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/9/19	140.00
15-Jul-19	Business meals, 6 attendees, Windstream meeting, 7/16/19	120.00
22-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/23/19	140.00
29-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/30/19	140.00
09-Jul-19	Local travel, taxi/car service, R. Ferraioli, 9:23 pm, 7/9/19	15.95
Current Disbursements		9,268.15

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	865,110.25
Total Disbursements	9,268.15
Total Amount Due	874,378.40

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	751,083.64	184,374.65
25-Jul-19	5839059	USD	619,933.00	499,069.90	120,863.10

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

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

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

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

**FIFTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
 AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD AUGUST 1, 2019 THROUGH AUGUST 31, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “Committee”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	August 1, 2019 through August 31, 2019 (the “Fee Period”)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$552,527.50 (80% = \$442,022.00)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$4,007.06

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$552,527.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$110,505.50, for a total fee request of \$442,022.00;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$4,007.06.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from August 1, 2019 through and including August 31, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 659.40 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$552,527.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$110,505.50 for a total fee request of \$442,022.00 together with reimbursement of expenses in the amount of \$4,007.06 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
October 1, 2019

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

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Asset Analysis and Recovery	3.50	\$3,975.00
003	Assumption and Rejection of Leases and Contracts	10.30	\$9,037.50
005	Budgeting (Case)	0.70	\$385.00
006	Business Operations	0.70	\$865.00
007	Case Administration	22.00	\$14,747.00
008	Claims Administration and Objections	2.90	\$2,002.50
011	Employment and Fee Applications	25.50	\$12,602.50
014	Other Litigation	107.30	\$103,454.00
015	Meetings and Communications with Creditors	56.10	\$49,912.50
016	Non-Working Travel	9.40	\$9,250.00
019	Relief from Stay and Adequate Protection	1.80	\$2,265.00
020	Reporting	0.80	\$740.00
022	Valuation	0.30	\$345.00
023	Discovery	50.90	\$39,933.50
024	Hearings	25.40	\$18,026.50
026	Claims Investigation	101.40	\$78,977.50
027	Lien Investigation	34.50	\$29,420.00
029	Other Motions/Applications	1.60	\$1,085.00
032	Time Entry Review	10.50	\$6,435.00
034	Mediation	182.10	\$171,001.00
035	Governmental/Regulatory	11.70	\$9,128.00
Total Incurred:		659.4	\$563,587.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred)			(\$4,625.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$6,435.00)
Total Requested:			\$552,527.50

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Aikman, Amanda	Partner	2008	Litigation	\$925.00	24.50	\$22,662.50
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	55.10	\$63,365.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	6.40	\$7,840.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	20.90	\$25,602.50
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	7.10	\$7,810.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	89.10	\$115,830.00
Palmore, Joseph R.	Partner	1999	Litigation	\$1,125.00	0.30	\$337.50
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	6.20	\$6,975.00
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	11.50	\$13,225.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	33.80	\$31,265.00
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	119.80	\$110,815.00
Bullard, Miranda	Associate	2018	Finance	\$550.00	1.90	\$1,045.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	90.40	\$49,720.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	35.60	\$24,920.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Plymale, Rachael K.	Associate	2015	Litigation	\$695.00	7.90	\$5,490.50
Rappoport, Steve	Associate	2009	Litigation	\$895.00	12.10	\$10,829.50
Richardson Arnould, Kat	Associate	Pending	Business Restructuring & Insolvency	\$525.00	71.00	\$37,275.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	7.00	\$5,250.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	15.80	\$8,295.00
Jensen, Sofie	Int'l Visiting Attorney	N/A	Finance	\$275.00	5.90	\$1,622.50

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Guido, Laura	Senior Paralegal	11.5 years	Business Restructuring & Insolvency	\$375.00	9.10	\$3,412.50
Delehanty, Danielle E.	Paralegal	6 years	Business Restructuring & Insolvency	\$360.00	23.90	\$8,604.00
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	3.00	\$1,035.00
Research Services*	Staff	N/A	Litigation	\$325.00	0.30	\$105.00
eDiscovery Services*	Staff	N/A	Litigation	\$320.00	0.80	\$256.00

* The Research and eDiscovery 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 these groups are consolidated into a single line-item on the Timekeeper Summary sections of client bills.

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,156.97	254.9	\$294,912.50
Associates and Attorneys	\$694.78	367.4	\$255,262.50
Total Incurred by all Attorneys:	\$884.09	622.3	\$550,175.00
Paraprofessionals and Non-Legal Staff	\$361.52	37.1	\$13,412.50
Total Incurred:	\$854.70	659.4	\$563,587.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			(\$4,625.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			(\$6,435.00)
Total Requested:	\$837.92	659.4	\$552,527.50

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Reporting Fees	\$72.00
Travel	\$386.49
On-line Research – LEXIS	\$510.30
On-line Research – WESTLAW	\$1,121.40
Epiq eDiscovery Managed Services	\$1,215.10
Business Meals	\$680.00
Air Freight	\$21.37
On-line Research – OTHER DATABASE – (BNA) charges	\$0.40
Total Requested	\$4,007.06

Exhibit D

MORRISON | FOERSTER

P.O. BOX 742335
LOS ANGELES
CALIFORNIA 90074-2335

TELEPHONE: 415.268.7000
FACSIMILE: 415.268.7522

WWW.MOFO.COM

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: 5853864
Invoice Date: September 26, 2019

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, 2019

	<u>U.S.Dollars</u>
Current Fees	563,587.50
Client Accommodation – ½ Non-Working Travel	(4,625.00)
Client Accommodation – Time	(6,435.00)
Entry Review	
Current Fees Value	<hr/> 552,527.50
Current Disbursements	<hr/> 4,007.06
Total This Invoice	<hr/> 556,534.56 <hr/>

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

[REDACTED]

[REDACTED]

[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
01-Aug-19	Call with G. Peck regarding fixture analysis and application to transmitting assets (.2); follow-up research regarding same (1.1).	Dopsch, Peter C.	1.30	1,495.00
01-Aug-19	Review research regarding fixture analysis and application to transmitting assets.	Goren, Todd M.	0.20	230.00
01-Aug-19	Call with P. Dopsch regarding fixture analysis and application to transmitting assets (.2); analyze perfection issues relating to fixtures (1.6).	Peck, Geoffrey R.	1.80	2,025.00
08-Aug-19	Review analysis regarding fixture analysis and application to transmitting assets.	Peck, Geoffrey R.	0.20	225.00
Total: 001	Asset Analysis and Recovery		3.50	3,975.00
Assumption and Rejection of Leases and Contracts				
01-Aug-19	Analyze terms of potential agreement with Uniti regarding 365(d)(4) deadline.	Ferraioli, Raff	0.10	55.00
01-Aug-19	Review terms of proposed stipulation regarding 365(d)(4) extension.	Goren, Todd M.	0.20	230.00
02-Aug-19	Correspond with internal working group regarding status of extension of section 365(d)(4) deadline regarding Uniti master lease and issues (.4); review and revise summary of terms of extension for Committee (.5); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
02-Aug-19	Analyze correspondence regarding stipulation to extend 365(d)(4) deadline with respect to Uniti master lease.	Ferraioli, Raff	0.20	110.00
02-Aug-19	Call with C. Shore (UMB) regarding 365(d)(4) extension (.3); correspond with internal working group regarding same (.4); review correspondence regarding 365(d)(4) extension (.4).	Goren, Todd M.	1.10	1,265.00
02-Aug-19	Review proposed terms of stipulation between Debtors and Uniti regarding 365(d)(4) extension (.5); review related correspondence (.2).	Richardson Arnould, Ka	0.70	367.50
04-Aug-19	Correspond with internal working group and Kirkland team regarding proposed form of stipulation extending section 365(d)(4) deadline regarding Uniti master lease (.3); review same (.3).	Damast, Craig A.	0.60	555.00
04-Aug-19	Review and revise draft of 365(d)(4) stipulation.	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
04-Aug-19	Review draft stipulation from Debtors regarding extension of 365(d)(4) (.6); review correspondence from T. Lauria to Judge Chapman regarding same (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
06-Aug-19	Correspond with T. Goren regarding final version of section 365(d)(4) extension with Uniti (.2); review same (.3).	Damast, Craig A.	0.50	462.50
06-Aug-19	Review updated draft of 365(d)(4) stipulation.	Goren, Todd M.	0.40	460.00
06-Aug-19	Analyze stipulation extending deadline to assume or reject Uniti master lease (.6); summarize same (.2).	Richardson Arnould, Ka	0.80	420.00
08-Aug-19	Analyze Uniti response to Debtors' motion to extend section 365(d)(4) deadline.	Ferraioli, Raff	0.30	165.00
09-Aug-19	Correspond with internal working group regarding Uniti objection to Debtors' motion to stay application of section 365(d)(4) deadline (.2); review same (.3); correspond with internal working group regarding summary of same for Committee (.2); review summary (.2).	Damast, Craig A.	0.90	832.50
09-Aug-19	Analyze objection to Debtors' motion to extend deadline regarding Uniti master lease (.6); draft summary for Committee regarding same (.5); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	1.30	682.50
21-Aug-19	Correspond with internal working group and Alix team regarding lease rejection analysis (.2); review same (.2).	Damast, Craig A.	0.40	370.00
22-Aug-19	Review Debtors' notice of rejection of certain executory contracts.	Damast, Craig A.	0.10	92.50
Total: 003	Assumption and Rejection of Leases and Contracts		10.30	9,037.50
Budgeting (Case)				
19-Aug-19	Draft budget for second interim period.	Ferraioli, Raff	0.30	165.00
27-Aug-19	Correspond with E. Richards regarding budget and staffing plan; conduct and analyze research regarding same.	Ferraioli, Raff	0.40	220.00
Total: 005	Budgeting (Case)		0.70	385.00
Business Operations				
16-Aug-19	Review first day motion reporting and cash variance reports.	Goren, Todd M.	0.30	345.00
16-Aug-19	Review June monthly operating report.	Marinuzzi, Lorenzo	0.40	520.00
Total: 006	Business Operations		0.70	865.00

Case Administration

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
01-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
02-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
02-Aug-19	Update Committee administrative documents to reflect changes to Committee personnel.	Richardson Arnould, Ka	0.30	157.50
05-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar regarding mediation dates (.2).	Delehanty, Danielle Ei	0.40	144.00
05-Aug-19	Review updated Committee bylaws (.4); discuss same with B. Lohan (AT&T) (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
06-Aug-19	Correspond with D. Delehanty regarding docketing and calendaring matters (.2); participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Damast, Craig A.	1.10	1,017.50
06-Aug-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
06-Aug-19	Participate on weekly professionals' call.	Dopsch, Peter C.	0.50	575.00
06-Aug-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Ferraioli, Raff	0.90	495.00
06-Aug-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Goren, Todd M.	0.90	1,035.00
06-Aug-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.50	350.00
06-Aug-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Marines, Jennifer L.	0.90	990.00
06-Aug-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
06-Aug-19	Analyze comments from White & Case to Committee bylaws (.4); review final draft of same (.7); correspond with Committee regarding same (.4); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	1.60	840.00
07-Aug-19	Review current draft of Committee bylaws.	Damast, Craig A.	0.20	185.00
07-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
08-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
08-Aug-19	Analyze correspondence regarding Committee bylaws.	Ferraioli, Raff	0.10	55.00
08-Aug-19	Correspond and call with H. Denman (White & Case) and C. Shore (UMB) regarding Committee bylaws and conflicts.	Marinuzzi, Lorenzo	0.70	910.00
09-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
12-Aug-19	Revise internal distribution groups (.1); circulate notice of ECF filings to attorneys (.1).	Guido, Laura	0.20	75.00
12-Aug-19	Update Committee administrative documents to reflect addition of new personnel.	Richardson Arnould, Ka	0.30	157.50
13-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys.	Guido, Laura	0.10	37.50
14-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys (.2); update case calendar and provide updates to internal working group (.5).	Guido, Laura	0.70	262.50
15-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys (.2); prepare courtesy copies of recently filed pleadings for delivery to Chambers (.6).	Guido, Laura	0.80	300.00
16-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys (.1); update case calendar and provide updates to internal working group (.2).	Guido, Laura	0.30	112.50
19-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
20-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
20-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
21-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
21-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
22-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.1); update calendar with critical deadlines (.1).	Delehanty, Danielle Ei	0.20	72.00
23-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.10	92.50
23-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
26-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
27-Aug-19	Participate on weekly professionals' call (.4); correspond with D. Delehanty regarding docketing and calendar matters (.2).	Damast, Craig A.	0.60	555.00
27-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
27-Aug-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
27-Aug-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.40	440.00
27-Aug-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.40	520.00
27-Aug-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00
27-Aug-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.40	210.00
28-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
29-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
30-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
30-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
30-Aug-19	Update Committee administrative documents (.4); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
Total: 007	Case Administration		22.00	14,747.00

Claims Administration and Objections

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
01-Aug-19	Review summary of Debtors' settlement with NYS Dept. of Taxation and Finance (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.40	370.00
01-Aug-19	Analyze recently filed proposed settlement agreement between Debtors and NYS Dept. of Taxation (.9); draft summary of same for internal working group (.8).	Richardson Arnould, Ka	1.70	892.50
02-Aug-19	Further analyze potential OID claims objection.	Richards, Erica J.	0.80	740.00
Total: 008	Claims Administration and Objections		2.90	2,002.50

Employment and Fee Applications

06-Aug-19	Begin drafting first interim fee application.	Delehanty, Danielle Ei	0.70	252.00
07-Aug-19	Complete draft of first interim fee application and input all amounts into same (4.2); correspond with internal working group regarding same for review (.2).	Delehanty, Danielle Ei	4.40	1,584.00
07-Aug-19	Correspond with Committee professionals regarding interim fee applications.	Ferraioli, Raff	0.20	110.00
08-Aug-19	Revise first interim fee application regarding blended rates.	Delehanty, Danielle Ei	0.40	144.00
09-Aug-19	Review, prepare, file and serve Perella's June monthly fee statement.	Delehanty, Danielle Ei	0.50	180.00
09-Aug-19	Correspond with Committee professionals regarding interim fee application.	Ferraioli, Raff	0.10	55.00
12-Aug-19	Analyze draft interim fee application (.8); revise same (3.8).	Ferraioli, Raff	4.60	2,530.00
13-Aug-19	Analyze comments to interim fee application (.1); discuss same with L. Marinuzzi (.1); discuss same with L. Guido (.3); discuss same with F. Munshi (Perella) (.1); correspond with Perella regarding interim fee application (.2); revise same (1.1).	Ferraioli, Raff	1.90	1,045.00
13-Aug-19	Revise first interim fee application (1.4); discuss same with R. Ferraioli (.3).	Guido, Laura	1.70	637.50
13-Aug-19	Review and revise first interim fee application (1.1); discuss same with R. Ferraioli (.1).	Marinuzzi, Lorenzo	1.20	1,560.00
14-Aug-19	Revise draft interim fee application; correspond with L. Marinuzzi regarding same; finalize interim fee application; coordinate filing of same.	Ferraioli, Raff	0.40	220.00
14-Aug-19	Finalize and compile MoFo's first interim fee application (.8); file and coordinate service of same and Alix first interim fee application (.5); review Perella first interim fee application (.2); file and coordinate service of same (.3).	Guido, Laura	1.80	675.00
15-Aug-19	Correspond with J. Bregman regarding objection deadline, invoice and expenses.	Ferraioli, Raff	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
16-Aug-19	Analyze status of monthly fee applications; correspond with L. Marinuzzi regarding same; coordinate request to Company regarding same with internal working group.	Ferraioli, Raff	0.40	220.00
20-Aug-19	Analyze U.S. Trustee's comments to fee application (.1); correspond with internal working group regarding same (.2); discuss same with J. Bregman (.3).	Ferraioli, Raff	0.60	330.00
22-Aug-19	Prepare responses to U.S. Trustee's inquiries regarding interim fee application.	Ferraioli, Raff	0.70	385.00
27-Aug-19	Correspond with L. Marinuzzi regarding U.S. Trustee's comments to interim fee application (.3); analyze blended rate detail in connection with same (.6).	Ferraioli, Raff	0.90	495.00
28-Aug-19	Draft July fee application.	Delehanty, Danielle Ei	1.20	432.00
28-Aug-19	Analyze Perella monthly fee application.	Ferraioli, Raff	0.20	110.00
29-Aug-19	Review, redact and compile Perella and MoFo's July fee applications (.6); file and serve same (.6).	Delehanty, Danielle Ei	1.20	432.00
29-Aug-19	Analyze monthly fee application (1.3); coordinate filing of same (.1).	Ferraioli, Raff	1.40	770.00
30-Aug-19	Discuss filing error for monthly fee statements with Chambers (.3); prepare Alix monthly fee statement for filing and redact same (.3).	Delehanty, Danielle Ei	0.60	216.00
30-Aug-19	Analyze Committee professional fee statement; coordinate filing of same.	Ferraioli, Raff	0.30	165.00
Total: 011	Employment and Fee Applications		25.50	12,602.50
Other Litigation				
01-Aug-19	Review and revise motion to intervene in Debtors' adversary proceeding against Uniti (.4); correspond with internal working group regarding same and status (.3); correspond with J. Greer regarding preparation of proposed order (.3); review and revise same (.2); discuss same with J. Greer (.2); correspond with internal working group regarding status of stipulation to intervene in Debtors' adversary proceeding against Uniti (.8).	Damast, Craig A.	2.20	2,035.00
01-Aug-19	Review second lien ad hoc group's motion to intervene in Debtors' adversary proceeding against Uniti.	Goren, Todd M.	0.40	460.00
01-Aug-19	Draft proposed intervention order (.3); discuss same with C. Damast (.2); review correspondence regarding timing of motion to intervene (.6); review second lien motion to intervene in Uniti case (.8).	Greer, Jocelyn Edith	1.90	1,330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
01-Aug-19	Review draft order (.3); review correspondence regarding motion to intervene (.3); review second lien ad hoc group's motion to intervene in Uniti (.5).	Levitt, Jamie A.	1.10	1,347.50
02-Aug-19	Correspond with J. Greer regarding proposed order granting Committee's motion to intervene in Debtors' adversary proceeding (.3); review same (.4).	Damast, Craig A.	0.70	647.50
02-Aug-19	Review and revise order regarding intervention in Debtors' adversary proceeding against Uniti (.4); review Milbank intervention motion (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
06-Aug-19	Correspond with J. Greer regarding status of motion to intervene in Debtors' adversary proceeding against Uniti, finalizing and timing (.4); correspond with internal working group regarding same and status of intervention stipulation (.6); review and revise motion to intervene, notice and proposed order for filing (.9); discuss same with J. Greer (.2); correspond with R. Ferraioli regarding same (.2); review and revise notice of hearing regarding same (.3); correspond with J. Greer regarding same and final revisions to motion to intervene (.3); review first lien ad hoc group's motion to intervene in Debtors' adversary proceeding against Uniti (.5).	Damast, Craig A.	3.40	3,145.00
06-Aug-19	Analyze status update of intervention in Windstream vs. Uniti adversary proceeding.	Ferraioli, Raff	0.40	220.00
06-Aug-19	Review and revise draft motion for intervention.	Goren, Todd M.	0.60	690.00
06-Aug-19	Finalize motion to intervene, notice and proposed order for filing (.9); discuss same with C. Damast (.2).	Greer, Jocelyn Edith	1.10	770.00
06-Aug-19	Review final intervention motion papers (.5); correspond with internal working group regarding same (.3).	Levitt, Jamie A.	0.80	980.00
06-Aug-19	Review draft of Uniti intervention motion.	Rappoport, Steve	0.40	358.00
06-Aug-19	Review other motions to intervene in same proceeding filed by indenture trustees and ad hoc groups (1.1); review motion to intervene in Debtors' adversary proceeding against Uniti by Committee (.7).	Richardson Arnould, Ka	1.80	945.00
07-Aug-19	Review indenture trustees' motion to intervene in Debtors' adversary proceeding against Uniti.	Damast, Craig A.	0.20	185.00

Invoice Number: 5853864
Invoice Date: September 26, 2019

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09-Aug-19	Correspond with internal working group regarding update to Committee on proposed schedule for Debtors' adversary proceeding against Uniti (.2); review same (.2); correspond with internal working group regarding proposed stipulation to intervene in Debtors' adversary proceeding against Uniti (.6); review same (.3).	Damast, Craig A.	1.30	1,202.50
09-Aug-19	Review and analyze proposed litigation schedule regarding Uniti claim with L. Marinuzzi and C. Shore (UMB).	Goren, Todd M.	0.70	805.00
09-Aug-19	Review draft intervention stipulation (.4); analyze draft schedule from Debtors (.4); provide analysis of same to internal working group (.3).	Greer, Jocelyn Edith	1.10	770.00
09-Aug-19	Review Debtors' proposed Uniti adversary intervention stipulation (1.1); review correspondence regarding same (.2); correspond with internal working group regarding response to proposed stipulation (.5).	Levitt, Jamie A.	1.80	2,205.00
09-Aug-19	Review proposed litigation schedule regarding Uniti claim (.8); review same with C. Shore (UMB) and T. Goren (.7); correspond with litigators regarding schedule (.2).	Marinuzzi, Lorenzo	1.70	2,210.00
09-Aug-19	Review draft intervention stipulation for Debtors' adversary proceeding against Uniti.	Rappoport, Steve	0.40	358.00
12-Aug-19	Review and respond to correspondence regarding proposed schedule for adversary proceeding (.2); discuss proposed schedule for Uniti litigation with T. Goren, J. Greer and J. Levitt (.6).	Aikman, Amanda	0.80	740.00
12-Aug-19	Correspond with internal working group regarding comments and revisions to proposed schedule for Debtors' adversary proceeding against Uniti.	Damast, Craig A.	0.20	185.00
12-Aug-19	Review and revise proposed schedule for Uniti litigation (.8); discuss same with J. Greer, A. Aikman and J. Levitt (.6); correspond with J. Winters (White & Case) regarding same (.2). review and revise proposed intervention stipulation (.5); review updated drafts of same (.2); call with Kirkland and White & Case regarding Uniti litigation (1.1).	Goren, Todd M.	3.40	3,910.00
12-Aug-19	Correspond with internal working group regarding changes to intervention stipulation (.7); review correspondence regarding changes to Uniti adversary proceeding schedule (2.9); discuss proposed schedule for Uniti litigation with A. Aikman, J. Levitt and T. Goren (.6); chart various proposals for adversary proceeding schedule (1.2).	Greer, Jocelyn Edith	5.40	3,780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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12-Aug-19	Review correspondence regarding revisions to proposed Uniti adversary intervention stipulation (.4); review chart of competing adversary scheduling proposals (.7); discuss proposed schedule for Uniti litigation with T. Goren, J. Greer and A. Aikman (.6).	Levitt, Jamie A.	1.70	2,082.50
12-Aug-19	Correspond (.5) and call (1.1) with White & Case and Kirkland regarding Uniti litigation; review and revise litigation schedule for bifurcation of Uniti trial (.8); review comments from litigators regarding discovery schedule (.4).	Marinuzzi, Lorenzo	2.80	3,640.00
12-Aug-19	Correspond with A. Aikman and T. Goren regarding timing of Uniti litigation (.4); review draft intervention stipulation (.4).	Rappoport, Steve	0.80	716.00
13-Aug-19	Conduct and analyze research regarding Debtors' adversary proceeding against Uniti for L. Guido.	Duggan, Tom*	0.30	105.00
14-Aug-19	Review revised stipulation regarding intervention in adversary proceeding and correspondence regarding same.	Aikman, Amanda	0.30	277.50
14-Aug-19	Correspond with internal working group and Kirkland team regarding proposed revisions to Uniti adversary proceeding intervention stipulation (.8); review same (.3).	Damast, Craig A.	1.10	1,017.50
14-Aug-19	Review updated draft of intervention protocol (.4); review White & Case mark-up of same (.2).	Goren, Todd M.	0.60	690.00
14-Aug-19	Review draft intervention stipulation from Debtors (.9); correspond with internal working group regarding same (.2).	Greer, Jocelyn Edith	1.10	770.00
14-Aug-19	Review correspondence regarding revisions to proposed Uniti adversary intervention stipulation and schedule (.5); correspond with internal working group regarding Uniti depositions (.2).	Levitt, Jamie A.	0.70	857.50
14-Aug-19	Review updated proposed litigation schedule for Debtors' adversary proceeding against Uniti (.8); review proposed intervention stipulation for same (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Aug-19	Correspond with internal working group regarding comments to draft stipulation regarding intervention in Debtors' adversary proceeding against Uniti (.3); correspond with internal working group, White & Case and Kirkland teams regarding adversary and discovery schedule for Uniti litigation (.9).	Damast, Craig A.	1.20	1,110.00
15-Aug-19	Review and revise updated drafts of intervention stipulation.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: September 26, 2019

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15-Aug-19	Review correspondence regarding draft intervention stipulation for adversary proceeding against Uniti.	Greer, Jocelyn Edith	1.10	770.00
15-Aug-19	Review correspondence regarding revisions to proposed Uniti adversary intervention stipulation and schedule.	Levitt, Jamie A.	0.60	735.00
15-Aug-19	Review updated intervention stipulation regarding Debtors' adversary proceeding against Uniti (.5); review comments from J. Greer regarding same (.3); review correspondence from UMB regarding litigation schedule (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
16-Aug-19	Review Uniti's limited objection to various motions to intervene in Debtors' adversary proceeding against Uniti (.4); correspond with internal working group regarding same (.2); review summary of same for Committee (.1); correspond with Committee members regarding same (.1).	Damast, Craig A.	0.80	740.00
16-Aug-19	Analyze Uniti's objection to motion to intervene (.4); draft update for Committee regarding same (.3).	Ferraioli, Raff	0.70	385.00
16-Aug-19	Review Uniti's objection to motion to intervene (.4); review proposed modifications to stipulation regarding intervention with L. Marinuzzi (.3); calls with M. Brod (Milbank) (.2), R. Shanker (Kirkland) (.2) and J. Winters (White & Case) (.3) regarding same.	Goren, Todd M.	1.40	1,610.00
16-Aug-19	Review Uniti's objection to motion to intervene (.7); review correspondence regarding same (.4).	Greer, Jocelyn Edith	1.10	770.00
16-Aug-19	Review Uniti's objection to motion to intervene (.7); correspond with internal working group regarding intervention opposition (.4).	Levitt, Jamie A.	1.10	1,347.50
16-Aug-19	Review Uniti's objection to motion to intervene (.6); review proposed modifications to stipulation regarding intervention with T. Goren (.3); review proposed reply to Uniti objection (.5).	Marinuzzi, Lorenzo	1.40	1,820.00
18-Aug-19	Correspond with internal working group regarding status of intervention in Debtors' adversary proceeding against Uniti.	Damast, Craig A.	0.20	185.00
18-Aug-19	Correspond with intervenors regarding intervention reply and intervention stipulation.	Goren, Todd M.	0.40	460.00
19-Aug-19	Review filings in adversary proceeding regarding motions to intervene and proposed stipulation regarding same in preparation for omnibus hearing (.9); review correspondence with E. Moskowitz (DPW) and J. Greer regarding same (.3).	Aikman, Amanda	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
19-Aug-19	Correspond with internal working group regarding reply in support of Committee's intervention in Debtors' adversary proceeding against Uniti (.4); review and revise draft of same (.8); correspond with internal working group regarding same, comments and revisions (.6); correspond with internal working group, White & Case and Kirkland teams regarding revisions to case schedule regarding adversary proceeding against Uniti (.4); review same (.2); review draft of joint reply in support of Committee's intervention in adversary proceeding (.2); correspond with internal working group regarding same and joinder in intervenors' reply (.5); correspond with internal working group regarding revised proposed intervention stipulation (.2); review same (.2); correspond with intervenors' counsel and internal working group regarding revisions to and finalizing intervention stipulation (.7).	Damast, Craig A.	4.20	3,885.00
19-Aug-19	Analyze correspondence regarding intervention (.2); analyze draft response to Uniti's objection to intervention stipulation (.3); analyze comments to same (.2); analyze revised litigation schedule (.1).	Ferraioli, Raff	0.80	440.00
19-Aug-19	Correspond with intervenors regarding reply and amended stipulation (.8); review and revise updated drafts of same (.9); correspond with Kirkland and DPW regarding same (.4).	Goren, Todd M.	2.10	2,415.00
19-Aug-19	Review correspondence regarding revised intervention stipulation (.9); draft reply to Uniti's objection to intervention (3.1); revise proposed intervention stipulation (.8).	Greer, Jocelyn Edith	4.80	3,360.00
19-Aug-19	Review draft reply regarding Uniti intervention motion (1.0); review proposed intervention stipulation (.5); correspond with internal working group regarding intervention stipulation issues (.3).	Levitt, Jamie A.	1.80	2,205.00
19-Aug-19	Review and finalize reply regarding intervention motion (.6); review and revise proposed compromise stipulation regarding intervention (.5); analyze research regarding intervention (.5).	Marinuzzi, Lorenzo	1.60	2,080.00
19-Aug-19	Review information sharing protocol.	Marinuzzi, Lorenzo	0.70	910.00
19-Aug-19	Review UMB reply regarding motion to intervene (.3); review draft of same (.5); comment on draft reply regarding motion to intervene (.3).	Rappoport, Steve	1.10	984.50
20-Aug-19	Review briefing regarding motion to intervene.	Aikman, Amanda	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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20-Aug-19	Correspond with internal working group regarding Chambers conference regarding Debtors' adversary proceeding against Uniti (.2); review signed stipulation and order regarding intervention in adversary proceeding against Uniti (.1); correspond with internal working group and White & Case team regarding comments to proposed adversary proceeding schedule (.2); review same (.2); correspond with internal working group regarding Debtors' information sharing protocol motion (.2).	Damast, Craig A.	0.90	832.50
20-Aug-19	Correspond with K. Richardson regarding scheduling conference for adversary proceeding.	Greer, Jocelyn Edith	0.20	140.00
20-Aug-19	Review intervention papers.	Marinuzzi, Lorenzo	1.20	1,560.00
21-Aug-19	Review proposed schedule for adversary proceeding (.1); correspond with J. Greer, J. Levitt and S. Rappoport regarding same (.2); review draft document requests in adversary proceeding (.3).	Aikman, Amanda	0.60	555.00
21-Aug-19	Review and comments on Uniti adversary proceeding schedule.	Rappoport, Steve	0.30	268.50
22-Aug-19	Review correspondence regarding adversary proceeding schedule.	Aikman, Amanda	0.20	185.00
22-Aug-19	Correspond with counsel and internal working group regarding comments to Uniti adversary proceeding schedule (.5); review same (.2); correspond with internal working group regarding same (.5); review revised proposed schedule (.2); correspond with internal working group and other intervenors' respective counsel regarding revisions to proposed adversary proceeding schedule (.7).	Damast, Craig A.	2.10	1,942.50
22-Aug-19	Review and analyze proposed schedules (.7); correspond with internal working group regarding revisions to same (.5).	Goren, Todd M.	1.20	1,380.00
22-Aug-19	Review correspondence regarding proposed adversary schedule.	Greer, Jocelyn Edith	1.30	910.00
22-Aug-19	Review Debtors' and UMB proposed Uniti adversary schedules.	Levitt, Jamie A.	0.80	980.00
22-Aug-19	Review schedule for adversary proceeding (.5); correspond with internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
22-Aug-19	Review various scheduling proposals (.2); correspond with J. Greer regarding same (.3).	Rappoport, Steve	0.50	447.50
23-Aug-19	Call with A. Reneger (Milbank) regarding adversary proceeding schedule (.1); correspond with internal working group regarding same (.3).	Aikman, Amanda	0.40	370.00
23-Aug-19	Correspond with internal working group regarding proposed Uniti adversary proceeding schedule and revisions (.8); review same (.3).	Damast, Craig A.	1.10	1,017.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
23-Aug-19	Review adversary proceeding schedule proposals and quality check chart summarizing same.	Delehanty, Danielle Ei	0.60	216.00
23-Aug-19	Review correspondence regarding proposed adversary schedule.	Greer, Jocelyn Edith	2.10	1,470.00
23-Aug-19	Correspond with J. Greer regarding proposed schedule.	Rappoport, Steve	0.30	268.50
23-Aug-19	Review revised proposed adversary schedule (.4) and correspondence regarding Uniti adversary proceeding (.2).	Richardson Arnould, Ka	0.60	315.00
26-Aug-19	Correspond with Sidley and Kirkland regarding Uniti adversary proceeding and scheduling.	Aikman, Amanda	0.20	185.00
26-Aug-19	Correspond with internal working group and other intervenors' counsel regarding proposed Uniti adversary proceeding schedule and scheduling call (.6); review proposed schedule (.4); correspond with internal working group regarding same (.2); calls with White & Case (.4) and intervenor group (.5) regarding adversary proceeding schedule; review Debtors' complaint against Uniti (.3).	Damast, Craig A.	2.40	2,220.00
26-Aug-19	Review updated Uniti adversary proceeding schedule (.7); calls with White & Case (.4) and intervenor group (.5) regarding same.	Goren, Todd M.	1.60	1,840.00
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule.	Greer, Jocelyn Edith	0.90	630.00
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule; correspond with internal working group regarding discovery cutoff dates and scheduling (.6); review underlying claims in connection with scheduling discussion and fact discovery requirements (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule.	Rappoport, Steve	0.90	805.50
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule.	Richardson Arnould, Ka	0.90	472.50
27-Aug-19	Review and respond to correspondence regarding proposed Uniti adversary schedule.	Aikman, Amanda	0.20	185.00
27-Aug-19	Correspond with intervenors' respective counsel regarding proposed Uniti adversary proceeding schedule (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.70	647.50
27-Aug-19	Analyze proposed Uniti adversary proceeding schedule; analyze correspondence regarding same.	Ferraioli, Raff	0.20	110.00
27-Aug-19	Review updated Uniti adversary schedule (.2); correspond with intervenors regarding same (.2).	Goren, Todd M.	0.40	460.00
27-Aug-19	Correspond with internal working group and other counsel regarding Uniti adversary schedule.	Levitt, Jamie A.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
27-Aug-19	Correspond with internal working group and counsel for first and second liens regarding Uniti schedule (.3); prepare correspondence to White & Case regarding same (.5).	Rappoport, Steve	0.80	716.00
28-Aug-19	Review draft protective order.	Aikman, Amanda	0.20	185.00
28-Aug-19	Correspond with internal working group and other intervenors' counsel regarding final version of creditors' proposed Uniti adversary proceeding schedule and transmittal to Debtors (.6); correspond with internal working group and Kirkland team regarding same (.2).	Damast, Craig A.	0.80	740.00
28-Aug-19	Analyze proposed adversary proceeding schedule; analyze correspondence regarding same.	Ferraioli, Raff	0.20	110.00
28-Aug-19	Correspond with internal working group and Debtors regarding updated proposed schedule.	Goren, Todd M.	0.30	345.00
28-Aug-19	Review correspondence regarding Uniti adversary schedule (.3); review draft of protective order for Uniti adversary proceeding (.5).	Greer, Jocelyn Edith	0.80	560.00
28-Aug-19	Review proposed Uniti trial schedule (.2); correspond with C. Shore (UMB) regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
28-Aug-19	Draft and send scheduling correspondence regarding Uniti adversary proceeding to Debtors.	Rappoport, Steve	0.30	268.50
29-Aug-19	Correspond with J. Greer, J. Levitt and S. Rappoport regarding potential expert witness.	Aikman, Amanda	0.10	92.50
29-Aug-19	Review proposed changes to protective order.	Goren, Todd M.	0.30	345.00
29-Aug-19	Review correspondence regarding Uniti adversary protective order (.2); correspond with Kirkland regarding potential expert witness for Uniti adversary proceeding (.2).	Greer, Jocelyn Edith	0.40	280.00
30-Aug-19	Analyze revised draft protective order prepared by White & Case (.2); correspond with J. Greer and S. Rappoport regarding same (.1); review correspondence regarding adversary proceeding schedule (.1).	Aikman, Amanda	0.40	370.00
30-Aug-19	Correspond with internal working group regarding protective order for Uniti adversary proceeding (.2); review correspondence regarding Uniti adversary schedule (.3); schedule call with Kirkland regarding potential expert witness (.2).	Greer, Jocelyn Edith	0.70	490.00
30-Aug-19	Correspond with internal working group and other counsel regarding Uniti adversary schedule.	Levitt, Jamie A.	0.40	490.00
30-Aug-19	Correspond with R. Howell (Kirkland) regarding Uniti adversary schedule (.3); correspond with internal working group regarding same (.3).	Rappoport, Steve	0.60	537.00
Total: 014	Other Litigation		107.30	103,454.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
Meetings and Communications with Creditors				
01-Aug-19	Correspond with Committee regarding intervention in Uniti adversary proceeding; correspond with Committee regarding initial mediation session.	Ferraioli, Raff	0.30	165.00
02-Aug-19	Correspond with Committee regarding stipulation to extend 365(d)(4) deadline with respect to Uniti master lease; correspond with internal working group regarding update to Committee on same.	Ferraioli, Raff	0.40	220.00
02-Aug-19	Review and revise status update to Committee.	Goren, Todd M.	0.30	345.00
06-Aug-19	Discuss agenda and presentation materials for upcoming Committee call with K. Richardson (.5); review and revise same (.3).	Damast, Craig A.	0.80	740.00
06-Aug-19	Correspond with Committee regarding case updates and status.	Ferraioli, Raff	0.30	165.00
06-Aug-19	Review and revise materials for Committee call (.7); call with AT&T regarding mediation (.4).	Goren, Todd M.	1.10	1,265.00
06-Aug-19	Prepare for Committee call (.4); review financial update from Alix (.3); call with Alix and Perella to review agenda for Committee call (.6); call with Committee members regarding status of mediation (.5).	Marinuzzi, Lorenzo	1.80	2,340.00
06-Aug-19	Draft agenda for upcoming Committee call (.3); discuss same and presentation materials with C. Damast (.5); review financial presentation from Alix (.7); provide comments to J. Wooding (Alix) regarding same (.2); review weekly trading update from Perella (.2).	Richardson Arnould, Ka	1.90	997.50
07-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.70	1,572.50
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Dopsch, Peter C.	1.10	1,265.00
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	1.10	605.00
07-Aug-19	Prepare for (.2) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); review Alix and Perella materials for call (.6).	Goren, Todd M.	1.90	2,185.00
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Marines, Jennifer L.	1.10	1,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3); call with J. Carr (UMB) regarding Committee bylaws (.3).	Marinuzzi, Lorenzo	1.40	1,820.00
07-Aug-19	Participate on weekly Committee call.	Peck, Geoffrey R.	0.80	900.00
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	1.10	1,017.50
07-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); draft initial agenda for next Committee call (.2); update Committee administrative documents (.2).	Richardson Arnould, Ka	2.10	1,102.50
08-Aug-19	Correspond with internal working group regarding update for Committee; correspond with Committee regarding same.	Ferraioli, Raff	0.20	110.00
08-Aug-19	Review and revise correspondence to Committee regarding mediation status and update (.7); correspond with J. Grudus (AT&T) regarding mediation (.2).	Goren, Todd M.	0.90	1,035.00
09-Aug-19	Correspond with Committee regarding mediation and update regarding challenge period; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
09-Aug-19	Review and revise update to Committee regarding Uniti schedule and mediation (.4); correspond with Committee members regarding mediation scheduling and attendance (.3).	Goren, Todd M.	0.70	805.00
09-Aug-19	Draft update to Committee regarding mediation and recently filed motion.	Richardson Arnould, Ka	0.30	157.50
12-Aug-19	Review and revise agenda for Committee call (.2); call with J. Grudus (AT&T) and B. Lohan (AT&T) regarding Committee call (.4).	Goren, Todd M.	0.60	690.00
12-Aug-19	Review and revise draft agenda for Committee call.	Richards, Erica J.	0.20	185.00
12-Aug-19	Draft agenda and Committee update for upcoming Committee call (.6); revise per comments from E. Richards (.3).	Richardson Arnould, Ka	0.90	472.50
13-Aug-19	Correspond with internal working group regarding agenda for upcoming Committee call (.3); review same (.3).	Damast, Craig A.	0.60	555.00
13-Aug-19	Prepare for (.1) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Ferraioli, Raff	0.70	385.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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13-Aug-19	Prepare for (.3) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.90	1,035.00
13-Aug-19	Participate on weekly Committee call regarding mediation update and case status (.4); follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.60	660.00
13-Aug-19	Call with R. Seltzer (CWA) regarding mediation (.3); participate on weekly Committee call regarding mediation update and case status (.4); follow-up discussion with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
13-Aug-19	Prepare for (.2) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.80	740.00
13-Aug-19	Prepare for (.2) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	0.80	420.00
14-Aug-19	Correspond with Committee regarding mediation status and case updates.	Ferraioli, Raff	0.30	165.00
15-Aug-19	Correspond with Committee regarding mediation update; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
16-Aug-19	Review and revise status update to Committee.	Goren, Todd M.	0.20	230.00
16-Aug-19	Review update to Committee and circulate.	Richardson Arnould, Ka	0.30	157.50
19-Aug-19	Draft update for Committee regarding upcoming hearing and case status; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
20-Aug-19	Review and revise draft agenda for upcoming Committee call (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.60	555.00
20-Aug-19	Correspond and call with M. Wolford (Bull Communications) regarding case status and next steps (.6); call and correspond with R. Seltzer (CWA) regarding Committee call agenda (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
20-Aug-19	Review and revise summary of hearing and agenda for upcoming Committee call.	Richards, Erica J.	0.90	832.50
20-Aug-19	Draft agenda for upcoming Committee call (.5); revise same (.3); review financial presentation from Alix (.8); provide comments to J. Wooding (Alix) regarding same (.4); correspond with F. Munshi (Perella) regarding materials for distribution in advance of upcoming Committee call (.2).	Richardson Arnould, Ka	2.20	1,155.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
21-Aug-19	Prepare for (.7) and participate on (.9) weekly Committee call.	Damast, Craig A.	1.60	1,480.00
21-Aug-19	Prepare for (.3) and participate on (.9) weekly Committee call.	Ferraioli, Raff	1.20	660.00
21-Aug-19	Prepare for (.5) and participate on (.9) weekly Committee call; call with S. Lovett (Paul Weiss) regarding Uniti litigation (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
21-Aug-19	Participate on weekly Committee call.	Richards, Erica J.	0.90	832.50
21-Aug-19	Prepare for (.4) and participate on weekly Committee call (.9).	Richardson Arnould, Ka	1.30	682.50
27-Aug-19	Review and revise draft of agenda for upcoming Committee call (.4); discuss same with K. Richardson (.3); correspond with internal working group regarding same and update to Committee (.4).	Damast, Craig A.	1.10	1,017.50
27-Aug-19	Analyze agenda for upcoming Committee call (.1); correspond with internal working group regarding same (.1); correspond with Committee member regarding same (.1); analyze materials for upcoming Committee call (.7); correspond with Committee professionals regarding same (.2); discuss same with K. Richardson (.2).	Ferraioli, Raff	1.40	770.00
27-Aug-19	Draft agenda and update for upcoming Committee call (.7); discuss same with C. Damast (.3); correspond with Perella regarding materials for upcoming Committee call (.2); discuss same with R. Ferraioli (.2).	Richardson Arnould, Ka	1.40	735.00
28-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	1.60	1,480.00
28-Aug-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	1.30	715.00
28-Aug-19	Prepare for (.2) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	1.20	1,380.00
28-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Levitt, Jamie A.	1.00	1,225.00
28-Aug-19	Prepare for (.1) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	1.10	1,210.00
28-Aug-19	Prepare for (.7) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Marinuzzi, Lorenzo	1.70	2,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
28-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	1.00	925.00
28-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	1.60	840.00
29-Aug-19	Correspond with R. Seltzer (CWA) regarding status update.	Marinuzzi, Lorenzo	0.20	260.00
Total: 015	Meetings and Communications with Creditors		56.10	49,912.50
Non-Working Travel				
12-Aug-19	Travel to/from Kirkland for mediation.	Aikman, Amanda	1.10	1,017.50
14-Aug-19	Travel to/from Kirkland for mediation.	Aikman, Amanda	0.90	832.50
14-Aug-19	Travel to/from Kirkland for mediation.	Richards, Erica J.	0.30	277.50
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Aikman, Amanda	2.00	1,850.00
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Greer, Jocelyn Edith	1.20	840.00
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.20	2,860.00
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Richards, Erica J.	1.70	1,572.50
Total: 016	Non-Working Travel		9.40	9,250.00
Relief from Stay and Adequate Protection				
08-Aug-19	Review notice of presentment and stipulation with Citibank regarding limited relief from automatic stay to effectuate a setoff.	Damast, Craig A.	0.20	185.00
13-Aug-19	Review lift stay reply for Florida action (.8); review U.S. Government pleading regarding Florida stay action (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
16-Aug-19	Review proposed order lifting stay for Apache nation.	Marinuzzi, Lorenzo	0.40	520.00
Total: 019	Relief from Stay and Adequate Protection		1.80	2,265.00
Reporting				
07-Aug-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
21-Aug-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
23-Aug-19	Correspond with T. Scheffer (Kirkland) regarding first day and cash reporting (.1); review same (.2).	Damast, Craig A.	0.30	277.50
28-Aug-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
Total: 020	Reporting		0.80	740.00
Valuation				
07-Aug-19	Correspond with Alix regarding valuation model.	Goren, Todd M.	0.30	345.00
Total: 022	Valuation		0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
Discovery				
01-Aug-19	Discuss document review status with K. Richardson (.2); correspond with P. Dopsch regarding discovery related to recharacterization analysis (.4); review document production for purposes of recharacterization claim (.1).	Bullard, Miranda	0.70	385.00
01-Aug-19	Discuss document review status with M. Bullard.	Richardson Arnould, Ka	0.20	105.00
02-Aug-19	Review and retrieve newly added dataroom files and circulate same to internal working group.	Delehanty, Danielle Ei	0.30	108.00
02-Aug-19	Correspond with D. Kaufman regarding Aurelius documents.	Greer, Jocelyn Edith	0.10	70.00
02-Aug-19	Review Aurelius documents (1.1); correspond with D. Kaufman regarding same (.3).	Levitt, Jamie A.	1.40	1,715.00
05-Aug-19	Prepare production documents for attorney review.	Chan, David**	0.80	256.00
05-Aug-19	Review correspondence regarding Aurelius document review.	Greer, Jocelyn Edith	0.40	280.00
05-Aug-19	Review correspondence regarding Aurelius document production and review.	Levitt, Jamie A.	0.40	490.00
05-Aug-19	Review and summarize key documents from second Aurelius production.	Westergaard, Lily Vale	1.10	577.50
06-Aug-19	Correspond with K. Richardson regarding document review process in connection with recharacterization claim.	Bullard, Miranda	0.10	55.00
06-Aug-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.10	36.00
06-Aug-19	Review and summarize key documents from second Aurelius production.	Westergaard, Lily Vale	1.30	682.50
07-Aug-19	Review summary of second Aurelius production (.5); call with L. Westergaard regarding same (.3); review summary of findings and provide comments (.4).	Richardson Arnould, Ka	1.20	630.00
07-Aug-19	Finalize summary of second Aurelius production (.3); call with K. Richardson regarding same (.3).	Westergaard, Lily Vale	0.60	315.00
09-Aug-19	Review and retrieve newly added dataroom files and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00
10-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.20	630.00
11-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.80	945.00
12-Aug-19	Review document production relating to true lease recharacterization claim.	Bullard, Miranda	0.30	165.00
12-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	2.10	1,102.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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13-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.30	682.50
14-Aug-19	Review correspondence regarding Uniti and Gunderman depositions.	Greer, Jocelyn Edith	0.40	280.00
14-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.20	630.00
20-Aug-19	Correspond with internal working group, Perella and Alix teams regarding draft document requests directed to Uniti.	Damast, Craig A.	0.40	370.00
20-Aug-19	Review bankruptcy documents relating to document requests and related discovery.	Dopsch, Peter C.	0.40	460.00
20-Aug-19	Review correspondence regarding Uniti RFPs (.3); review correspondence regarding scheduling depositions in Windstream vs. Charter litigation (.6).	Greer, Jocelyn Edith	0.90	630.00
20-Aug-19	Review production materials provided by Aurelius.	Kaufman, David H.	0.80	980.00
20-Aug-19	Review correspondence regarding RFPs in Uniti action.	Levitt, Jamie A.	0.80	980.00
20-Aug-19	Review Debtors' proposed RFP to Uniti (.4); correspond with Perella and Alix teams regarding crafting document requests for Uniti (.3).	Marinuzzi, Lorenzo	0.70	910.00
21-Aug-19	Correspond with J. Greer regarding diligence related to Committee claims; discuss and correspond with Alix regarding same.	Ferraioli, Raff	0.20	110.00
21-Aug-19	Review document production by Aurelius.	Kaufman, David H.	2.90	3,552.50
22-Aug-19	Correspond with internal working group regarding comments and additions to draft document requests to Uniti (.4); review same (.5).	Damast, Craig A.	0.90	832.50
22-Aug-19	Follow up on issues related to document requests.	Dopsch, Peter C.	0.70	805.00
22-Aug-19	Analyze draft Uniti document requests; correspond with J. Greer regarding same.	Ferraioli, Raff	0.20	110.00
22-Aug-19	Correspond with internal working group regarding Debtors' Uniti RFPs.	Greer, Jocelyn Edith	0.60	420.00
22-Aug-19	Review document production from Aurelius.	Kaufman, David H.	1.60	1,960.00
22-Aug-19	Review list of document requests from Committee financial advisers for including in consolidated requests (.4); correspond with A. Aikman regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
23-Aug-19	Review Debtors' draft RFP and proposed edits.	Aikman, Amanda	0.60	555.00
23-Aug-19	Correspond with internal working group regarding revisions to Debtors' document requests for Uniti (.2); review same (.4).	Damast, Craig A.	0.60	555.00
23-Aug-19	Review and retrieve newly added dataroom files and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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23-Aug-19	Review draft of Uniti RFPs (.6); call with J. Greer regarding revisions to same (.9); review second draft of same (.4).	Dopsch, Peter C.	1.90	2,185.00
23-Aug-19	Call with P. Dopsch regarding Uniti RFPs (.9); revise same (.4).	Greer, Jocelyn Edith	1.30	910.00
23-Aug-19	Review document production from Aurelius.	Kaufman, David H.	1.10	1,347.50
24-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	2.70	1,417.50
25-Aug-19	Correspond with Kirkland regarding Uniti RFPs.	Greer, Jocelyn Edith	0.30	210.00
25-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.70	892.50
26-Aug-19	Review revised RFP (.1); correspond with J. Greer regarding same (.1).	Aikman, Amanda	0.20	185.00
26-Aug-19	Correspond with A. McDonald (Kirkland) regarding draft of Uniti RFPs (.1); review same (.8).	Damast, Craig A.	0.90	832.50
26-Aug-19	Review updated Uniti RFPs.	Greer, Jocelyn Edith	0.80	560.00
26-Aug-19	Review updated Uniti RFPs.	Marinuzzi, Lorenzo	0.40	520.00
26-Aug-19	Review White & Case letter to Debtors regarding waiver of objection to discovery (.3); review Uniti related RFPs (.3).	Richardson Arnould, Ka	0.60	315.00
27-Aug-19	Update relativity database with newly uploaded Windstream dataroom materials.	Bergelson, Vadim	1.20	414.00
27-Aug-19	Review diligence documents for purposes of recharacterization claim.	Bullard, Miranda	0.30	165.00
27-Aug-19	Correspond with internal working group regarding current draft of document requests to Uniti (.3); review same (.4).	Damast, Craig A.	0.70	647.50
27-Aug-19	Review correspondence regarding Uniti RFPs.	Greer, Jocelyn Edith	0.60	420.00
27-Aug-19	Correspond with M. Bullard regarding documents related to recharacterization claim (.2); correspond with V. Bergelson regarding same (.6).	Richardson Arnould, Ka	0.80	420.00
28-Aug-19	Identify select Uniti documents in relativity (.3); create saved searches (.4).	Bergelson, Vadim	0.70	241.50
28-Aug-19	Review correspondence regarding depositions of A. Sites and E. Walker.	Greer, Jocelyn Edith	0.20	140.00
29-Aug-19	Review Uniti diligence responses.	Goren, Todd M.	1.40	1,610.00
30-Aug-19	Download incoming Windstream document production (.4); coordinate relativity database update (.7).	Bergelson, Vadim	1.10	379.50
30-Aug-19	Correspond with internal working group and White & Case team regarding discovery and Uniti claims.	Damast, Craig A.	0.40	370.00
30-Aug-19	Review and retrieve newly added dataroom files and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
30-Aug-19	Review correspondence relating to document production.	Dopsch, Peter C.	0.30	345.00
30-Aug-19	Review correspondence between J. Winters (White & Case) and E. Moskowitz (DPW) regarding failure to produce documents in response to UMB demand (.5); review White & Case letter to Hessler regarding objection to Uniti claims (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 023	Discovery		50.90	39,933.50
Hearings				
12-Aug-19	Prepare notice of adjournment of hearing (.2); file and coordinate service of same (.2).	Guido, Laura	0.40	150.00
16-Aug-19	Schedule CourtSolutions Aug. 20th telephonic hearing appearance for K. Richardson.	Guido, Laura	0.20	75.00
16-Aug-19	Correspond with D. Delehanty and L. Guido regarding upcoming omnibus hearing.	Richardson Arnould, Ka	0.30	157.50
19-Aug-19	Correspond with internal working group regarding update for Committee regarding upcoming omnibus hearing (.2); review agenda for same (.3); discuss hearing and materials with K. Richardson (.4).	Damast, Craig A.	0.90	832.50
19-Aug-19	Review agenda and draft index and prepare hearing binders for Aug. 20th hearing (2.8); correspond with Chambers regarding electronics orders and prepare same (.6); prepare additional binders for litigation team (1.0).	Delehanty, Danielle Ei	4.40	1,584.00
19-Aug-19	Correspond with K. Richardson regarding upcoming hearing; analyze agenda and materials for same.	Ferraioli, Raff	0.40	220.00
19-Aug-19	Prepare for hearing regarding intervention motion.	Greer, Jocelyn Edith	1.10	770.00
19-Aug-19	Review motions scheduled in preparation for upcoming omnibus hearing.	Richards, Erica J.	1.30	1,202.50
19-Aug-19	Correspond with Chambers, internal working group and D. Delehanty regarding upcoming hearing (2.7); discuss hearing and materials with C. Damast (.4).	Richardson Arnould, Ka	3.10	1,627.50
20-Aug-19	Attend omnibus hearing.	Aikman, Amanda	1.90	1,757.50
20-Aug-19	Attend omnibus hearing (1.9); review summary of hearing for Committee (.2); correspond with internal working group regarding same and revisions (.3).	Damast, Craig A.	2.40	2,220.00
20-Aug-19	Attend omnibus hearing.	Greer, Jocelyn Edith	1.90	1,330.00
20-Aug-19	Correspond with internal working group regarding intervention motion hearing.	Levitt, Jamie A.	0.20	245.00
20-Aug-19	Attend omnibus hearing.	Marinuzzi, Lorenzo	1.90	2,470.00
20-Aug-19	Attend omnibus hearing.	Richards, Erica J.	1.90	1,757.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
20-Aug-19	Attend omnibus hearing (telephonically) (1.9); draft summary of same (.9); revise same (.3).	Richardson Arnould, Ka	3.10	1,627.50
Total: 024	Hearings		25.40	18,026.50
Claims Investigation				
01-Aug-19	Draft memorandum regarding Uniti contingency analysis.	Richardson Arnould, Ka	4.60	2,415.00
02-Aug-19	Discuss memorandum regarding Uniti contingency analysis with R. Ferraioli (.3); conduct legal research regarding same and review (1.6); draft, review and revise insert for memorandum (1.8); discuss same with K. Richardson (.3); review and revise other sections of memorandum (1.6).	Damast, Craig A.	5.60	5,180.00
02-Aug-19	Review correspondence regarding White & Case comments relating to recharacterization analysis.	Dopsch, Peter C.	0.20	230.00
02-Aug-19	Discuss memorandum regarding Uniti contingency analysis with C. Damast (.3); conduct and analyze legal research regarding same (.8); analyze draft of same (1.6); revise same (1.9); correspond with K. Richardson regarding same (.2).	Ferraioli, Raff	4.80	2,640.00
02-Aug-19	Conduct and analyze research regarding pending sale leaseback reclassification litigation in Gypsum Resources.	Marines, Jennifer L.	0.90	990.00
02-Aug-19	Review and revise draft memorandum regarding Uniti contingency analysis (.9); correspond with internal working group regarding memorandum observations and follow up points (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
02-Aug-19	Draft memorandum regarding Uniti contingency analysis (3.8); draft insert for memorandum (2.1); discuss same with C. Damast (.3); research REIT issues (.6); correspond with R. Ferraioli regarding memorandum and revise accordingly (.6); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	7.60	3,990.00
03-Aug-19	Review and revise Uniti contingency analysis (3.1); correspond with R. Ferraioli and K. Richardson regarding same and comments (.3); correspond with internal working group regarding same, further comments and revisions (.9).	Damast, Craig A.	4.30	3,977.50
03-Aug-19	Analyze comments to Uniti contingency analysis memorandum; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
04-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum and analysis of issues.	Damast, Craig A.	0.80	740.00
05-Aug-19	Analyze Uniti contingency analysis memorandum.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
06-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum and revisions (.6); discuss same and additional research with K. Richardson (.8); review and revise same (.7); discuss same, revisions and additional research issues with T. Goren (.5).	Damast, Craig A.	2.60	2,405.00
06-Aug-19	Review status of Uniti contingency analysis memorandum.	Ferraioli, Raff	0.40	220.00
06-Aug-19	Review and revise Uniti contingency analysis memorandum regarding potential scenarios (.4); discuss same, revisions and additional research issues with C. Damast (.5).	Goren, Todd M.	0.90	1,035.00
06-Aug-19	Revise memorandum for Committee regarding potential Uniti contingency analysis (.8); revise same per comments from L. Marinuzzi (.5); conduct legal research per comments from T. Goren in connection with same (1.2); discuss Uniti contingency analysis regarding revisions and additional research with C. Damast (.8).	Richardson Arnould, Ka	3.30	1,732.50
07-Aug-19	Review and revise memorandum regarding Uniti contingency analysis.	Marinuzzi, Lorenzo	1.40	1,820.00
08-Aug-19	Review correspondence from K. Richardson relating to Uniti contingency analysis memorandum.	Bullard, Miranda	0.10	55.00
08-Aug-19	Review summary of Uniti Q2 results (.3); correspond with K. Richardson regarding Uniti contingency analysis memorandum (.7); discuss same with K. Richardson (.6); brief research regarding same (.6).	Damast, Craig A.	2.20	2,035.00
08-Aug-19	Conduct legal research and analyze Uniti filings in connection with Uniti contingency analysis memorandum (4.9); revise same (2.4); discuss same with C. Damast (.6).	Richardson Arnould, Ka	7.90	4,147.50
09-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum.	Damast, Craig A.	0.30	277.50
09-Aug-19	Conduct legal research regarding Uniti contingency analysis (1.1); further revise memorandum for Committee regarding same (1.7).	Richardson Arnould, Ka	2.80	1,470.00
12-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum (.3); review current draft of same (.5).	Damast, Craig A.	0.80	740.00
12-Aug-19	Review and revise draft memorandum regarding Uniti contingency analysis.	Richards, Erica J.	1.30	1,202.50
13-Aug-19	Correspond with P. Dopsch regarding true lease recharacterization memorandum.	Bullard, Miranda	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
13-Aug-19	Correspond with internal working group regarding comments to Uniti contingency analysis memorandum (.3); review same (.3).	Damast, Craig A.	0.60	555.00
13-Aug-19	Cite-check memorandum regarding Uniti contingency analysis.	Guido, Laura	2.10	787.50
13-Aug-19	Review and revise memorandum regarding Uniti contingency analysis and reactions.	Marinuzzi, Lorenzo	1.30	1,690.00
13-Aug-19	Further revise memorandum regarding Uniti contingency analysis per comments by E. Richards.	Richardson Arnould, Ka	1.10	577.50
14-Aug-19	Correspond with internal working group regarding revisions to Uniti contingency analysis memorandum (.3); review same (.3).	Damast, Craig A.	0.60	555.00
14-Aug-19	Analyze comments to (.2) and revise (.8) Uniti contingency analysis memorandum.	Ferraioli, Raff	1.00	550.00
14-Aug-19	Revise memorandum regarding Uniti contingency analysis.	Marinuzzi, Lorenzo	1.10	1,430.00
14-Aug-19	Further revise memorandum regarding Uniti contingency analysis.	Richardson Arnould, Ka	2.30	1,207.50
15-Aug-19	Review status of analysis of Uniti claims (.4); review materials regarding 2015 solvency (.3); review analysis of solvency law (.9).	Marinuzzi, Lorenzo	1.60	2,080.00
19-Aug-19	Review Uniti contingency analysis memorandum (.3); revise same (2.1); correspond with internal working group regarding same (.2); discuss same with K. Richardson (.2).	Damast, Craig A.	2.80	2,590.00
19-Aug-19	Review Uniti contingency analysis memorandum (.2); discuss same with C. Damast (.2).	Richardson Arnould, Ka	0.40	210.00
20-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum (.2); discuss same with R. Ferraioli and K. Richardson (.8); review and revise Uniti contingency analysis memorandum (2.4); correspond with K. Richardson regarding same and revisions (.4); correspond with T. Goren regarding same (.3).	Damast, Craig A.	4.10	3,792.50
20-Aug-19	Discuss Uniti contingency analysis memorandum with C. Damast and K. Richardson (.8); analyze comments to same (.3); conduct and analyze legal research regarding same (.6); revise same (.4); correspond with T. Goren regarding same (.2).	Ferraioli, Raff	2.30	1,265.00
20-Aug-19	Review and revise updated correspondence regarding potential Uniti scenarios.	Goren, Todd M.	0.60	690.00
20-Aug-19	Review status of Aurelius document review and claims analysis (.6); review and finalize Uniti contingency analysis (.5).	Marinuzzi, Lorenzo	1.10	1,430.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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20-Aug-19	Discuss Uniti contingency analysis memorandum with R. Ferraioli and C. Damast (.8); revise and review same (1.3).	Richardson Arnould, Ka	2.10	1,102.50
21-Aug-19	Review final version of Uniti contingency analysis memorandum.	Damast, Craig A.	0.50	462.50
21-Aug-19	Follow up on additional analysis relating to recharacterization.	Dopsch, Peter C.	0.60	690.00
21-Aug-19	Correspond with K. Richardson regarding key Windstream personnel.	Ferraioli, Raff	0.10	55.00
21-Aug-19	Review SEC filings in connection with potential Uniti claims (.2); correspond with L. Marinuzzi regarding same (.1).	Richardson Arnould, Ka	0.30	157.50
22-Aug-19	Participate in weekly claims investigation meeting.	Aikman, Amanda	0.50	462.50
22-Aug-19	Correspond with internal working group regarding claims investigation meeting (.2); participate in weekly claims investigation meeting (.5); correspond with J. Wooding (Alix) regarding entity by entity asset analysis regarding Uniti investigation (.2); review same (.3); correspond with internal working group regarding same and need for asset analysis (.3); review asset spreadsheet (.3).	Damast, Craig A.	1.80	1,665.00
22-Aug-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.50	575.00
22-Aug-19	Participate in weekly claims investigation meeting.	Ferraioli, Raff	0.50	275.00
22-Aug-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.50	350.00
22-Aug-19	Participate in weekly claims investigation meeting.	Levitt, Jamie A.	0.50	612.50
22-Aug-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.50	550.00
22-Aug-19	Prepare for (.4) and participate in (.5) weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.90	1,170.00
22-Aug-19	Participate in weekly claims investigation meeting.	Rappoport, Steve	0.50	447.50
22-Aug-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.50	462.50
22-Aug-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.50	262.50
26-Aug-19	Discuss status of claims investigation with P. Dopsch.	Bullard, Miranda	0.20	110.00
26-Aug-19	Discuss status of claims investigation with M. Bullard.	Dopsch, Peter C.	0.20	230.00
28-Aug-19	Review Alix materials and spreadsheet of recharacterization asset recovery analysis.	Damast, Craig A.	0.80	740.00
28-Aug-19	Follow up on filings relating to recharacterization claims.	Dopsch, Peter C.	0.80	920.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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29-Aug-19	Correspond with J. Greer and R. Ferraioli regarding claims investigation meeting (.2); correspond with P. Dopsch regarding same (.2); prepare for (.4) and participate in (.5) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.3); correspond with E. Richards regarding same (.3); review and analyze Alix spreadsheets regarding entity by entity asset values regarding Uniti transaction and list of Uniti transferors (1.4).	Damast, Craig A.	3.30	3,052.50
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Dopsch, Peter C.	0.80	920.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	0.80	440.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Greer, Jocelyn Edith	0.80	560.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	0.80	740.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Richardson Arnould, Ka	0.80	420.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Westergaard, Lily Vale	0.80	420.00
30-Aug-19	Correspond with internal working group and Alix team regarding Uniti spin-off asset value and obligor vs. non-obligor analysis (.3); review and analyze same (1.4); correspond with E. Richards and R. Ferraioli regarding same (.6).	Damast, Craig A.	2.30	2,127.50
30-Aug-19	Review presentation by Alix regarding value of assets transferred to Uniti.	Richardson Arnould, Ka	0.40	210.00
Total: 026	Claims Investigation		101.40	78,977.50
Lien Investigation				
02-Aug-19	Correspond with internal working group regarding lien investigation letter to lenders and comments (.3); review same (.3).	Damast, Craig A.	0.60	555.00
02-Aug-19	Correspond with internal working group regarding lien investigation letter to lenders; analyze comments to same; revise same.	Ferraioli, Raff	0.40	220.00
02-Aug-19	Review updated lien investigation letter to lenders (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
02-Aug-19	Review and revise updated lien investigation letter to lenders.	Marinuzzi, Lorenzo	1.20	1,560.00
02-Aug-19	Review and further revise second lien investigation letter to lenders.	Richards, Erica J.	0.30	277.50
02-Aug-19	Review iterations of Committee letter regarding lien investigation.	Richardson Arnould, Ka	0.70	367.50
05-Aug-19	Correspond with E. Richards regarding lien investigation letter to lenders; analyze same; correspond with lenders regarding same.	Ferraioli, Raff	0.40	220.00
05-Aug-19	Review updated lien investigation letter to lenders regarding challenge claims.	Goren, Todd M.	0.30	345.00
07-Aug-19	Correspond with internal working group and various lenders' counsel regarding Committee's lien investigation letter and deadline.	Damast, Craig A.	0.30	277.50
07-Aug-19	Correspond with lenders regarding lien investigation.	Goren, Todd M.	0.20	230.00
07-Aug-19	Conduct legal research regarding ability to avoid liens on certain assets.	Richards, Erica J.	1.10	1,017.50
08-Aug-19	Correspond with L. Marinuzzi regarding lien challenge stipulations.	Ferraioli, Raff	0.40	220.00
08-Aug-19	Call with lenders regarding lien investigation letter (.4); review updated draft of letter and supporting documents (.4).	Goren, Todd M.	0.80	920.00
08-Aug-19	Correspond with N. Baker (STB) regarding challenge extension letter (.3); review draft lien investigation letter (.4); call with lenders regarding lien investigation letter (.4).	Marinuzzi, Lorenzo	1.10	1,430.00
08-Aug-19	Correspond with L. Sullivan regarding research on certain liens and review summary of same (.2); call with lenders regarding lien investigation letter (.4).	Richards, Erica J.	0.60	555.00
09-Aug-19	Correspond with internal working group and lenders' counsel regarding lien investigation letter and issues.	Damast, Craig A.	0.30	277.50
09-Aug-19	Review proposed changes to lien investigation letter to lenders.	Goren, Todd M.	0.40	460.00
09-Aug-19	Analyze proposed revisions to lien investigation letter to lenders.	Richards, Erica J.	0.10	92.50
09-Aug-19	Correspond with E. Richards regarding research on treatment of certain assets under bankruptcy code.	Sullivan, Lauren Marie	0.20	150.00
09-Aug-19	Review document productions from STB for security documentation (.4); compile list of remaining document requests (.6).	Sullivan, Lauren Marie	1.00	750.00
11-Aug-19	Correspond with internal working group regarding lien investigation letter, challenge extension and comments.	Damast, Craig A.	0.70	647.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
11-Aug-19	Review issues related to certain assets and claims of secured creditors.	Dopsch, Peter C.	1.20	1,380.00
11-Aug-19	Review updated lien investigation letter (.2); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.40	460.00
12-Aug-19	Correspond with internal working group regarding lien investigation letter to lenders, extension of challenge deadline and comments (.8); correspond with White & Case team regarding same (.3).	Damast, Craig A.	1.10	1,017.50
12-Aug-19	Meet with S. Jensen, G. Peck and L. Sullivan regarding revised lien investigation.	Dopsch, Peter C.	0.30	345.00
12-Aug-19	Review and revise draft lien investigation letter.	Goren, Todd M.	0.40	460.00
12-Aug-19	Meet with G. Peck, P. Dopsch and L. Sullivan regarding revised lien investigation letter (.3); review list of subsidiaries for which we have not received joinders (.1); review dataroom (.2).	Jensen, Sofie	0.60	165.00
12-Aug-19	Review and revise lien investigation letter extending challenge deadline.	Marinuzzi, Lorenzo	0.60	780.00
12-Aug-19	Review lien issues (.5); meet with S. Jensen, L. Sullivan and P. Dopsch regarding revised lien investigation letter (.3).	Peck, Geoffrey R.	0.80	900.00
12-Aug-19	Revise updated lien investigation letter and circulate same to parties in interest.	Richards, Erica J.	1.10	1,017.50
12-Aug-19	Meet with G. Peck, P. Dopsch and S. Jensen regarding revised lien investigation letter (.3); draft revisions to claims letter (1.8).	Sullivan, Lauren Marie	2.10	1,575.00
12-Aug-19	Review document productions from STB regarding lien review.	Sullivan, Lauren Marie	0.70	525.00
13-Aug-19	Review additional joinders to security agreement and update from lien team.	Marinuzzi, Lorenzo	0.40	520.00
13-Aug-19	Correspond with lenders regarding status of lien investigation letter and challenge extension.	Richards, Erica J.	0.10	92.50
18-Aug-19	Correspond with internal working group regarding status of challenge deadline extension.	Damast, Craig A.	0.20	185.00
18-Aug-19	Correspond with internal working group regarding STB revisions to lien investigation letter and research regarding collateral.	Sullivan, Lauren Marie	0.80	600.00
20-Aug-19	Correspond with internal working group and various lenders' counsel regarding challenge deadline extension.	Damast, Craig A.	0.40	370.00
20-Aug-19	Analyze correspondence regarding challenge extension.	Ferraioli, Raff	0.10	55.00
20-Aug-19	Correspond and call with 1L lender counsel regarding extension of challenge deadline.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
21-Aug-19	Correspond with lender group regarding challenge deadline extension.	Richards, Erica J.	0.10	92.50
22-Aug-19	Review and analyze property category spreadsheet.	Peck, Geoffrey R.	1.90	2,137.50
26-Aug-19	Meet with G. Peck, S. Jensen and L. Sullivan regarding lien review.	Dopsch, Peter C.	0.70	805.00
26-Aug-19	Meet with G. Peck, P. Dopsch and L. Sullivan regarding lien review.	Jensen, Sofie	0.70	192.50
26-Aug-19	Meet with P. Dopsch, S. Jensen and L. Sullivan regarding lien review.	Peck, Geoffrey R.	0.70	787.50
26-Aug-19	Meet with G. Peck, S. Jensen and P. Dopsch regarding lien review (.7); research same and draft summary of findings (1.5).	Sullivan, Lauren Marie	2.20	1,650.00
30-Aug-19	Draft and update overview of guarantors (4.4); correspond with E. Richards regarding same (.2).	Jensen, Sofie	4.60	1,265.00
Total: 027	Lien Investigation		34.50	29,420.00
Other Motions/Applications				
02-Aug-19	Review M. Hiding (customer) letter to court regarding local and long distance charges.	Damast, Craig A.	0.10	92.50
11-Aug-19	Correspond with internal working group regarding Committee's standing motion and adjournment.	Damast, Craig A.	0.20	185.00
11-Aug-19	Correspond with M. Brod (Milbank) regarding standing motion.	Goren, Todd M.	0.20	230.00
12-Aug-19	Analyze and finalize notice of adjournment of standing motion.	Richardson Arnould, Ka	1.10	577.50
Total: 029	Other Motions/Applications		1.60	1,085.00
Time Entry Review				
19-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.70	935.00
20-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.20	1,210.00
21-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.20	1,210.00
22-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00
26-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.30	1,265.00
26-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines (.4); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
27-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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27-Aug-19	Review and revise invoice for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	0.90	1,170.00
Total: 032	Time Entry Review		10.50	6,435.00
Mediation				
01-Aug-19	Prepare for (.7) and attend (5.1) initial mediation session; correspond with internal working group regarding same (.3); correspond with R. Ferraioli regarding summary of mediation session for Committee (.2); review and revise same (.3); discuss contents of Committee's mediation statement with T. Goren and R. Ferraioli (.3).	Damast, Craig A.	6.90	6,382.50
01-Aug-19	Prepare for (.7) and attend (5.1) initial mediation session; discuss contents of Committee's mediation statement with T. Goren and C. Damast (.3).	Ferraioli, Raff	6.10	3,355.00
01-Aug-19	Attend initial mediation session (5.1); discuss contents of Committee's mediation statement with C. Damast and R. Ferraioli (.3).	Goren, Todd M.	5.40	6,210.00
01-Aug-19	Review report from mediation (.4); review status of mediation statement and outline (.8); review financial information for mediation report (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
01-Aug-19	Attend initial Uniti mediation session (partial).	Rappoport, Steve	4.30	3,848.50
02-Aug-19	Discuss Uniti mediation with S. Rappoport.	Aikman, Amanda	0.10	92.50
02-Aug-19	Correspond with Committee member regarding mediation; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
02-Aug-19	Correspond with UMB regarding attendance at mediation.	Goren, Todd M.	0.20	230.00
02-Aug-19	Review summary of mediation agreement with Uniti (.5); call R. Howell (Kirkland) regarding scheduling (.3); discuss Uniti mediation with A. Aikman (.1).	Rappoport, Steve	0.90	805.50
04-Aug-19	Correspond with internal working group regarding mediation statement (.2); correspond with F. Munshi (Perella) regarding same (.2); draft mediation statement (1.5).	Ferraioli, Raff	1.90	1,045.00
05-Aug-19	Correspond with R. Ferraioli and E. Richards regarding draft of Committee's mediation statement (.8); review and brief comments to draft of same (1.4); discuss same with R. Ferraioli (.4); correspond with internal working group regarding comments to Committee's mediation statement (.4); review updated draft (.6).	Damast, Craig A.	3.60	3,330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
05-Aug-19	Correspond with internal working group regarding upcoming mediation sessions (.2); conduct and analyze legal research regarding Committee's mediation statement (.6); draft same (2.9); discuss same with C. Damast (.4); analyze comments to same (.7); revise same (.9); review status of financial materials for submission with L. Marinuzzi (.4).	Ferraioli, Raff	6.10	3,355.00
05-Aug-19	Review and revise mediation statement (.9); call with J. Carr (UMB) regarding UMB role in mediation (.4); review key mediation open points with L. Marinuzzi (.4).	Goren, Todd M.	1.70	1,955.00
05-Aug-19	Review draft mediation statement.	Marines, Jennifer L.	0.90	990.00
05-Aug-19	Review mediation coverage and scope (.6); review and revise draft mediation statement (1.8); review key mediation open points with T. Goren (.4); call with B. Lohan (AT&T) regarding coverage for mediation and settlement authority (.4); call with J. Carr (UMB) regarding UMB role in mediation (.4); review mediation order regarding confidentiality of submissions and financial analysis (.6); review status of financial materials for submission with R. Ferraioli (.4).	Marinuzzi, Lorenzo	4.60	5,980.00
06-Aug-19	Review mediation statement.	Bullard, Miranda	0.10	55.00
06-Aug-19	Review and revise current drafts of mediation statement (2.8); discuss same and revisions with R. Ferraioli (.6); correspond with internal working group regarding comments and revisions to same (.9); correspond with Alix and Perella teams regarding same and comments (.4).	Damast, Craig A.	4.70	4,347.50
06-Aug-19	Conduct and analyze legal research in connection with mediation statement (1.1); correspond with internal working group regarding upcoming mediation sessions (.2); analyze comments to mediation statement (1.3); discuss same and revisions with C. Damast (.6); revise same (3.6).	Ferraioli, Raff	6.80	3,740.00
06-Aug-19	Review and revise mediation statement (1.6); correspond with Perella regarding same (.2); call with B. Weiland (Kirkland) regarding mediation (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	2.40	2,760.00
06-Aug-19	Review and revise mediation statement.	Marinuzzi, Lorenzo	2.70	3,510.00
06-Aug-19	Review Committee mediation statement.	Richardson Arnould, Ka	0.80	420.00
07-Aug-19	Correspond with S. Rappoport regarding mediation (.2); review correspondence regarding same (.1).	Aikman, Amanda	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
07-Aug-19	Correspond with internal working group, Alix and Perella teams regarding mediation statement and comments (.5); review and revise current drafts of mediation statement (1.6); discuss same and revisions with R. Ferraioli (.4); correspond with internal working group regarding same and comments (.6); revise same (1.2); discuss same and revisions with T. Goren and R. Ferraioli (.6); correspond with B. Mendelsohn (Perella) regarding comments to mediation statement (.2); review same (.6); correspond with internal working group regarding same (.4).	Damast, Craig A.	6.10	5,642.50
07-Aug-19	Analyze comments to mediation statement (.9); discuss same and revisions with C. Damast (.4); revise mediation statement (1.4); discuss same with C. Damast and T. Goren (.6); coordinate submission of mediation statement with D. Delehanty (.3); analyze and compile materials for upcoming mediation sessions (.9); correspond with J. Grudus (AT&T) regarding same (.3).	Ferraioli, Raff	4.80	2,640.00
07-Aug-19	Review and revise updated drafts of mediation statement (.2); discuss same with C. Damast and R. Ferraioli (.6); review comments from Perella regarding same (.3); correspond with Perella and Alix regarding same (.2).	Goren, Todd M.	1.30	1,495.00
07-Aug-19	Review Committee mediation statement draft and revisions (1.6); correspond with internal working group regarding same (.2).	Levitt, Jamie A.	1.80	2,205.00
07-Aug-19	Review and finalize mediation statement.	Marinuzzi, Lorenzo	1.60	2,080.00
07-Aug-19	Review and revise draft mediation statement.	Richards, Erica J.	1.10	1,017.50
08-Aug-19	Correspond with B. Weiland (Kirkland) regarding mediation statement instructions (.1); review same (.1); review and revise current drafts of mediation statement (3.7); discuss same and revisions with T. Goren and R. Ferraioli (.9); discuss same and submission with R. Ferraioli (.7); correspond with T. Goren, Perella and Alix teams regarding upcoming mediation sessions and logistics (.3); review update to Committee members regarding mediation statement and submission, timing and logistics (.3); correspond with R. Ferraioli and Judge Chapman's Chambers regarding mediation statement and ancillary document submissions (.3).	Damast, Craig A.	6.40	5,920.00
08-Aug-19	Review mediation statement and prepare same for delivery to mediators.	Delehanty, Danielle Ei	1.40	504.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
08-Aug-19	Analyze comments to mediation statement (1.9); discuss same and revisions with T. Goren and C. Damast (.9); revise same (2.2); discuss same and submission with C. Damast (.7).	Ferraioli, Raff	5.70	3,135.00
08-Aug-19	Review and revise draft mediation statement (1.7); discuss same and revisions with C. Damast and R. Ferraioli (.9); review supporting materials regarding same (1.3); call with B. Weiland (Kirkland) regarding mediation (.2); review correspondence with J. Eisen (SDNY) regarding mediation schedule (.2).	Goren, Todd M.	4.30	4,945.00
08-Aug-19	Review Committee mediation statement and revisions (1.4); review correspondence regarding mediation planning and statements (.3).	Levitt, Jamie A.	1.70	2,082.50
08-Aug-19	Finalize mediation statement.	Marinuzzi, Lorenzo	1.60	2,080.00
09-Aug-19	Correspond with internal working group regarding Judge Chapman update on Uniti mediation logistics.	Damast, Craig A.	0.30	277.50
09-Aug-19	Draft index and prepare mediation binders for upcoming mediation.	Delehanty, Danielle Ei	0.80	288.00
09-Aug-19	Correspond with internal working group regarding mediation attendees; coordinate with D. Delehanty regarding mediation materials; correspond with mediator regarding mediation materials.	Ferraioli, Raff	0.40	220.00
09-Aug-19	Review and revise mediation materials.	Guido, Laura	0.80	300.00
09-Aug-19	Review mediation statements.	Levitt, Jamie A.	1.40	1,715.00
11-Aug-19	Correspond with internal working group regarding upcoming mediation sessions and logistics.	Damast, Craig A.	0.40	370.00
11-Aug-19	Correspond with internal working group regarding mediation coverage.	Goren, Todd M.	0.30	345.00
12-Aug-19	Attend mediation session.	Aikman, Amanda	3.20	2,960.00
12-Aug-19	Correspond with internal working group regarding mediation session and logistics.	Damast, Craig A.	0.60	555.00
12-Aug-19	Correspond with internal working group regarding status of mediation.	Ferraioli, Raff	0.10	55.00
12-Aug-19	Attend mediation session.	Goren, Todd M.	3.20	3,680.00
12-Aug-19	Prepare for (.9) and attend (3.2) mediation session; draft note to Committee regarding mediation (.4); call with J. Grudus (AT&T) and D. Amador (PBGC) regarding mediation and role of principals (.8).	Marinuzzi, Lorenzo	5.30	6,890.00
12-Aug-19	Attend mediation session.	Richards, Erica J.	3.20	2,960.00
13-Aug-19	Correspond with internal working group and Judge Chapman regarding upcoming mediation session and Perella materials (.2); review same (.4).	Damast, Craig A.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
13-Aug-19	Discuss upcoming mediation session with T. Goren (.1); analyze materials in connection with same (.4); correspond with internal working group regarding same (.1); correspond with mediator regarding mediation materials (.1).	Ferraioli, Raff	0.70	385.00
13-Aug-19	Review and revise mediation materials from Perella (.8); correspond with Perella regarding same (.3); discuss upcoming mediation session with R. Ferraioli (.1).	Goren, Todd M.	1.20	1,380.00
13-Aug-19	Review and revise mediation materials from Perella.	Marinuzzi, Lorenzo	1.20	1,560.00
13-Aug-19	Review draft Perella materials for mediation (.6); draft and revise list of Committee mediation participants for mediator (.6).	Richards, Erica J.	1.20	1,110.00
14-Aug-19	Attend mediation session.	Aikman, Amanda	7.90	7,307.50
14-Aug-19	Correspond with internal working group regarding summary of mediation session (.2); review same (.2).	Damast, Craig A.	0.40	370.00
14-Aug-19	Attend mediation session.	Ferraioli, Raff	7.90	4,345.00
14-Aug-19	Correspond with internal working group regarding mediation.	Levitt, Jamie A.	0.30	367.50
14-Aug-19	Attend mediation session (7.9); review and revise update for Committee regarding mediation (.3).	Marinuzzi, Lorenzo	8.20	10,660.00
14-Aug-19	Attend mediation session.	Richards, Erica J.	7.90	7,307.50
15-Aug-19	Analyze correspondence regarding upcoming mediation session; review status of same.	Ferraioli, Raff	0.20	110.00
15-Aug-19	Correspond with internal working group regarding status of mediation.	Goren, Todd M.	0.30	345.00
18-Aug-19	Correspond with internal working group regarding Uniti mediation status and schedule.	Damast, Craig A.	0.30	277.50
18-Aug-19	Analyze update regarding mediation.	Ferraioli, Raff	0.10	55.00
19-Aug-19	Correspond with F. Munshi (Perella) regarding latest Uniti settlement proposal (.1); review same (.2); review comparison of latest proposals (.4).	Damast, Craig A.	0.70	647.50
19-Aug-19	Analyze Perella analysis of mediation proposal and business plan.	Ferraioli, Raff	0.40	220.00
20-Aug-19	Correspond with L. Marinuzzi regarding mediation status.	Goren, Todd M.	0.40	460.00
21-Aug-19	Correspond with internal working group regarding upcoming conference with Judge Chapman and logistics (.3); review Debtors' counterproposal to Uniti (.3).	Damast, Craig A.	0.60	555.00
21-Aug-19	Analyze mediation update; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
21-Aug-19	Review status of mediation and report from C. Shore (UMB) regarding discussions (.6); review Uniti proposal to Windstream (.6); review Windstream proposal to Uniti (.6); consider implications on timing and mediation reaction (.6); correspond with Perella regarding Uniti proposal (.2).	Marinuzzi, Lorenzo	2.60	3,380.00
22-Aug-19	Correspond with internal working group, Alix and Perella teams regarding upcoming call with mediator.	Damast, Craig A.	0.30	277.50
22-Aug-19	Correspond and call with mediator to review status of negotiations and process (.5); draft memorandum to internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
23-Aug-19	Participate on mediation update call.	Ferraioli, Raff	0.50	275.00
23-Aug-19	Prepare for (.3) and participate on (.5) mediation update call; correspond with C. Shore (UMB) regarding same (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
23-Aug-19	Participate on mediation update call.	Richards, Erica J.	0.50	462.50
26-Aug-19	Correspond with internal working group, Alix and Perella teams regarding mediation and upcoming call with Judge Chapman (.4); correspond with E. Richards regarding same and mediation status (.4).	Damast, Craig A.	0.80	740.00
27-Aug-19	Correspond with internal working group regarding Uniti mediation and upcoming sessions (.3); participate on mediation update call with mediator and mediation parties (.3); review proposed mediation dates (.1); correspond with internal working group and Committee members regarding same (.2).	Damast, Craig A.	0.90	832.50
27-Aug-19	Correspond with internal working group regarding proposed mediation sessions; participate on mediation update call with mediator and meditation parties.	Ferraioli, Raff	0.40	220.00
27-Aug-19	Participate on mediation update call with mediator and meditation parties (.3); follow-up call with C. Shore (UMB) regarding mediation and next steps (.2); review mediation order regarding confidentiality (.6); review internal plan for mediation sessions and presentations (.8); call with K. Nystrom (Alix) regarding strategy for mediation and claim estimates (.4); draft memorandum to internal working group regarding mediation preparation (.4).	Marinuzzi, Lorenzo	2.70	3,510.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
28-Aug-19	Correspond with internal working group regarding mediation status and preparation of presentation for same (.4); discuss same with E. Richards (.2) and R. Ferraioli (.2); correspond with internal working group regarding upcoming internal meeting and need for Perella presentation regarding Uniti lease negotiations and impact on unsecured creditor recoveries (.6).	Damast, Craig A.	1.40	1,295.00
28-Aug-19	Discuss mediation status and preparation of presentation for same with C. Damast.	Ferraioli, Raff	0.20	110.00
28-Aug-19	Review Perella analysis of recent offer (.7); correspond with Alix and Perella regarding additional analyses for mediator (.4).	Goren, Todd M.	1.10	1,265.00
28-Aug-19	Correspond with B. Weiland (Kirkland) regarding review of materials shared between Debtors and Uniti in mediation (.4); review materials supporting offers (.4); correspond with Perella regarding due diligence in mediation (.4); draft memorandum to internal working group regarding preparation of presentations for mediation and next steps (.6); correspond with B. Mendelsohn (Perella) regarding assumptions for mediation waterfall (.6); correspond with J. Grudus (AT&T) and B. Lohan (AT&T) regarding attendance at mediation (.2).	Marinuzzi, Lorenzo	2.60	3,380.00
28-Aug-19	Discuss mediation status and preparation of presentation for same with C. Damast.	Richards, Erica J.	0.20	185.00
28-Aug-19	Review Perella's presentation regarding latest Uniti proposal.	Richardson Arnould, Ka	0.60	315.00
29-Aug-19	Call with Alix and Perella regarding mediation analyses (.6); review key points of same (.5).	Goren, Todd M.	1.10	1,265.00
30-Aug-19	Correspond with internal working group regarding upcoming mediation session and logistics.	Damast, Craig A.	0.20	185.00
30-Aug-19	Analyze correspondence and status of recovery analysis for mediation.	Ferraioli, Raff	0.30	165.00
30-Aug-19	Review materials shared by Uniti in formulating offer (.4); review correspondence from Debtors to Perella regarding same (.2); correspond with UMB regarding mediation attendance (.3); review status of presentations to mediator regarding Uniti concessions and impact of litigation (.8).	Marinuzzi, Lorenzo	1.70	2,210.00
30-Aug-19	Review draft mediation materials regarding asset values (.6); correspond with internal working group regarding same (.2).	Richards, Erica J.	0.80	740.00
31-Aug-19	Analyze mediation recovery and asset analysis; analyze correspondence regarding same.	Ferraioli, Raff	0.30	165.00
Total: 034	Mediation		182.10	171,001.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
Governmental/Regulatory				
01-Aug-19	Conduct legal research regarding FCC issues related to Uniti.	Plymale, Rachael K.	1.90	1,320.50
02-Aug-19	Conduct legal research regarding FCC issues related to Uniti (1.2); draft issue spotting outline regarding Uniti transaction (1.1).	Plymale, Rachael K.	2.30	1,598.50
05-Aug-19	Correspond with J. Palmore and E. Richards regarding memorandum regarding Uniti related FCC issues (.2); review same (.3); correspond with internal working group regarding same and revisions (.5); discuss same with R. Ferraioli (.4).	Damast, Craig A.	1.40	1,295.00
05-Aug-19	Discuss memorandum regarding Uniti related FCC issues and revisions with C. Damast.	Ferraioli, Raff	0.40	220.00
05-Aug-19	Review memorandum regarding potential FCC issues.	Goren, Todd M.	0.40	460.00
05-Aug-19	Review memorandum regarding potential FCC issues.	Marines, Jennifer L.	0.70	770.00
05-Aug-19	Review and revise draft memorandum regarding potential FCC issues.	Palmore, Joseph R.	0.30	337.50
05-Aug-19	Conduct legal research regarding potential FCC issues related to Uniti (2.1); draft issue spotting outline regarding Uniti transaction (1.6).	Plymale, Rachael K.	3.70	2,571.50
06-Aug-19	Review updated FCC issues memorandum.	Richards, Erica J.	0.60	555.00
Total: 035	Governmental/Regulatory		11.70	9,128.00
			Current Fees	552,527.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
19463	Aikman, Amanda	925.00	24.50	22,662.50
14140	Goren, Todd M.	1,150.00	55.10	63,365.00
10213	Kaufman, David H.	1,225.00	6.40	7,840.00
04458	Levitt, Jamie A.	1,225.00	20.90	25,602.50
17456	Marines, Jennifer L.	1,100.00	7.10	7,810.00
14116	Marinuzzi, Lorenzo	1,300.00	89.10	115,830.00
19284	Palmore, Joseph R.	1,125.00	0.30	337.50
12345	Peck, Geoffrey R.	1,125.00	6.20	6,975.00
20387	Bullard, Miranda	550.00	1.90	1,045.00
22181	Ferraioli, Raff	550.00	90.40	49,720.00
23534	Greer, Jocelyn Edith	700.00	35.60	24,920.00
20344	Plymale, Rachael K.	695.00	7.90	5,490.50
19721	Rappoport, Steve	895.00	12.10	10,829.50
21823	Richardson Arnould, Ka	525.00	71.00	37,275.00
23425	Sullivan, Lauren Marie	750.00	7.00	5,250.00
21829	Westergaard, Lily Vale	525.00	15.80	8,295.00
08676	Dopsch, Peter C.	1,150.00	11.50	13,225.00
14078	Richards, Erica J.	925.00	33.80	31,265.00
17323	Damast, Craig A.	925.00	119.80	110,815.00
13849	Guido, Laura	375.00	9.10	3,412.50
18387	Delehanty, Danielle Ei	360.00	23.90	8,604.00
23415	Jensen, Sofie	275.00	5.90	1,622.50
15029	Bergelson, Vadim	345.00	3.00	1,035.00
99850	Research Services*	350.00	0.30	105.00
99851	eDiscovery Services**	320.00	0.80	256.00
	Client Accommodation – ½ Non-Working Travel			(4,625.00)
	Client Accommodation – Time Entry Review			(6,435.00)
	TOTAL		659.40	552,527.50

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: 5853864
Invoice Date: September 26, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	3.50	3,975.00
003	Assumption and Rejection of Leases and Contracts	10.30	9,037.50
005	Budgeting (Case)	0.70	385.00
006	Business Operations	0.70	865.00
007	Case Administration	22.00	14,747.00
008	Claims Administration and Objections	2.90	2,002.50
011	Employment and Fee Applications	25.50	12,602.50
014	Other Litigation	107.30	103,454.00
015	Meetings and Communications with Creditors	56.10	49,912.50
016	Non-Working Travel	9.40	9,250.00
019	Relief from Stay and Adequate Protection	1.80	2,265.00
020	Reporting	0.80	740.00
022	Valuation	0.30	345.00
023	Discovery	50.90	39,933.50
024	Hearings	25.40	18,026.50
026	Claims Investigation	101.40	78,977.50
027	Lien Investigation	34.50	29,420.00
029	Other Motions/Applications	1.60	1,085.00
032	Time Entry Review	10.50	6,435.00
034	Mediation	182.10	171,001.00
035	Governmental/Regulatory	11.70	9,128.00
	Client Accommodation – ½ Non-Working Travel		(4,625.00)
	Client Accommodation – Time Entry Review		(6,435.00)
TOTAL		659.40	552,527.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Disbursement Detail

Date	Description	Value
31-Aug-19	On-line Research - LEXIS	510.30
31-Aug-19	On-line Research - WESTLAW	1,121.40
31-Aug-19	Air Freight	21.37
22-Aug-19	Court filing service, CourtCall, K. Richardson, 8/20/19, hearing	72.00
01-Aug-19	Travel, train, T. Goren, travel to Wilmington for initial mediation session, 8/1/19	33.00
12-Aug-19	Travel, taxi/car service, L. Marinuzzi, travel to Kirkland for mediation session, 8/12/19	12.88
12-Aug-19	Travel, taxi/car service, E. Richards, travel to Kirkland for mediation session, 8/12/19	20.75
14-Aug-19	Travel, taxi/car service, L. Marinuzzi, travel to Kirkland for mediation session, 8/14/19	17.90
20-Aug-19	Travel, taxi/car service, E. Richards, travel to White Plains for hearing, 8/20/19	92.19
20-Aug-19	Travel, taxi/car service, A. Aikman, travel to White Plains for hearing, 8/20/19	114.46
27-Aug-19	Travel, taxi/car service, J. Greer, travel to White Plains for hearing, 8/20/19	95.31
01-Aug-19	EDiscovery, Epiq Managed Services, July 2019	1,215.10
05-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/6/19	140.00
12-Aug-19	Business meals, 6 attendees, Windstream meeting, 8/12/19	120.00
19-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/19/19	140.00
26-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/26/19	140.00
30-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/30/19	140.00
02-Aug-19	On-line Research - OTHER DATABASE (BNA) THE BUREAU OF NATIONAL AFFAIRS,INC, BLAW charges	0.40
Current Disbursements		4,007.06

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	552,527.50
Total Disbursements	4,007.06
Total Amount Due	556,534.56

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	751,083.64	184,374.65
25-Jul-19	5839059	USD	619,933.00	499,069.90	120,863.10
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05

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 Lorenzo Marinuzzi
 Todd M. Goren
 Jennifer L. Marines
 Erica J. Richards

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

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

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

**SIXTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
 AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD SEPTEMBER 1, 2019 THROUGH SEPTEMBER 30, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “Committee”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	September 1, 2019 through September 30, 2019 (the “Fee Period”)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$478,648.00 (80% = \$382,918.40)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$13,184.02

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$478,648.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$95,729.60, for a total fee request of \$382,918.40;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$13,184.02.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from September 1, 2019 through and including September 30, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 583.50 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$478,648.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$95,729.60 for a total fee request of \$382,918.40 together with reimbursement of expenses in the amount of \$13,184.02 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
October 23, 2019

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

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Asset Analysis and Recovery	1.20	\$1,560.00
003	Assumption and Rejection of Leases and Contracts	19.50	\$17,182.50
006	Business Operations	3.40	\$3,767.50
007	Case Administration	21.40	\$13,309.00
008	Claims Administration and Objections	5.40	\$5,190.00
011	Employment and Fee Applications	2.60	\$1,031.00
014	Other Litigation	66.30	\$59,359.50
015	Meetings and Communications with Creditors	29.00	\$24,955.00
016	Non-Working Travel	31.90	\$24,670.00
017	Plan and Disclosure Statement	1.10	\$1,430.00
020	Reporting	1.00	\$812.50
021	Tax	22.90	\$21,797.50
023	Discovery	157.10	\$105,530.50
024	Hearings	6.70	\$4,482.50
026	Claims Investigation	36.40	\$32,730.00
027	Lien Investigation	3.40	\$3,300.00
029	Other Motions/Applications	19.30	\$12,946.00
032	Time Entry Review	5.70	\$3,135.00
034	Mediation	149.20	\$156,929.50
Total Incurred:		583.5	\$494,118.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(12,335.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,135.00)
Total Requested:			\$478,648.00

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Aikman, Amanda	Partner	2008	Litigation	\$925.00	1.30	\$1,202.50
Blaivas, Jay	Partner	1996	Tax	\$1,175.00	19.10	\$22,442.50
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	51.70	\$59,455.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	0.70	\$857.50
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	29.10	\$35,647.50
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	10.80	\$11,880.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	61.80	\$80,340.00
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	6.60	\$7,425.00
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	4.40	\$5,060.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	26.80	\$24,790.00
Bullard, Miranda	Associate	2018	Finance	\$550.00	12.20	\$6,710.00
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	64.90	\$60,032.50
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	30.40	\$16,720.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	68.90	\$48,230.00
Rappoport, Steve	Associate	2009	Litigation	\$895.00	35.60	\$31,862.00
Richardson Arnould, Kat	Associate	Pending	Business Restructuring & Insolvency	\$525.00	79.70	\$41,842.50
Stern, Jessica S.	Associate	2014	Tax	\$695.00	11.30	\$7,853.50
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	10.20	\$7,650.00
Westergaard, Lily	Associate	2019	Litigation	\$525.00	22.50	\$11,812.50

ny-1780429

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Vale						
Jensen, Sofie	Int'l Visiting Attorney	N/A	Finance	\$275.00	3.20	\$880.00

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Delehanty, Danielle E.	Paralegal	6 years	Business Restructuring & Insolvency	\$360.00	20.10	\$7,236.00
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	11.40	\$3,933.00
eDiscovery Services**	Staff	N/A	Litigation	\$320.00	0.80	\$256.00

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,173.33	212.3	\$249,100.00
Associates and Attorneys	\$689.26	338.9	\$233,593.00
Total Incurred by all Attorneys:	\$875.71	551.2	\$482,693.00
Paraprofessionals and Non-Legal Staff	\$353.71	32.3	\$11,425.00
Total Incurred:	\$846.81	583.5	\$494,118.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(12,335.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,135.00)
Total Requested:	\$820.30	583.5	\$478,648.00

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

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Business Meals	\$280.00
Color Copies	\$34.80
Document Retrieval Service	\$202.60
Epiq eDiscovery Managed Services	\$757.50
On-line Research - WESTLAW	\$3,323.60
Reporting Fees	\$3,514.25
Travel	\$5,071.27
Total Requested	\$13,184.02

Exhibit D

MORRISON | FOERSTER

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LOS ANGELES
CALIFORNIA 90074-2335

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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: 5859762
Invoice Date: October 18, 2019

Client/Matter Number: 017254-0000001

Client Contact: Robert E. Gunderman

RE: OFFICIAL COMMITTEE

Matter Name: OFFICIAL COMMITTEE

For Professional Services Rendered and Disbursements Incurred through September 30, 2019

	<u>U.S.Dollars</u>
Current Fees	494,118.00
Client Accommodation – ½ Non-Working Travel	(12,335.00)
Client Accommodation – Time	(3,135.00)
Entry Review	
Current Fees Value	<hr/> 478,648.00
Current Disbursements	<hr/> 13,184.02
Total This Invoice	<hr/> 491,832.02 <hr/>

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

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

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
03-Sep-19	Review materials regarding Uniti acquisition of Blue Bird.	Marinuzzi, Lorenzo	0.40	520.00
27-Sep-19	Review status regarding information gathering and real estate value (.5); review report from J. Wooding (Alix) regarding calls with Alvarez and White & Case in connection with same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 001	Asset Analysis and Recovery		1.20	1,560.00
Assumption and Rejection of Leases and Contracts				
04-Sep-19	Analyze SPEC stay motion regarding Debtors assumption or rejection of executory contract and proposed order and exhibits (.6); correspond with R. Ferraioli and K. Richardson regarding same (.2); discuss same, research and summary for Committee with K. Richardson (.9); review and revise summary of same (.3); correspond with internal working group regarding same (.2); review Debtors' notice of rejection of executory contract (.2).	Damast, Craig A.	2.40	2,220.00
04-Sep-19	Analyze SPEC stay motion, proposed order, and exhibits regarding Debtors assumption or rejection of executory contract.	Ferraioli, Raff	0.20	110.00
04-Sep-19	Analyze SPEC stay motion regarding Debtors assumption or rejection of executory contract (.5); conduct legal research regarding same (.6); draft summary of same for Committee (.4); discuss SPEC stay motion, research and summary with C. Damast (.9); revise summary accordingly (.3).	Richardson Arnould, Ka	2.70	1,417.50
05-Sep-19	Review notice of rejection regarding certain executory contracts.	Damast, Craig A.	0.30	277.50
06-Sep-19	Review Debtors' motion and related exhibits to assume certain non-residential real property leases.	Damast, Craig A.	0.70	647.50
06-Sep-19	Review latest rejected contracts.	Marinuzzi, Lorenzo	0.40	520.00
09-Sep-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' motion to assume various non-residential real property leases (.2); review same (.2); correspond with Alix team and R. Ferraioli regarding same (.2).	Damast, Craig A.	0.60	555.00
09-Sep-19	Analyze omnibus lease rejection procedures; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Date	Services	Timekeeper	Hours	Value
09-Sep-19	Analyze omnibus lease rejection procedures.	Richardson Arnould, Ka	0.40	210.00
17-Sep-19	Correspond with R. Ferraioli and Alix team regarding diligence in connection with Debtors' omnibus motion to assume leases.	Damast, Craig A.	0.20	185.00
18-Sep-19	Correspond with Alix team and R. Ferraioli regarding Debtors' motion to assume leases and cure amounts.	Damast, Craig A.	0.30	277.50
18-Sep-19	Correspond with Alix team regarding rejection damages claims.	Ferraioli, Raff	0.10	55.00
18-Sep-19	Review cure objections.	Marinuzzi, Lorenzo	0.60	780.00
19-Sep-19	Review Bull Communications objection to rejection of executory contract (.1); review RXR response to Debtors' motion to assume lease and exhibits (.3); review B and J Partnership objection to motion to assume lease (.2); review Violet Realty objection to proposed cure amount (.1); review H5 limited objection to notice of assumption of contract/cure amount (.2).	Damast, Craig A.	0.90	832.50
19-Sep-19	Review cure objections.	Goren, Todd M.	0.60	690.00
19-Sep-19	Review filed objections to lease assumption motions.	Richards, Erica J.	0.30	277.50
20-Sep-19	Review numerous objections to Debtors' notice of contract assumptions (1.2); review RYLBFW Properties response to Debtors' motion to assume lease (.2).	Damast, Craig A.	1.40	1,295.00
20-Sep-19	Review cure objections.	Goren, Todd M.	0.40	460.00
20-Sep-19	Review numerous objections to Debtors' notice of contract assumptions (.7); review list of rejected leases (.2); review schedule of assumed leases (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
23-Sep-19	Review lease assumption notices (.4); review limited objection of H5 Capital to assumption (.2); review Digital Realty trust assumption objection (.5); review other cure objections (.5).	Marinuzzi, Lorenzo	1.60	2,080.00
24-Sep-19	Review memorandum of cure objections and discrepancies (.3); discuss same with K. Richardson (.1).	Damast, Craig A.	0.40	370.00
24-Sep-19	Analyze various recently filed objections to assumption and cure amounts.	Richards, Erica J.	0.70	647.50
24-Sep-19	Analyze and summarize objections to Debtors' assumption or rejection of unexpired leases or executory contracts (1.2); draft memorandum regarding same (.7); revise same according to subsequently filed pleadings (.6); discuss memorandum of cure objections and discrepancies with C. Damast (.1).	Richardson Arnould, Ka	2.60	1,365.00

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Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
26-Sep-19	Review notice of assumption of certain unexpired leases.	Damast, Craig A.	0.20	185.00
Total: 003	Assumption and Rejection of Leases and Contracts		19.50	17,182.50
Business Operations				
06-Sep-19	Review reporting of payments under first day orders.	Marinuzzi, Lorenzo	0.30	390.00
12-Sep-19	Analyze correspondence regarding vendor discussions.	Ferraioli, Raff	0.20	110.00
18-Sep-19	Review analysis of Uniti GS presentation.	Goren, Todd M.	0.40	460.00
20-Sep-19	Correspond with T. Scheffer (Kirkland) regarding reporting documents (.1); review same (.2); correspond with Perella team regarding Uniti management presentation (.3); review same (.3).	Damast, Craig A.	0.90	832.50
25-Sep-19	Review reports and materials regarding Uniti equity and debt strategy.	Marinuzzi, Lorenzo	0.90	1,170.00
30-Sep-19	Review August monthly operation report (.3); review cash management and tax monthly reporting (.4).	Goren, Todd M.	0.70	805.00
Total: 006	Business Operations		3.40	3,767.50
Case Administration				
03-Sep-19	Prepare for (.3) and participate on (.6) weekly professionals' call; correspond with D. Delehanty regarding calendar and docket matters (.2).	Damast, Craig A.	1.10	1,017.50
03-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
03-Sep-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.60	330.00
03-Sep-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00
03-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
03-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
04-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
05-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
05-Sep-19	Analyze and revise Committee administrative documents.	Richardson Arnould, Ka	0.30	157.50

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Matter Number: 017254-0000001
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Invoice Number: 5859762
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Date	Services	Timekeeper	Hours	Value
06-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
09-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
10-Sep-19	Correspond with D. Delehanty regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
10-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
10-Sep-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	220.00
10-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.30	277.50
10-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.30	157.50
11-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
12-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
13-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
16-Sep-19	Correspond with D. Delehanty regarding calendar matters.	Damast, Craig A.	0.20	185.00
16-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar with critical deadlines (.4).	Delehanty, Danielle Ei	0.60	216.00
16-Sep-19	Correspond with D. Delehanty regarding case status and changes to upcoming material dates.	Richardson Arnould, Ka	0.30	157.50
17-Sep-19	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	555.00
17-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
17-Sep-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
17-Sep-19	Participate on weekly professionals' call.	Goren, Todd M.	0.40	460.00
17-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00

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Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
17-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.40	210.00
18-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
19-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
19-Sep-19	Correspond with Perella and Alix regarding case status and update call.	Goren, Todd M.	0.20	230.00
20-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
23-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
24-Sep-19	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	555.00
24-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
24-Sep-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
24-Sep-19	Participate on weekly professionals' call.	Goren, Todd M.	0.40	460.00
24-Sep-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.40	280.00
24-Sep-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.40	520.00
24-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00
24-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.40	210.00
25-Sep-19	Correspond with D. Delehanty regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
25-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
26-Sep-19	Correspond with internal working group regarding status update to Committee and comments (.4); correspond with D. Delehanty regarding docket and calendar matters (.2).	Damast, Craig A.	0.60	555.00
26-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar regarding Uniti adversary schedule (.7).	Delehanty, Danielle Ei	0.90	324.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
27-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.7).	Delehanty, Danielle Ei	0.90	324.00
30-Sep-19	Correspond with internal working group regarding upcoming professionals' call.	Damast, Craig A.	0.30	277.50
30-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
Total: 007	Case Administration		21.40	13,309.00

Claims Administration and Objections

06-Sep-19	Review Debtors' motion to approve second settlement agreement with NYS Dept. of Taxation and Finance.	Damast, Craig A.	0.30	277.50
06-Sep-19	Review Debtors' motion to approve second settlement agreement with NYS Dept. of Taxation and Finance.	Marinuzzi, Lorenzo	0.40	520.00
09-Sep-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' motion to approve claims settlement with NYS Dept. of Taxation and Finance (.2); review same (.4); discuss Debtors' motion to approve claims objection procedures with R. Ferraioli (.2); review same (.3).	Damast, Craig A.	1.10	1,017.50
09-Sep-19	Analyze omnibus claims procedures (.4); draft memorandum regarding same (.3); discuss Debtors' motion to approve claims objection procedures with C. Damast (.2).	Ferraioli, Raff	0.90	495.00
09-Sep-19	Review claims procedures motion (.4), lease rejection motion (.3) and NYS Dept. of Taxation and Finance settlement motion (.2); review and revise summary of same (.3).	Goren, Todd M.	1.20	1,380.00
09-Sep-19	Review motion to establish claims procedures.	Marinuzzi, Lorenzo	0.30	390.00
10-Sep-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' proposed settlement with NYS Dept. of Taxation and Finance and diligence in connection with same (.3); correspond with Alix team regarding same (.3).	Damast, Craig A.	0.60	555.00
13-Sep-19	Review notice of settlement of Tindle de minimis claim.	Damast, Craig A.	0.20	185.00
23-Sep-19	Review CNOs regarding Debtors' omnibus claims objection procedures motion (.2) and settlement with NYS Dept. of Taxation and Finance (.2).	Damast, Craig A.	0.40	370.00
Total: 008	Claims Administration and Objections		5.40	5,190.00

Employment and Fee Applications

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
17-Sep-19	Analyze and revise invoice for Company; correspond with Alvarez and Company regarding same.	Ferraioli, Raff	0.20	110.00
25-Sep-19	Redact exhibit to Perella monthly fee statement (.2); prepare same for filing, file and serve same (.2).	Delehanty, Danielle Ei	0.40	144.00
25-Sep-19	Analyze Perella monthly fee statement; correspond with D. Delehanty regarding same; correspond with J. Bregman regarding MoFo fee application.	Ferraioli, Raff	0.30	165.00
27-Sep-19	Draft monthly fee statement and circulate same for review.	Delehanty, Danielle Ei	1.70	612.00
Total: 011	Employment and Fee Applications		2.60	1,031.00
Other Litigation				
03-Sep-19	Review updated Uniti adversary proceeding schedule (.4); correspond with internal working group regarding expert witness (.2).	Goren, Todd M.	0.60	690.00
03-Sep-19	Schedule call with Kirkland regarding expert witnesses.	Greer, Jocelyn Edith	0.10	70.00
03-Sep-19	Review required expert testimony for Uniti litigation with Alix and Perella (.3); review updated Uniti litigation timeline (.3).	Marinuzzi, Lorenzo	0.60	780.00
03-Sep-19	Review correspondence from Debtors and unsecured noteholders regarding Uniti litigation (.2); review letter from Debtors regarding discovery dispute in connection with Charter litigation (.2); review correspondence from Debtors, Uniti and counsel for indenture trustees regarding status of Uniti adversary proceeding and related matters (.8).	Richards, Erica J.	1.20	1,110.00
03-Sep-19	Review correspondence regarding discovery dispute in Debtors' adversary proceeding against Uniti and objection by indenture trustees (1.2); review presentation by Alix regarding analysis of value of assets transferred to Uniti (.4).	Richardson Arnould, Ka	1.60	840.00
05-Sep-19	Correspond with S. Rappoport regarding teleconference to discuss expert witnesses.	Aikman, Amanda	0.10	92.50
05-Sep-19	Correspond with J. Greer, Alix and Perella teams regarding experts for Uniti adversary proceeding (.4); discuss valuation report regarding Uniti assets and litigation analysis with R. Ferraioli (.2); review same (.7).	Damast, Craig A.	1.30	1,202.50
05-Sep-19	Discuss valuation report regarding Uniti assets and litigation analysis with C. Damast.	Ferraioli, Raff	0.20	110.00
05-Sep-19	Call with Kirkland regarding litigation experts.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
05-Sep-19	Call with Kirkland regarding litigation experts (.4); correspond with Alix and Perella regarding expert witnesses (.3).	Greer, Jocelyn Edith	0.70	490.00
05-Sep-19	Correspond with Debtors' counsel regarding litigation experts.	Levitt, Jamie A.	0.50	612.50
05-Sep-19	Call with Kirkland regarding litigation experts.	Rappoport, Steve	0.40	358.00
09-Sep-19	Correspond with K. Richardson regarding Windstream vs. Uniti adversary proceeding and next steps.	Greer, Jocelyn Edith	0.10	70.00
10-Sep-19	Review correspondence regarding schedule for Uniti adversary proceeding.	Aikman, Amanda	0.10	92.50
10-Sep-19	Correspond with K. Richardson regarding Sept. 16 status conference regarding Uniti adversary proceeding schedule.	Damast, Craig A.	0.20	185.00
10-Sep-19	Review issues related to appraisal.	Dopsch, Peter C.	0.20	230.00
10-Sep-19	Review Uniti adversary proceeding schedule proposal (.3); call with Kirkland and White & Case regarding same (.4); review useful life analysis (1.1).	Goren, Todd M.	1.80	2,070.00
10-Sep-19	Call with Kirkland and White & Case regarding Uniti litigation schedule proposal.	Greer, Jocelyn Edith	0.40	280.00
10-Sep-19	Call with Kirkland and White & Case regarding Uniti litigation schedule proposal.	Levitt, Jamie A.	0.40	490.00
10-Sep-19	Review status of Uniti briefing and litigation schedule (.5); review update from S. Rappoport regarding call with Kirkland and White & Case (.4).	Marinuzzi, Lorenzo	0.90	1,170.00
10-Sep-19	Call with Kirkland and White & Case regarding Uniti litigation schedule proposal (.4); draft summary of same (.4).	Rappoport, Steve	0.80	716.00
10-Sep-19	Review Perella presentation regarding adversary proceeding (.6); correspond with C. Damast, L. Marinuzzi and D. Delehanty regarding upcoming status conference (.5).	Richardson Arnould, Ka	1.10	577.50
11-Sep-19	Call with P. Dopsch regarding reports in connection with recharacterization claim.	Bullard, Miranda	0.50	275.00
11-Sep-19	Call with M. Bullard regarding reports in connection with recharacterization claim.	Dopsch, Peter C.	0.50	575.00
11-Sep-19	Review proposed updated adversary schedule.	Goren, Todd M.	0.30	345.00
11-Sep-19	Correspond with K. Richardson and S. Rappoport regarding scheduling conference for Uniti adversary proceeding.	Greer, Jocelyn Edith	0.20	140.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
12-Sep-19	Correspond with internal working group, Kirkland and White & Case teams regarding latest proposed Uniti adversary proceeding schedule (.3); review same (.2); correspond with mediation parties regarding same (.2); correspond with internal working group, Perella and Alix teams regarding trial experts (.3); review valuation report regarding Uniti assets and analyze from litigation perspective (1.6); correspond with internal working group regarding same and next steps (.3).	Damast, Craig A.	2.90	2,682.50
12-Sep-19	Correspond with Perella and Alix regarding experts and review materials regarding same (.6); correspond with lenders and intervenors regarding updated schedule (.3).	Goren, Todd M.	0.90	1,035.00
13-Sep-19	Correspond with internal working group, Perella and Alix teams regarding experts for Uniti adversary proceeding (.7); correspond with internal working group and Kirkland team regarding upcoming Chambers conference regarding Uniti adversary proceeding (.2).	Damast, Craig A.	0.90	832.50
13-Sep-19	Analyze litigation schedule; analyze correspondence regarding experts and next steps; analyze correspondence regarding notice of adjournment.	Ferraioli, Raff	0.40	220.00
13-Sep-19	Review materials regarding expert qualifications (.6); correspond with Perella and Alix regarding same (.2); call with Kirkland regarding same (.3); review Perella retention application regarding expert retention question (.4); review summaries of Charter depositions (.3); correspond with internal working group and M. Brod (Milbank) regarding standing motion adjournment (.3).	Goren, Todd M.	2.10	2,415.00
13-Sep-19	Correspond with Alix and Perella regarding experts (.8); call with Kirkland regarding experts and qualifications (.3).	Greer, Jocelyn Edith	1.10	770.00
13-Sep-19	Interview experts for Uniti adversary proceeding (1.0); correspond with internal working group regarding same (.4).	Levitt, Jamie A.	1.40	1,715.00
13-Sep-19	Call with Kirkland regarding experts and qualifications.	Rappoport, Steve	0.30	268.50
13-Sep-19	Review correspondence with Perella and Alix regarding experts in connection with adversary proceeding against Uniti.	Richardson Arnould, Ka	0.40	210.00
14-Sep-19	Review correspondence regarding scheduling initial calls with expert witnesses.	Greer, Jocelyn Edith	0.60	420.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
15-Sep-19	Correspond with internal working group, Alix and Perella teams regarding expert witnesses for Uniti adversary proceeding.	Damast, Craig A.	0.40	370.00
15-Sep-19	Correspond with expert witnesses regarding initial calls.	Goren, Todd M.	0.20	230.00
15-Sep-19	Schedule calls with expert witnesses.	Greer, Jocelyn Edith	0.40	280.00
16-Sep-19	Correspond with internal working group regarding valuation report and litigation analysis.	Damast, Craig A.	0.40	370.00
16-Sep-19	Calls with expert witnesses for Uniti matter (.9); call and correspond with internal working group regarding same (.4); review SEC disclosures regarding potential expert topics (.6).	Goren, Todd M.	1.90	2,185.00
16-Sep-19	Schedule calls with expert witnesses for Uniti matter (.3); calls with same (.9); draft summary of calls (2.1).	Greer, Jocelyn Edith	3.30	2,310.00
16-Sep-19	Calls with expert witnesses for Uniti matter (.9); correspond with internal working group regarding experts and strategy (.7).	Levitt, Jamie A.	1.60	1,960.00
16-Sep-19	Calls with expert witnesses for Uniti matter.	Marinuzzi, Lorenzo	0.90	1,170.00
16-Sep-19	Calls with expert witnesses for Uniti matter.	Rappoport, Steve	0.90	805.50
17-Sep-19	Correspond with internal working group regarding upcoming status conference regarding Uniti adversary proceeding (.2); correspond with internal working group regarding valuation report, litigation analysis and scheduling meeting (.4); correspond with internal working group, Kirkland and White & Case teams regarding Uniti's proposed revisions to adversary proceeding schedule (.3).	Damast, Craig A.	0.90	832.50
17-Sep-19	Review updated litigation schedule from Uniti (.3); correspond with Kirkland and White & Case regarding same (.1).	Goren, Todd M.	0.40	460.00
17-Sep-19	Review correspondence regarding Uniti adversary proceeding schedule.	Greer, Jocelyn Edith	0.10	70.00
17-Sep-19	Review Uniti revised proposed litigation schedule (.4); review correspondence from White & Case regarding same (.3).	Marinuzzi, Lorenzo	0.70	910.00
18-Sep-19	Meet with internal working group regarding valuation report and litigation analysis.	Bullard, Miranda	0.50	275.00
18-Sep-19	Meet with internal working group regarding valuation report and litigation analysis (.5); review same (.5).	Damast, Craig A.	1.00	925.00
18-Sep-19	Meet with internal working group regarding valuation report and litigation analysis.	Dopsch, Peter C.	0.50	575.00
18-Sep-19	Prepare for (.2) and attend (.5) meeting with internal working group regarding valuation report and litigation analysis.	Ferraioli, Raff	0.70	385.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
18-Sep-19	Review valuation report and litigation analysis (3.8); meet with internal working group regarding same (.5); draft correspondence regarding Uniti adversary proceeding (.3).	Greer, Jocelyn Edith	4.60	3,220.00
18-Sep-19	Review valuation report and memorandum regarding true sale and true lease in preparation for meeting regarding report and litigation analysis (1.9); meet with internal working group regarding valuation report and litigation analysis (.5).	Jensen, Sofie	2.40	660.00
20-Sep-19	Review correspondence regarding Uniti adversary schedule and related negotiations (.4); review correspondence regarding Uniti experts (.6).	Levitt, Jamie A.	1.00	1,225.00
23-Sep-19	Review revised scheduling order in adversary proceeding (.1); correspond with J. Levitt, S. Rappoport and J. Greer regarding same (.1).	Aikman, Amanda	0.20	185.00
23-Sep-19	Review litigation analysis of valuation report regarding Uniti assets.	Damast, Craig A.	0.60	555.00
23-Sep-19	Review proposed updated schedule from Uniti (.3); correspond with Kirkland and internal working group regarding same (.1); review correspondence regarding retention of expert witnesses (.3).	Goren, Todd M.	0.70	805.00
23-Sep-19	Review correspondence from L. Marinuzzi regarding expert witnesses.	Greer, Jocelyn Edith	0.20	140.00
23-Sep-19	Review qualifications materials from expert witnesses (.5); review update from J. Greer regarding status of expert interviews and retention (.3); review proposed litigation schedule and open points (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
24-Sep-19	Correspond with E. Richards and R. Ferraioli regarding Uniti REIT analysis and litigation issues (.5); conduct legal research regarding same (.7).	Damast, Craig A.	1.20	1,110.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal (.4); review updated drafts of schedule (.3).	Goren, Todd M.	0.70	805.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal (.4); correspond with internal working group regarding scheduling call (.3).	Greer, Jocelyn Edith	0.70	490.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal (.4); review bid and ask regarding Uniti adversary proceeding schedule and discovery cutoff dates (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal.	Rappoport, Steve	0.40	358.00
25-Sep-19	Correspond with internal working group regarding current proposed Uniti adversary proceeding schedule; review same.	Damast, Craig A.	0.40	370.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
25-Sep-19	Review updated Uniti adversary proceeding schedule; correspond with intervenors and Debtors regarding same.	Goren, Todd M.	0.40	460.00
25-Sep-19	Review correspondence from Kirkland and White & Case regarding revised Uniti adversary proceeding schedule.	Levitt, Jamie A.	0.60	735.00
25-Sep-19	Review notice of adjournment of indenture trustees's motion.	Richardson Arnould, Ka	0.20	105.00
26-Sep-19	Correspond with litigation parties regarding final and agreed schedule regarding Uniti adversary proceeding (.4); review same (.2).	Damast, Craig A.	0.60	555.00
26-Sep-19	Review internal correspondence regarding Uniti adversary proceeding scheduling.	Greer, Jocelyn Edith	0.40	280.00
26-Sep-19	Review revised Uniti litigation schedule (.6); correspond with internal working group regarding Uniti expert witnesses (.2).	Levitt, Jamie A.	0.80	980.00
26-Sep-19	Review updated Uniti litigation and discovery dates (.4); correspond with Kirkland and White & Case regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
26-Sep-19	Review memorandum of law regarding adversary proceeding against Uniti (1.1); review final schedule regarding same (.4).	Richardson Arnould, Ka	1.50	787.50
27-Sep-19	Review draft scheduling order in adversary proceeding (.1); correspond with J. Levitt, S. Rappoport and J. Greer regarding same (.1).	Aikman, Amanda	0.20	185.00
27-Sep-19	Correspond with internal working group and Alix team regarding litigation analysis.	Damast, Craig A.	0.30	277.50
27-Sep-19	Review correspondence from Kirkland regarding Uniti adversary proceeding schedule.	Greer, Jocelyn Edith	0.60	420.00
27-Sep-19	Review stipulation regarding schedule in Uniti adversary proceeding.	Rappoport, Steve	0.30	268.50
29-Sep-19	Review valuation reports (.3); draft summary regarding valuation assumptions in connection with litigation analysis (1.1).	Bullard, Miranda	1.40	770.00
30-Sep-19	Draft litigation analysis of valuation reports (1.6); discuss same with P. Dopsch (.3).	Bullard, Miranda	1.90	1,045.00
30-Sep-19	Discuss litigation analysis of valuation reports with M. Bullard.	Dopsch, Peter C.	0.30	345.00
Total: 014	Other Litigation		66.30	59,359.50

Meetings and Communications with Creditors

03-Sep-19	Correspond with Committee members regarding upcoming mediation sessions.	Ferraioli, Raff	0.10	55.00
04-Sep-19	Analyze recent filings and update schedule of material dates for upcoming Committee call.	Richardson Arnould, Ka	0.40	210.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
05-Sep-19	Analyze update for Committee regarding case status and next steps.	Ferraioli, Raff	0.10	55.00
05-Sep-19	Review and revise update for Committee regarding mediation status.	Goren, Todd M.	0.40	460.00
05-Sep-19	Draft update for Committee.	Richards, Erica J.	1.30	1,202.50
06-Sep-19	Analyze update for Committee; correspond with Committee and Committee professionals regarding upcoming Committee call.	Ferraioli, Raff	0.20	110.00
06-Sep-19	Correspond with Committee regarding mediation status.	Richards, Erica J.	0.20	185.00
09-Sep-19	Review and revise agenda for upcoming Committee call (.3); correspond with K. Richardson regarding same (.2); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.80	740.00
09-Sep-19	Call with D. Clark (Verizon) regarding status (.4); review and revise correspondence to Committee and agenda for Committee call (.2).	Goren, Todd M.	0.60	690.00
09-Sep-19	Call with D. Clark (Verizon) regarding status.	Marinuzzi, Lorenzo	0.40	520.00
09-Sep-19	Draft agenda for upcoming weekly Committee call (.3); revise same per comments from C. Damast (.2); review weekly financial presentation from Alix (.6); provide comments to J. Wooding (Alix) regarding same (.3); review trading update from Perella (.2); correspond with F. Munzi regarding materials for Committee call (.2); correspond with internal working group regarding Committee update in advance of weekly call (.6).	Richardson Arnould, Ka	2.40	1,260.00
10-Sep-19	Prepare for (.6) and participate on (.7) weekly Committee call.	Damast, Craig A.	1.30	1,202.50
10-Sep-19	Prepare for (.1) and participate on (.7) weekly Committee call.	Ferraioli, Raff	0.80	440.00
10-Sep-19	Prepare for (.3) and participate on (.7) weekly Committee call; review Alix presentation for Committee call (.4).	Goren, Todd M.	1.40	1,610.00
10-Sep-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.70	490.00
10-Sep-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.70	770.00
10-Sep-19	Prepare for (.4) and participate on (.7) weekly Committee call.	Marinuzzi, Lorenzo	1.10	1,430.00
10-Sep-19	Participate on weekly Committee call.	Richards, Erica J.	0.70	647.50
10-Sep-19	Prepare for (.4) and participate on (.7) weekly Committee call.	Richardson Arnould, Ka	1.10	577.50
11-Sep-19	Correspond with Committee regarding status and next steps; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
12-Sep-19	Correspond with creditor counsel regarding case status and timing.	Marinuzzi, Lorenzo	0.30	390.00
15-Sep-19	Review correspondence from creditor regarding investigation topics.	Goren, Todd M.	0.30	345.00
16-Sep-19	Draft agenda for upcoming Committee call.	Richardson Arnould, Ka	0.40	210.00
17-Sep-19	Correspond with internal working group regarding update for Committee; analyze same.	Ferraioli, Raff	0.10	55.00
17-Sep-19	Review and revise correspondence to Committee regarding update and call.	Goren, Todd M.	0.20	230.00
17-Sep-19	Correspond with J. Grudus (AT&T) and C. Shore (UMB) regarding status of Committee update (.3); review update for Committee (.4).	Marinuzzi, Lorenzo	0.70	910.00
17-Sep-19	Draft Committee update (.3); correspond with internal working group regarding comments of same (.1).	Richardson Arnould, Ka	0.40	210.00
18-Sep-19	Correspond with J. Cooper regarding allegations of fraud.	Marinuzzi, Lorenzo	0.30	390.00
19-Sep-19	Correspond with R. Seltzer (CWA) regarding holdings (.4); review 2019 statements in response to R. Seltzer inquiry (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
24-Sep-19	Review and revise agenda for upcoming Committee call (.3); discuss same with K. Richardson (.2); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.80	740.00
24-Sep-19	Review and revise agenda and correspondence regarding Committee call (.3); review Alix presentation for Committee call (.6).	Goren, Todd M.	0.90	1,035.00
24-Sep-19	Review agenda for Committee call.	Marinuzzi, Lorenzo	0.10	130.00
24-Sep-19	Draft agenda for Committee call (.4); discuss same with C. Damast (.2); correspond with Alix and Perella regarding upcoming Committee call (.2); review trading update from Perella (.2); review financial presentation (.7); provide comments to J. Wooding (Alix) regarding same (.3); correspond with Committee regarding upcoming Committee call (.2).	Richardson Arnould, Ka	2.20	1,155.00
25-Sep-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Damast, Craig A.	0.80	740.00
25-Sep-19	Prepare for (.1) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.60	330.00
25-Sep-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Goren, Todd M.	0.80	920.00
25-Sep-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.50	550.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
25-Sep-19	Prepare for (.2) and participate on (.5) weekly Committee call.	Marinuzzi, Lorenzo	0.70	910.00
25-Sep-19	Participate on weekly Committee call.	Richards, Erica J.	0.50	462.50
25-Sep-19	Prepare for (.4) and participate on (.5) weekly Committee call; correspond with M. Woods (CWA) and R. Seltzer (CWA) regarding Committee update (.5); correspond with J. Wooding (Alix) regarding pension claim and update (.3); draft agenda for upcoming Committee call (.2).	Richardson Arnould, Ka	1.90	997.50
26-Sep-19	Correspond with Committee regarding status and updates (.6); correspond with internal working group regarding same (.2).	Ferraioli, Raff	0.80	440.00
Total: 015	Meetings and Communications with Creditors		29.00	24,955.00
Non-Working Travel				
09-Sep-19	Travel to Columbus for A. Sites deposition.	Rappoport, Steve	2.50	2,237.50
10-Sep-19	Travel to Cleveland for E. Walker deposition.	Greer, Jocelyn Edith	4.90	3,430.00
10-Sep-19	Return travel from Columbus following A. Sites deposition.	Rappoport, Steve	2.00	1,790.00
11-Sep-19	Return travel from Cleveland following E. Walker deposition.	Greer, Jocelyn Edith	5.50	3,850.00
18-Sep-19	Travel to Portland for S. Bandy deposition.	Rappoport, Steve	2.50	2,237.50
19-Sep-19	Travel to/from Stamford, CT for Charter 30(b)(6) deposition.	Greer, Jocelyn Edith	2.00	1,400.00
19-Sep-19	Travel from Portland to Charlotte for Strickland deposition.	Rappoport, Steve	2.00	1,790.00
20-Sep-19	Return travel from Charlotte following Strickland deposition.	Rappoport, Steve	3.00	2,685.00
24-Sep-19	Travel to St. Louis for Windstream 30(b)(6) deposition.	Greer, Jocelyn Edith	4.00	2,800.00
25-Sep-19	Return travel from St. Louis following Windstream 30(b)(6) deposition.	Greer, Jocelyn Edith	3.50	2,450.00
Total: 016	Non-Working Travel		31.90	24,670.00
Plan and Disclosure Statement				
18-Sep-19	Consider possible plan structures and debt assumptions.	Marinuzzi, Lorenzo	1.10	1,430.00
Total: 017	Plan and Disclosure Statement		1.10	1,430.00
Reporting				
04-Sep-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
11-Sep-19	Prepare weekly fee tracker; correspond with internal working group and Alvarez regarding same.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
18-Sep-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
25-Sep-19	Update weekly fee tracker.	Richards, Erica J.	0.30	277.50
Total: 020	Reporting		1.00	812.50
Tax				
11-Sep-19	Review comments of J. Blaivas regarding REIT issues.	Rappoport, Steve	0.10	89.50
12-Sep-19	Review tax opinion and draft memorandum regarding spin-off transaction and lease (2.8); conduct legal research regarding same (1.9).	Blaivas, Jay	4.70	5,522.50
16-Sep-19	Review Uniti lease transaction proposals and related materials, summaries and opinions (1.9); conduct legal research regarding tax implications of same (1.7).	Blaivas, Jay	3.60	4,230.00
17-Sep-19	Correspond with J. Stern regarding transaction, proposals and related REIT considerations (.2); review correspondence regarding same (.4).	Blaivas, Jay	0.60	705.00
17-Sep-19	Review background materials (.4) and research tax issues (1.5) related to mediation proposal.	Stern, Jessica S.	1.90	1,320.50
19-Sep-19	Conduct legal research regarding tax issues related to mediation proposal.	Stern, Jessica S.	1.90	1,320.50
23-Sep-19	Call with J. Stern regarding REIT issues; analyze correspondence regarding same.	Ferraioli, Raff	0.30	165.00
23-Sep-19	Call with R. Ferraioli regarding REIT issues (.2); conduct legal research regarding REIT compliance and related tax issues (1.8); draft memorandum analyzing objections (.3).	Stern, Jessica S.	2.30	1,598.50
24-Sep-19	Correspond with internal working group regarding REIT issues.	Ferraioli, Raff	0.10	55.00
25-Sep-19	Call with R. Ferraioli regarding REIT issues and next steps (.8); correspond with F. Munshi (Perella) and R. Ferraioli regarding same (.4).	Damast, Craig A.	1.20	1,110.00
25-Sep-19	Call with C. Damast regarding REIT issues and next steps.	Ferraioli, Raff	0.80	440.00
26-Sep-19	Call with J. Stern regarding REIT compliance and related tax issues (.6); conduct legal research regarding same (1.7).	Blaivas, Jay	2.30	2,702.50
26-Sep-19	Call with J. Blaivas regarding REIT compliance and related tax issues (.6); conduct legal research regarding same (1.3); draft memorandum analyzing same (.4).	Stern, Jessica S.	2.30	1,598.50
27-Sep-19	Review correspondence regarding REIT issues.	Blaivas, Jay	0.80	940.00
Total: 021	Tax		22.90	21,797.50

Discovery

MORRISON | FOERSTER

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Matter Name: OFFICIAL COMMITTEE

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Date	Services	Timekeeper	Hours	Value
04-Sep-19	Prepare for upcoming depositions in Charter matter.	Rappoport, Steve	0.40	358.00
04-Sep-19	Review document production in connection with assets transferred to Uniti in 2015 (.9); correspond with P. Dopsch and M. Bullard regarding findings of same (.3).	Richardson Arnould, Ka	1.20	630.00
06-Sep-19	Review correspondence regarding Uniti's requests for production and protective order.	Aikman, Amanda	0.10	92.50
06-Sep-19	Review documents regarding 2015 sale leaseback transaction.	Bullard, Miranda	0.10	55.00
06-Sep-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00
06-Sep-19	Review and retrieve newly added dataroom files.	Delehanty, Danielle Ei	0.10	36.00
06-Sep-19	Review Uniti discovery requests.	Marinuzzi, Lorenzo	0.60	780.00
07-Sep-19	Review correspondence regarding discovery in Uniti adversary proceeding.	Levitt, Jamie A.	0.30	367.50
09-Sep-19	Download incoming production volume from Kirkland (.7); analyze and update relativity for attorney review (1.1).	Bergelson, Vadim	1.80	621.00
09-Sep-19	Correspond with J. Greer regarding drafts of Debtors' document requests to E&Y (.3); review same (.8).	Damast, Craig A.	1.10	1,017.50
09-Sep-19	Review Uniti document requests and correspondence with parties regarding same.	Goren, Todd M.	0.60	690.00
09-Sep-19	Correspond with P. Dopsch and C. Damast regarding third-party document requests.	Greer, Jocelyn Edith	0.30	210.00
09-Sep-19	Review Federal Rules of Civil Procedure (.6) and case management order (.4) regarding discovery deadlines in connection with adversary proceeding against Uniti; correspond with J. Greer regarding same (.2); correspond with S. Rappoport regarding review of latest document production (.2); discuss same with L. Westergaard (.4).	Richardson Arnould, Ka	1.80	945.00
09-Sep-19	Conduct document review (1.9); discuss review of latest document production with K. Richardson (.4).	Westergaard, Lily Vale	2.30	1,207.50
10-Sep-19	Download incoming production volume from Kirkland (.5); analyze and update relativity for attorney review (.6).	Bergelson, Vadim	1.10	379.50
10-Sep-19	Review documents regarding 2015 sale leaseback transaction (.9); call with P. Dopsch regarding review of RFPs (.2).	Bullard, Miranda	1.10	605.00
10-Sep-19	Review dataroom and circulate newly added documents to internal working group.	Delehanty, Danielle Ei	0.30	108.00
10-Sep-19	Call with J. Greer regarding review of RFPs (.3); call with M. Bullard regarding same (.2).	Dopsch, Peter C.	0.50	575.00
10-Sep-19	Review summary of A. Sites deposition for Charter litigation.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
10-Sep-19	Call with P. Dopsch regarding review of RFPs.	Greer, Jocelyn Edith	0.30	210.00
10-Sep-19	Review proposed RFPs to E&Y and others (.6); review documents recently produced by Debtors in response to Committee requests (.8); review Uniti objections to discovery (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
10-Sep-19	Prepare for (.6) and attend (2.3) A. Sites deposition; draft summary of same (.4).	Rappoport, Steve	3.30	2,953.50
10-Sep-19	Conduct document review.	Westergaard, Lily Vale	2.40	1,260.00
11-Sep-19	Draft comments to production requests for Stephens and E&Y (1.2); review documents from latest production for purposes of updating memorandum regarding Uniti assets (1.1).	Bullard, Miranda	2.30	1,265.00
11-Sep-19	Correspond with internal working group regarding comments to Debtors' draft document requests for E&Y and Stephens.	Damast, Craig A.	0.30	277.50
11-Sep-19	Review proposed comments to document requests.	Goren, Todd M.	0.40	460.00
11-Sep-19	Attend deposition of E. Walker (2.4); correspond with P. Dopsch and M. Bullard regarding comments on E&Y subpoena (.3); revise same (.6); correspond with Kirkland regarding same (.2).	Greer, Jocelyn Edith	3.50	2,450.00
11-Sep-19	Review documentation production by Aurelius.	Kaufman, David H.	0.70	857.50
11-Sep-19	Conduct first pass document review of Aurelius production.	Westergaard, Lily Vale	2.20	1,155.00
12-Sep-19	Identify and batch newly produced Aurelius documents for review.	Bergelson, Vadim	1.20	414.00
12-Sep-19	Review Uniti correspondence to Judge Drain regarding discovery dispute with indenture trustees.	Damast, Craig A.	0.20	185.00
12-Sep-19	Review and retrieve various Charter deposition documents.	Delehanty, Danielle Ei	0.60	216.00
12-Sep-19	Analyze letter regarding discovery.	Ferraioli, Raff	0.10	55.00
12-Sep-19	Call with Perella and Alix regarding upcoming projects (.4); discuss latest document production with K. Richardson (.2); review letter from Uniti counsel regarding discovery dispute and trustee correspondence regarding same (.6); correspond with J. Levitt regarding Uniti document review (.3).	Goren, Todd M.	1.50	1,725.00
12-Sep-19	Review RAPP Worldwide 30(b)(6) deposition (4.8); review summary of E. Walker deposition (1.7); correspond with S. Rappoport and K. Lockhart regarding upcoming depositions (.4); meet with S. Rappoport and L. Westergaard regarding document review (.5); correspond with V. Bergelson and D. Delehanty regarding Debtors' production (.3); draft notes from RAPP Worldwide 30(b)(6) deposition (.6).	Greer, Jocelyn Edith	8.30	5,810.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

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12-Sep-19	Meet with J. Greer and L. Westergaard regarding document review.	Rappoport, Steve	0.50	447.50
12-Sep-19	Discuss latest document production with L. Westergaard (.3) and T. Goren (.2); correspond with V. Bergelson regarding same (.2).	Richardson Arnould, Ka	0.70	367.50
12-Sep-19	Conduct document review (.3); meet with S. Rappoport and J. Greer regarding same (.5); discuss latest document production with K. Richardson (.3).	Westergaard, Lily Vale	1.10	577.50
13-Sep-19	Update relativity with new documents posted in dataroom.	Bergelson, Vadim	1.20	414.00
13-Sep-19	Review UMB letter to Judge Drain in response to Uniti letter regarding discovery dispute.	Damast, Craig A.	0.20	185.00
13-Sep-19	Review and retrieve newly added dataroom files and circulate same.	Delehanty, Danielle Ei	0.20	72.00
13-Sep-19	Review and analyze correspondence with Judge Drain regarding Uniti and trustee discovery dispute.	Goren, Todd M.	0.40	460.00
13-Sep-19	Call with court regarding Charter discovery issue (.5); discuss logistics for depositions with S. Rappoport (.2); prepare for same (.6).	Greer, Jocelyn Edith	1.30	910.00
13-Sep-19	Review status of depositions and discovery dispute.	Marinuzzi, Lorenzo	0.90	1,170.00
13-Sep-19	Call with court regarding Charter discovery issue (.5); discuss logistics for depositions with J. Greer (.2).	Rappoport, Steve	0.70	626.50
13-Sep-19	Review letter from UMB in response to Uniti regarding discovery (.2) and response from Judge Drain (.1).	Richardson Arnould, Ka	0.30	157.50
16-Sep-19	Review summaries of Charter depositions.	Richards, Erica J.	0.30	277.50
17-Sep-19	Review dataroom and circulate newly added documents to internal working group.	Delehanty, Danielle Ei	0.20	72.00
17-Sep-19	Review draft correspondence regarding open discovery points.	Goren, Todd M.	0.60	690.00
17-Sep-19	Review updated RFPs and correspondence from Uniti regarding status of production.	Marinuzzi, Lorenzo	1.20	1,560.00
18-Sep-19	Analyze and batch incoming Windstream produced documents for attorney review.	Bergelson, Vadim	0.70	241.50
18-Sep-19	Review correspondence regarding discovery disputes regarding Uniti litigation.	Damast, Craig A.	0.30	277.50
18-Sep-19	Correspond with Debtor and Uniti regarding discovery call and open discovery issues.	Goren, Todd M.	0.60	690.00
18-Sep-19	Review correspondence regarding discovery conference.	Greer, Jocelyn Edith	0.20	140.00
18-Sep-19	Review status of Uniti production and review correspondence from Kirkland to Uniti counsel regarding discovery responses.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

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18-Sep-19	Review correspondence regarding discovery issue in Uniti matter (.5); review documents for S. Bandy deposition (1.1).	Rappoport, Steve	1.60	1,432.00
18-Sep-19	Review summary of Uniti presentation to investors.	Richards, Erica J.	0.10	92.50
18-Sep-19	Analyze latest document production from Aurelius.	Richardson Arnould, Ka	9.10	4,777.50
19-Sep-19	Download and update relativity with newly produced Windstream documents.	Bergelson, Vadim	1.10	379.50
19-Sep-19	Attend Charter 30(b)(6) deposition.	Greer, Jocelyn Edith	9.00	6,300.00
19-Sep-19	Prepare for, attend and summarize S. Bandy deposition.	Rappoport, Steve	7.00	6,265.00
19-Sep-19	Analyze latest document production from Aurelius.	Richardson Arnould, Ka	9.40	4,935.00
20-Sep-19	Update relativity with new documents posted in dataroom for attorney review.	Bergelson, Vadim	1.40	483.00
20-Sep-19	Review and retrieve newly added dataroom files and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00
20-Sep-19	Review summary of recent depositions.	Goren, Todd M.	0.60	690.00
20-Sep-19	Review Windstream response to Uniti RFPs (.4); review draft supplemental RFP's to Uniti and advisors (.5).	Marinuzzi, Lorenzo	0.90	1,170.00
20-Sep-19	Attend Strickland deposition (3.9); prepare summary of same (1.2).	Rappoport, Steve	5.10	4,564.50
20-Sep-19	Analyze latest document production from Aurelius.	Richardson Arnould, Ka	6.40	3,360.00
21-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.80	1,470.00
22-Sep-19	Review summary of Strickland deposition.	Richards, Erica J.	0.30	277.50
22-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.90	1,522.50
23-Sep-19	Review document production requests in connection with Uniti arrangement.	Bullard, Miranda	0.30	165.00
23-Sep-19	Review discovery letter (.6); meet and confer call with Uniti regarding same (1.0).	Goren, Todd M.	1.60	1,840.00
23-Sep-19	Meet and confer call with Uniti regarding discovery letter (1.0); review summary of Windstream 30(b)(6) deposition (.7); correspond with M. Bullard and P. Dopsch regarding E&Y document requests (.2).	Greer, Jocelyn Edith	1.90	1,330.00
23-Sep-19	Meet and confer call with Uniti regarding discovery letter.	Levitt, Jamie A.	1.00	1,225.00
23-Sep-19	Meet and confer call with Uniti regarding discovery letter.	Rappoport, Steve	1.00	895.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

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23-Sep-19	Analyze latest document production from Aurelius (5.9); meet and confer call with Uniti regarding discovery letter (1.0).	Richardson Arnould, Ka	6.90	3,622.50
23-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.30	1,207.50
24-Sep-19	Correspond with J. Greer regarding comments to document production requests in connection with Uniti arrangement.	Bullard, Miranda	0.20	110.00
24-Sep-19	Review dataroom and circulate newly added documents to internal working group.	Delehanty, Danielle Ei	0.20	72.00
24-Sep-19	Review further correspondence regarding open discovery points.	Goren, Todd M.	0.30	345.00
24-Sep-19	Review summary of S. Bandy deposition.	Richards, Erica J.	0.20	185.00
24-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.80	1,470.00
25-Sep-19	Assist with Windstream production document review.	Bergelson, Vadim	1.60	552.00
25-Sep-19	Review production documents relating to Uniti arrangement.	Bullard, Miranda	0.90	495.00
25-Sep-19	Correspond with litigation parties regarding Uniti adversary proceeding discovery and subpoenas.	Damast, Craig A.	0.40	370.00
25-Sep-19	Review and retrieve production received from Kirkland.	Delehanty, Danielle Ei	1.20	432.00
25-Sep-19	Attend 30(b)(6) deposition (5.9); draft summary of recent depositions (2.2).	Greer, Jocelyn Edith	8.10	5,670.00
25-Sep-19	Correspond (.2) and discuss (.6) discovery process and document productions with L. Westergaard; correspond with V. Bergelson regarding same (.5).	Richardson Arnould, Ka	1.30	682.50
25-Sep-19	Review key documents from Aurelius (1.7); discuss discovery process in connection with document productions with K. Richardson (.6).	Westergaard, Lily Vale	2.30	1,207.50
26-Sep-19	Analyze recent productions and deposition documents received.	Delehanty, Danielle Ei	0.80	288.00
26-Sep-19	Review summary of Charter deposition.	Levitt, Jamie A.	0.60	735.00
26-Sep-19	Review summary of Charter depositions (.3); draft final Uniti case schedule (.3).	Rappoport, Steve	0.60	537.00
26-Sep-19	Review summary of Atkinson, Truong, Kardos, Gunzel and Auman depositions.	Richards, Erica J.	0.40	370.00
27-Sep-19	Review and retrieve newly added dataroom files and circulate same.	Delehanty, Danielle Ei	0.30	108.00
30-Sep-19	Update relativity with new documents posted in dataroom.	Bergelson, Vadim	1.30	448.50
30-Sep-19	Revise dataroom and coordinate access for L. Guido for same.	Delehanty, Danielle Ei	0.40	144.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
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30-Sep-19	Review document production from Kirkland in connection with adversary proceeding against Uniti.	Richardson Arnould, Ka	4.20	2,205.00
Total: 023	Discovery		157.10	105,530.50
Hearings				
10-Sep-19	Correspond with Chambers regarding upcoming hearing.	Delehanty, Danielle Ei	0.40	144.00
12-Sep-19	Discuss upcoming hearing with K. Richardson.	Delehanty, Danielle Ei	0.20	72.00
12-Sep-19	Discuss upcoming hearing with D. Delehanty.	Richardson Arnould, Ka	0.20	105.00
24-Sep-19	Review matters for upcoming hearing.	Goren, Todd M.	0.40	460.00
24-Sep-19	Review matters for upcoming hearing.	Marinuzzi, Lorenzo	0.60	780.00
25-Sep-19	Review calendar, draft index and prepare binder for upcoming hearing (1.9); schedule telephonic appearance for same (.2); draft omnibus electronics order and circulate approved order to internal working group (.3).	Delehanty, Danielle Ei	2.40	864.00
25-Sep-19	Review agenda for upcoming hearing.	Goren, Todd M.	0.20	230.00
25-Sep-19	Call and correspond with B. Weiland (Kirkland) regarding status of hearing matters (.3); review docket regarding same (.3); correspond with UMB regarding status of hearing matters (.2).	Marinuzzi, Lorenzo	0.80	1,040.00
25-Sep-19	Prepare for upcoming hearing (.7); correspond with D. Delehanty regarding same and matters going forward (.4).	Richardson Arnould, Ka	1.10	577.50
26-Sep-19	Review notice of cancellation of hearing.	Richardson Arnould, Ka	0.40	210.00
Total: 024	Hearings		6.70	4,482.50
Claims Investigation				
02-Sep-19	Correspond with internal working group regarding recharacterization asset value analysis and status (.3); review current draft of same (.3).	Damast, Craig A.	0.60	555.00
03-Sep-19	Correspond with internal working group regarding recharacterization asset value analysis (.4); review draft of same (1.1); correspond with Alix team regarding same and revisions (.4); correspond with internal working group regarding same and comments (.3).	Damast, Craig A.	2.20	2,035.00
03-Sep-19	Review and revise Alix presentation regarding recharacterization value analysis (1.2); call with Alix regarding revised presentation and next steps (.5).	Marinuzzi, Lorenzo	1.70	2,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
04-Sep-19	Conduct and analyze research regarding lease recharacterization claim analysis.	Bullard, Miranda	0.10	55.00
04-Sep-19	Follow up on research relating to lease recharacterization claims and further document review.	Dopsch, Peter C.	0.20	230.00
04-Sep-19	Prepare revised presentations regarding unencumbered assets and results of successful prosecution of claims.	Marinuzzi, Lorenzo	1.60	2,080.00
05-Sep-19	Discuss status of lease recharacterization claims with P. Dopsch.	Bullard, Miranda	0.10	55.00
05-Sep-19	Correspond with E. Richards and finance team regarding claims investigation meeting and additional workstream (.3); discuss same with T. Goren (.2); prepare for (.5) and participate in (.7) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.1).	Damast, Craig A.	1.80	1,665.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1); discuss status of lease recharacterization claims with M. Bullard (.1).	Dopsch, Peter C.	0.90	1,035.00
05-Sep-19	Prepare for (.1) and participate in (.7) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.1); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.10	605.00
05-Sep-19	Discuss claims investigation meeting and additional workstream with C. Damast.	Goren, Todd M.	0.20	230.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Greer, Jocelyn Edith	0.80	560.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Jensen, Sofie	0.80	220.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1); review public information regarding Uniti covenants (.6).	Marinuzzi, Lorenzo	1.40	1,820.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Peck, Geoffrey R.	0.80	900.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Richards, Erica J.	0.80	740.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5859762
Invoice Date: October 18, 2019

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05-Sep-19	Prepare for (.6) and participate in (.7) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.1).	Richardson Arnould, Ka	1.40	735.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Sullivan, Lauren Marie	0.80	600.00
07-Sep-19	Review revised draft of memorandum regarding recharacterization claim.	Bullard, Miranda	0.10	55.00
08-Sep-19	Review revised draft of memorandum regarding recharacterization claim.	Bullard, Miranda	0.20	110.00
12-Sep-19	Participate in weekly claims investigation meeting.	Bullard, Miranda	0.80	440.00
12-Sep-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.80	740.00
12-Sep-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.80	920.00
12-Sep-19	Participate in weekly claims investigation meeting.	Ferraioli, Raff	0.80	440.00
12-Sep-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.80	880.00
12-Sep-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.80	420.00
16-Sep-19	Correspond with J. Greer and P. Dopsch regarding meeting regarding valuation for purposes of recharacterization analysis.	Bullard, Miranda	0.10	55.00
17-Sep-19	Correspond with J. Greer regarding valuation report in connection with recharacterization analysis.	Bullard, Miranda	0.20	110.00
18-Sep-19	Correspond with internal working group regarding review of Uniti financials and covenants.	Damast, Craig A.	0.30	277.50
18-Sep-19	Review correspondence from stakeholder regarding potential claims.	Goren, Todd M.	0.40	460.00
19-Sep-19	Conduct legal research regarding valuation reports in connection with recharacterization analysis.	Bullard, Miranda	0.60	330.00
19-Sep-19	Correspond with internal working group, Alix and Perella teams regarding claims investigation meeting.	Damast, Craig A.	0.30	277.50
20-Sep-19	Correspond with internal working group regarding true lease analysis (.4); review documentation and research in connection with same (2.8).	Blaivas, Jay	3.20	3,760.00
26-Sep-19	Participate in weekly claims investigation meeting.	Bullard, Miranda	0.50	275.00
26-Sep-19	Prepare for (.4) and participate in (.5) weekly claims investigation meeting; correspond with P. Dopsch regarding same and next steps (.3).	Damast, Craig A.	1.20	1,110.00
26-Sep-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.50	575.00
26-Sep-19	Prepare for (.1) and participate in (.5) weekly claims investigation meeting.	Ferraioli, Raff	0.60	330.00
26-Sep-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.50	575.00
26-Sep-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.50	350.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
26-Sep-19	Participate in weekly claims investigation meeting.	Levitt, Jamie A.	0.50	612.50
26-Sep-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.50	550.00
26-Sep-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.50	650.00
26-Sep-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.50	462.50
26-Sep-19	Prepare for (.3) and participate in (.5) weekly claims investigation meeting; follow-up discussion with L. Westergaard regarding potential claims and related discovery (.6).	Richardson Arnould, Ka	1.40	735.00
26-Sep-19	Prepare for (.3) and participate in (.5) weekly claims investigation meeting; follow-up discussion with K. Richardson regarding potential claims and related discovery (.6).	Westergaard, Lily Vale	1.40	735.00
30-Sep-19	Review production documents in connection with true lease recharacterization analysis.	Bullard, Miranda	0.30	165.00
Total: 026	Claims Investigation		36.40	32,730.00
Lien Investigation				
05-Sep-19	Review analysis of collateral.	Peck, Geoffrey R.	1.30	1,462.50
12-Sep-19	Meet with L. Sullivan to discuss lien investigation status.	Peck, Geoffrey R.	0.70	787.50
12-Sep-19	Meet with G. Peck to discuss lien investigation status.	Sullivan, Lauren Marie	0.70	525.00
18-Sep-19	Review credit agreement.	Sullivan, Lauren Marie	0.70	525.00
Total: 027	Lien Investigation		3.40	3,300.00
Other Motions/Applications				
04-Sep-19	Correspond with internal working group regarding Committee update on recently-filed pleadings and status.	Damast, Craig A.	0.40	370.00
06-Sep-19	Correspond with internal working group and Kirkland team regarding several motions to be filed.	Damast, Craig A.	0.40	370.00
09-Sep-19	Correspond with internal working group regarding recently filed motions and summaries for Committee (.4); correspond with R. Ferraioli and K. Richardson regarding same (.3); review and revise summaries of recently filed motions for Committee and review motions (1.1); correspond with R. Ferraioli and K. Richardson regarding same and comments (.5); discuss same with K. Richardson (.3).	Damast, Craig A.	2.60	2,405.00
09-Sep-19	Analyze memorandum regarding recently filed pleadings.	Ferraioli, Raff	0.40	220.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: October 18, 2019

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09-Sep-19	Analyze second tax settlement and related previously filed motions (1.2); draft summaries of same (.8); discuss same with C. Damast (.3); revise same (.3); analyze claims objection procedures motion (.6); review summary of same (.3).	Richardson Arnould, Ka	3.50	1,837.50
13-Sep-19	Correspond with internal working group regarding Committee's standing motion and notice of adjournment.	Damast, Craig A.	0.30	277.50
13-Sep-19	Review recently filed pleadings (.3); correspond with D. Delehanty regarding change in upcoming material dates (.1).	Richardson Arnould, Ka	0.40	210.00
16-Sep-19	Correspond with internal working group regarding notice of adjournment of Committee's standing motion (.2); review same (.1).	Damast, Craig A.	0.30	277.50
16-Sep-19	Draft notice of adjournment regarding Committee standing motion and update calendar regarding same with Chambers conference adjournment regarding Uniti matter (.6); review, prepare, file and serve notice of adjournment (.2); discuss filing with K. Richardson (.3).	Delehanty, Danielle Ei	1.10	396.00
16-Sep-19	Discuss recently filed pleadings with K. Richardson.	Ferraioli, Raff	0.20	110.00
16-Sep-19	Review recently filed assumption and lift stay pleadings.	Goren, Todd M.	0.40	460.00
16-Sep-19	Review draft notice of adjournment of Committee standing motion.	Richards, Erica J.	0.20	185.00
16-Sep-19	Review recent pleading (.4); revise and finalize notice of adjournment in connection with Committee standing motion (.6); review local rules and case management order (.4); correspond with E. Richards regarding same and extension of objection deadline therein (.2); discuss recently filed pleadings with R. Ferraioli (.2); discuss filing of notice of adjournment with D. Delehanty (.3).	Richardson Arnould, Ka	2.10	1,102.50
17-Sep-19	Review summaries of recently filed motions for Committee (.4); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	0.60	555.00
17-Sep-19	Review summary of recently filed motions for Committee.	Goren, Todd M.	0.40	460.00
17-Sep-19	Review and revise draft summary of recently filed motions.	Richards, Erica J.	1.40	1,295.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
17-Sep-19	Review recently filed pleadings and case docket (.6); analyze recent pleadings regarding relief from automatic stay, setoff stipulation and Tindle settlement (1.6); correspond with E. Richards regarding same (.3); correspond with N. Davanipour (Kirkland) regarding terms and amounts of proposed setoff agreement (.4); draft Committee memorandum regarding pleadings (1.3).	Richardson Arnould, Ka	4.20	2,205.00
24-Sep-19	Analyze recently filed pleadings and case docket.	Richardson Arnould, Ka	0.40	210.00
Total: 029	Other Motions/Applications		19.30	12,946.00
Time Entry Review				
23-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.60	880.00
24-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,320.00
25-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.30	715.00
26-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
Total: 032	Time Entry Review		5.70	3,135.00
Mediation				
02-Sep-19	Correspond with Alix regarding mediation presentation.	Richards, Erica J.	0.20	185.00
03-Sep-19	Correspond with J. Levitt, S. Rappoport and J. Greer regarding mediation sessions.	Aikman, Amanda	0.20	185.00
03-Sep-19	Discuss upcoming mediation sessions and logistics with T. Goren (.2); correspond with internal working group and Committee members regarding attendance at mediation (.2); correspond with Davis Polk and mediation parties regarding current Uniti settlement proposal (.1); review same (.4); correspond with internal working group and Perella team regarding presentation for upcoming mediation sessions (.4); review same (.6); correspond with internal working group regarding same and comments (.5); correspond with internal working group regarding update to Committee regarding mediation status (.3); review same (.4).	Damast, Craig A.	3.10	2,867.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
03-Sep-19	Discuss upcoming mediation sessions and logistics with T. Goren (.1); correspond with Kirkland regarding same (.2); correspond with Committee professionals regarding same (.2); analyze correspondence regarding mediation materials (.2); analyze Perella and Alix mediation materials (.6); provide comments to same (.3).	Ferraioli, Raff	1.60	880.00
03-Sep-19	Discuss upcoming mediation sessions and logistics with C. Damast (.2); discuss same with R. Ferraioli (.1); review and revise draft of Alix and Perella presentations for mediation (1.3); correspond with internal working group regarding mediation attendance (.3); correspond with Committee regarding same (.2).	Goren, Todd M.	2.10	2,415.00
03-Sep-19	Correspond with S. Rappoport, A. Aikman and J. Levitt regarding logistics for mediation.	Greer, Jocelyn Edith	0.20	140.00
03-Sep-19	Review updated Uniti settlement proposal (.7); review and revise Perella presentation for mediation (.8); correspond with T. Goren regarding additional inserts for Perella presentation (.6); review mediation participation and scheduling (.4); calls with R. Seltzer (CWA) (.3), B. Lohan (AT&T) and J. Grudus (AT&T) (.3) regarding participation in mediation; review list of obligors for mediation session and prepare narrative for meeting with mediator (.7).	Marinuzzi, Lorenzo	3.80	4,940.00
03-Sep-19	Correspond with J. Greer, A. Aikman and J. Levitt regarding logistics for mediation.	Rappoport, Steve	0.20	179.00
03-Sep-19	Review revised Perella and Alix presentations for mediator.	Richards, Erica J.	0.60	555.00
04-Sep-19	Correspond with internal working group regarding advisor presentations for upcoming mediation sessions, revisions and comments (.8); review current drafts of same (.9); correspond with E. Richards and S. Jensen regarding same and entity obligors/non-obligors (.2); review updated spreadsheet regarding same (.2).	Damast, Craig A.	2.10	1,942.50
04-Sep-19	Analyze mediation presentation (.7); provide comments to same (.1).	Ferraioli, Raff	0.80	440.00
04-Sep-19	Attend mediation session (6.9); review updated draft of Alix presentation for mediation (.6); call with J. Wooding (Alix) regarding same (.3).	Goren, Todd M.	7.80	8,970.00
04-Sep-19	Review mediation submissions and proposals (.1); attend mediation session (6.9).	Levitt, Jamie A.	7.00	8,575.00
04-Sep-19	Call with J. Wooding (Alix) regarding updated draft of Alix presentation for mediation (.3); attend mediation session (6.9).	Marinuzzi, Lorenzo	7.20	9,360.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
04-Sep-19	Review updated draft of Alix presentation for mediation (.3); call with J. Wooding (Alix) regarding same (.3); attend mediation session (6.9).	Richards, Erica J.	7.50	6,937.50
05-Sep-19	Correspond with S. Rappoport regarding mediation session (.1); review summary of same (.1).	Aikman, Amanda	0.20	185.00
05-Sep-19	Correspond with internal working group regarding mediation update for Committee (.3); review same (.7); discuss status of mediation and next steps with R. Ferraioli and E. Richards (.1); discuss Perella Uniti settlement proposal and analysis with K. Richardson (.3).	Damast, Craig A.	1.40	1,295.00
05-Sep-19	Discuss status of mediation and next steps with E. Richards and C. Damast; review mediation schedule.	Ferraioli, Raff	0.30	165.00
05-Sep-19	Attend mediation session.	Goren, Todd M.	1.30	1,495.00
05-Sep-19	Review correspondence regarding mediation.	Levitt, Jamie A.	1.10	1,347.50
05-Sep-19	Review updated presentation regarding value to prepare for mediation (.6); correspond with J. Grudus (AT&T) regarding mediation (.2); review and revise Committee memorandum regarding mediation status (.3); attend mediation session (1.3).	Marinuzzi, Lorenzo	2.40	3,120.00
05-Sep-19	Attend mediation session (1.3); discuss status of mediation and next steps with R. Ferraioli and C. Damast (.1).	Richards, Erica J.	1.40	1,295.00
05-Sep-19	Discuss Perella Uniti settlement proposal and analysis with C. Damast.	Richardson Arnould, Ka	0.30	157.50
06-Sep-19	Review correspondence regarding mediation.	Aikman, Amanda	0.20	185.00
06-Sep-19	Correspond with internal working group and Kirkland teams regarding latest Uniti settlement proposal (.3); review same (.4); discuss upcoming mediation session with R. Ferraioli (.2); correspond with internal working group and Committee members regarding mediation status and next steps (.4).	Damast, Craig A.	1.30	1,202.50
06-Sep-19	Discuss upcoming mediation session with C. Damast.	Ferraioli, Raff	0.20	110.00
06-Sep-19	Attend mediation session (5.5); review and analyze updated Uniti offer (1.9).	Goren, Todd M.	7.40	8,510.00
06-Sep-19	Attend mediation session.	Levitt, Jamie A.	5.50	6,737.50
06-Sep-19	Review update regarding mediation and Uniti proposal.	Marines, Jennifer L.	0.70	770.00
06-Sep-19	Attend mediation session (5.5); review Uniti proposal (.8); discuss possible counters with Perella (.6).	Marinuzzi, Lorenzo	6.90	8,970.00
06-Sep-19	Attend mediation session.	Richards, Erica J.	5.50	5,087.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
09-Sep-19	Correspond with internal working group and Kirkland team regarding Debtors' counterproposal to Uniti (.2); review same (.3); correspond with internal working group and Perella team regarding same and analysis (.4).	Damast, Craig A.	0.90	832.50
09-Sep-19	Analyze mediation proposal (.4); review analysis regarding same (.3).	Ferraioli, Raff	0.70	385.00
09-Sep-19	Review updated settlement proposal with L. Marinuzzi (.4); call with Perella regarding same (.2); review Perella presentation regarding same (.5).	Goren, Todd M.	1.10	1,265.00
09-Sep-19	Call with B. Weiland (Kirkland) regarding Windstream settlement offer (.4); review updated settlement proposal with T. Goren (.4); call with Perella regarding same (.2); review Windstream settlement offer and compare to prior offers (.7).	Marinuzzi, Lorenzo	1.70	2,210.00
10-Sep-19	Call with Perella and Alix teams regarding Perella analysis of recent offer (.4); review same (.4); review Perella materials regarding same (.3); correspond with internal working group and Committee members regarding upcoming mediation session (.2).	Damast, Craig A.	1.30	1,202.50
10-Sep-19	Correspond with internal working group regarding upcoming mediation session; prepare and analyze materials for same.	Ferraioli, Raff	0.40	220.00
10-Sep-19	Review Perella analysis of recent offer (.4); call with Perella and Alix teams regarding same (.4); correspond with internal working group regarding upcoming mediation session (.3).	Goren, Todd M.	1.10	1,265.00
11-Sep-19	Review various proposals and Uniti responses (1.7); conduct legal research (.8) and draft correspondence (.3) regarding comments to same.	Blaivas, Jay	2.80	3,290.00
11-Sep-19	Attend mediation session (6.8); correspond with internal working group regarding analysis of latest Uniti proposals and counterproposals and REIT implications (.4); correspond with R. Ferraioli regarding update to Committee on mediation (.2); review and revise same (.2).	Damast, Craig A.	7.60	7,030.00
11-Sep-19	Attend mediation session.	Ferraioli, Raff	6.80	3,740.00
11-Sep-19	Review Uniti presentation regarding proposal (.5); correspond with J. Blaivas regarding REIT questions regarding same (.2); correspond with internal working group regarding status of mediation (.2).	Goren, Todd M.	0.90	1,035.00
11-Sep-19	Attend mediation session.	Levitt, Jamie A.	6.80	8,330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
11-Sep-19	Attend mediation session (6.8); review analysis of REIT issues as part of Uniti settlement discussions (.8).	Marines, Jennifer L.	7.60	8,360.00
11-Sep-19	Prepare for (.6) and attend (6.8) mediation session.	Marinuzzi, Lorenzo	7.40	9,620.00
12-Sep-19	Correspond with internal working group regarding Debtors' and Uniti's settlement proposals (.3); review same (.4); correspond with internal working group regarding Uniti REIT analysis and settlement implications (.4).	Damast, Craig A.	1.10	1,017.50
12-Sep-19	Correspond with L. Sullivan regarding term sheets and latest proposals (.4); correspond with J. Blaivas regarding proposals (.4).	Ferraioli, Raff	0.80	440.00
12-Sep-19	Review loan documentation for Uniti credit facility in connection with settlement term sheets.	Sullivan, Lauren Marie	2.40	1,800.00
13-Sep-19	Analyze Uniti settlement proposals.	Peck, Geoffrey R.	1.80	2,025.00
16-Sep-19	Review analysis by J. Blaivas regarding Uniti settlement offers.	Richards, Erica J.	0.10	92.50
17-Sep-19	Review proposals and related materials.	Blaivas, Jay	1.10	1,292.50
18-Sep-19	Correspond with internal working group regarding mediation proposals.	Ferraioli, Raff	0.20	110.00
18-Sep-19	Analyze proposed settlement term sheets.	Sullivan, Lauren Marie	0.40	300.00
19-Sep-19	Analyze Uniti settlement correspondence.	Peck, Geoffrey R.	0.60	675.00
20-Sep-19	Research tax issues related mediation proposal.	Stern, Jessica S.	2.90	2,015.50
25-Sep-19	Correspond with mediation parties regarding discussions with Chambers and further revised schedule.	Damast, Craig A.	0.30	277.50
25-Sep-19	Review Uniti proposal and update for Committee regarding proposal and retention of experts.	Marinuzzi, Lorenzo	0.60	780.00
26-Sep-19	Correspond with mediation parties (.3); review analysis of latest Uniti settlement proposal (.3).	Damast, Craig A.	0.60	555.00
26-Sep-19	Review updated Uniti proposal.	Goren, Todd M.	0.70	805.00
26-Sep-19	Review updated Uniti proposal	Marinuzzi, Lorenzo	0.60	780.00
26-Sep-19	Review latest mediation proposal from Uniti.	Richardson Arnould, Ka	0.60	315.00
27-Sep-19	Correspond with internal working group regarding mediation status and next steps.	Damast, Craig A.	0.20	185.00
27-Sep-19	Analyze Uniti debt instruments in relation to possible Uniti settlement.	Peck, Geoffrey R.	1.40	1,575.00
27-Sep-19	Review Uniti credit agreement and indentures in connection with proposed settlement agreements (4.1); draft summary of same (1.1).	Sullivan, Lauren Marie	5.20	3,900.00
Total: 034	Mediation		149.20	156,929.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
			Current Fees	478,648.00

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
19463	Aikman, Amanda	925.00	1.30	1,202.50
22690	Blaivas, Jay	1,175.00	19.10	22,442.50
14140	Goren, Todd M.	1,150.00	51.70	59,455.00
10213	Kaufman, David H.	1,225.00	0.70	857.50
04458	Levitt, Jamie A.	1,225.00	29.10	35,647.50
17456	Marines, Jennifer L.	1,100.00	10.80	11,880.00
14116	Marinuzzi, Lorenzo	1,300.00	61.80	80,340.00
12345	Peck, Geoffrey R.	1,125.00	6.60	7,425.00
20387	Bullard, Miranda	550.00	12.20	6,710.00
22181	Ferraioli, Raff	550.00	30.40	16,720.00
23534	Greer, Jocelyn Edith	700.00	68.90	48,230.00
19721	Rappoport, Steve	895.00	35.60	31,862.00
21823	Richardson Arnould, Ka	525.00	79.70	41,842.50
18235	Stern, Jessica S.	695.00	11.30	7,853.50
23425	Sullivan, Lauren Marie	750.00	10.20	7,650.00
21829	Westergaard, Lily Vale	525.00	22.50	11,812.50
08676	Dopsch, Peter C.	1,150.00	4.40	5,060.00
14078	Richards, Erica J.	925.00	26.80	24,790.00
17323	Damast, Craig A.	925.00	64.90	60,032.50
18387	Delehanty, Danielle Ei	360.00	20.10	7,236.00
23415	Jensen, Sofie	275.00	3.20	880.00
15029	Bergelson, Vadim	345.00	11.40	3,933.00
99851	eDiscovery Services**	320.00	0.80	256.00
	Client Accommodation – ½ Non-Working Travel			(12,335.00)
	Client Accommodation – Time Entry Review			(3,135.00)
	TOTAL		583.50	478,648.00

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: 5859762
Invoice Date: October 18, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	1.20	1,560.00
003	Assumption and Rejection of Leases and Contracts	19.50	17,182.50
006	Business Operations	3.40	3,767.50
007	Case Administration	21.40	13,309.00
008	Claims Administration and Objections	5.40	5,190.00
011	Employment and Fee Applications	2.60	1,031.00
014	Other Litigation	66.30	59,359.50
015	Meetings and Communications with Creditors	29.00	24,955.00
016	Non-Working Travel	31.90	24,670.00
017	Plan and Disclosure Statement	1.10	1,430.00
020	Reporting	1.00	812.50
021	Tax	22.90	21,797.50
023	Discovery	157.10	105,530.50
024	Hearings	6.70	4,482.50
026	Claims Investigation	36.40	32,730.00
027	Lien Investigation	3.40	3,300.00
029	Other Motions/Applications	19.30	12,946.00
032	Time Entry Review	5.70	3,135.00
034	Mediation	149.20	156,929.50
	Client Accommodation – ½ Non-Working Travel		(12,335.00)
	Client Accommodation – Time Entry Review		(3,135.00)
TOTAL		583.50	478,648.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Disbursement Detail

Date	Description	Value
30-Sep-19	Color Copies	34.80
30-Sep-19	On-line Research - WESTLAW	3,323.60
24-Sep-19	Reporting fees, U.S. LEGAL SUPPORT, INC. (CA REPORTING), deposition - certified copy of transcript of Peter McGuire	1,355.10
25-Sep-19	Reporting fees, U.S. LEGAL SUPPORT, INC. (CA REPORTING), deposition - certified copy of transcript of Emmitt Walker	839.10
25-Sep-19	Reporting fees, A. WILLIAM ROBERTS, JR AND ASSOCIATES, copy of transcript of Paul G. Strickland	616.60
30-Sep-19	Reporting fees, U.S. LEGAL SUPPORT, INC. (CA REPORTING), certified copy of transcript of Andrew Sites	703.45
09-Sep-19	Travel, plane, S. Rappoport, travel to Columbus for A. Sites deposition, 9/9/19	914.68
09-Sep-19	Travel, hotel, S. Rappoport, one night stay at Renaissance Hotel in Columbus for A. Sites deposition, 9/9/19	327.83
09-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, traveling to Columbus for A. Sites deposition, 9/9/19	78.26
10-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, in Columbus following A. Sites deposition, 9/10/19	23.27
10-Sep-19	Travel, taxi/car service, J. Greer, ground travel to airport, traveling to Cleveland for E. Walker deposition, 9/10/19	79.80
11-Sep-19	Travel, hotel, J. Greer, one night stay at Marriott in Cleveland for E. Walker deposition, 9/10/19	436.20
11-Sep-19	Travel, plane, J. Greer, travel to Cleveland for E. Walker deposition, 9/10/19	507.40
11-Sep-19	Travel, taxi/car service, J. Marines, ground travel to attend mediation session, 9/11/19	14.75
17-Sep-19	Travel, plane, J. Greer, travel to St. Louis for Windstream 30(b)(6) deposition, 9/24/19	645.96
18-Sep-19	Travel, plane, S. Rappoport, travel to Portland and Charlotte for S. Bandy and Strickland depositions, 9/18/19	1,127.40
18-Sep-19	Travel, hotel, S. Rappoport, one night stay at Paramount Hotel in Portland for S. Bandy deposition, 9/18/19	377.67
18-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, traveling to Portland and Charlotte for S. Bandy and Strickland depositions, 9/18/19	110.14
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel from airport, in Portland following S. Bandy deposition, 9/18/19	52.44
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to S. Bandy deposition in Portland, 9/19/19	28.65
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to hotel following S. Bandy deposition in Portland, 9/19/19	17.29
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, in Portland for S. Bandy deposition, 9/19/19	25.03
19-Sep-19	Travel, taxi/car service, J. Greer, ground travel from Stamford, CT following Charter 30(b)(6) deposition, 9/19/19	82.54
20-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to Strickland deposition in Charlotte, 9/20/19	40.80
24-Sep-19	Travel, taxi/car service, J. Greer, ground travel from airport, in St. Louis for Windstream 30(b)(6) deposition, 9/24/19	23.69
24-Sep-19	Travel, taxi/car service, J. Greer, ground travel to airport, traveling to St. Louis for Windstream 30(b)(6) deposition, 9/24/19	59.76
25-Sep-19	Travel, taxi/car service, J. Greer, ground travel from airport, following Windstream 30(b)(6) deposition, 9/25/19	47.55

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Matter Number: 017254-0000001		Invoice Number: 5859762
Matter Name: OFFICIAL COMMITTEE		Invoice Date: October 18, 2019
Date	Description	Value
25-Sep-19	Travel, taxi/car service, J. Greer, ground travel to Windstream 30(b)(6) deposition, in St. Louis, 9/25/19	21.65
25-Sep-19	Travel, taxi/car service, J. Greer, ground travel to airport, in St. Louis following Windstream 30(b)(6) deposition, 9/25/19	28.51
01-Sep-19	EDiscovery, Epiq Managed Services, August 2019	757.50
09-Sep-19	Business meals, 7 attendees, Windstream meeting, 9/9/19	140.00
16-Sep-19	Business meals, 7 attendees, Windstream meeting, 9/16/19	140.00
05-Sep-19	Document retrieval service, PACER SERVICE CENTER (DBA) U.S. COURTS AO-PACER SERVICE CTR, PACER fees (searches and downloads)	202.60
Current Disbursements		13,184.02

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	478,648.00
Total Disbursements	13,184.02
Total Amount Due	491,832.02

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	751,083.64	184,374.65
25-Jul-19	5839059	USD	619,933.00	499,069.90	120,863.10
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	0.00	556,534.56

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 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)
)	

**SEVENTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
 AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	October 1, 2019 through October 31, 2019 (the “ <u>Fee Period</u> ”)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$476,414.50 (80% = \$381,131.60)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$14,157.88

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors* Nunc Pro Tunc to March 12, 2019, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$476,414.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$95,282.90, for a total fee request of \$381,131.60;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$14,157.88.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from October 1, 2019 through and including October 31, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 599.6 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$476,414.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$95,282.90 for a total fee request of \$381,131.60 together with reimbursement of expenses in the amount of \$14,157.88 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
November 22, 2019

/s/ Lorenzo Marinuzzi

MORRISON & FOERSTER LLP

250 West 55th Street

New York, New York 10019

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Lorenzo Marinuzzi

Todd M. Goren

Jennifer L. Marines

Erica J. Richards

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Asset Analysis and Recovery	0.40	\$460.00
003	Assumption and Rejection of Leases and Contracts	5.70	\$5,582.50
006	Business Operations	0.40	\$520.00
007	Case Administration	14.70	\$9,437.50
008	Claims Administration and Objections	2.90	\$2,645.00
011	Employment and Fee Applications	7.80	\$4,575.00
013	Financing and Cash Collateral	5.40	\$6,052.50
014	Other Litigation	194.60	\$162,794.00
015	Meetings and Communications with Creditors	54.00	\$47,650.00
016	Non-Working Travel	6.00	\$5,370.00
019	Relief from Stay and Adequate Protection	0.40	\$370.00
020	Reporting	3.20	\$2,975.00
021	Tax	5.40	\$3,775.00
023	Discovery	186.30	\$131,823.00
024	Hearings	1.10	\$1,235.00
026	Claims Investigation	51.10	\$41,855.00
029	Other Motions/Applications	1.50	\$927.50
032	Time Entry Review	10.40	\$6,695.00
034	Mediation	48.30	\$51,052.50
Total Incurred:		599.6	\$485,794.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(2,685.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(6,695.00)
Total Requested:			\$476,414.50

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	58.80	\$67,620.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	7.70	\$9,432.50
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	13.00	\$15,925.00
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	2.00	\$2,200.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	61.90	\$80,470.00
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	8.50	\$9,562.50
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	7.80	\$8,970.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	23.20	\$21,460.00
Benedict, Margot G.	Associate	2018	Litigation	\$550.00	7.10	\$3,905.00
Chan, Monica	Associate	2015	Litigation	\$750.00	6.20	\$4,650.00
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	61.10	\$56,517.50
Dobrosielski, Jan	Associate	Pending	Litigation	\$525.00	13.30	\$6,982.50
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	42.50	\$23,375.00
Francia, Cesar Augusto	Associate	2015	Litigation	\$750.00	33.00	\$24,750.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	68.50	\$47,950.00
Melendez, Miranda Bull	Associate	2017	Finance	\$550.00	5.30	\$2,915.00
Rappoport, Steve	Associate	2009	Litigation	\$895.00	27.90	\$24,970.50
Richardson Arnould, Kat	Associate	Pending	Business Restructuring & Insolvency	\$525.00	29.20	\$15,330.00
Selick, Allison	Associate	2018	Business Restructuring & Insolvency	\$550.00	5.50	\$3,025.00
Stern, Jessica S.	Associate	2014	Tax	\$695.00	4.00	\$2,780.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	7.60	\$5,700.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	62.40	\$32,760.00

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	15.10	\$5,209.50
Franks, Matthew G.	Paralegal	1 1/3 years	Litigation	\$255.00	8.20	\$2,091.00
Guido, Laura	Senior Paralegal	12 years	Business Restructuring & Insolvency	\$375.00	16.50	\$6,187.50
eDiscovery Services*	Staff	N/A	Litigation	\$320.00	3.30	\$1,056.00

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

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,179.00	182.9	\$215,640.00
Associates and Attorneys	\$684.18	373.6	\$255,610.50
Total Incurred by all Attorneys:	\$846.81	556.5	\$471,250.50
Paraprofessionals and Non-Legal Staff	\$337.44	43.1	\$14,544.00
Total Incurred:	\$810.19	599.6	\$485,794.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(2,685.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(6,695.00)
Total Requested:	\$794.55		\$476,414.50

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Business Meals	\$580.00
Epiq eDiscovery Managed Services	\$731.24
On-line Research - LEXIS	\$278.60
On-line Research - OTHER DATABASE - PACER	\$79.60
On-line Research - WESTLAW	\$5,261.90
Reporting Fees	\$5,399.00
Travel	\$1,781.14
Travel Meals	\$46.40
Total Requested	\$14,157.88

Exhibit D

MORRISON | FOERSTER

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LOS ANGELES
CALIFORNIA 90074-2335

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FACSIMILE: 415.268.7522

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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: 5869006
Invoice Date: November 22, 2019

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 October 31, 2019

	<u>U.S.Dollars</u>
Current Fees	485,794.50
Client Accommodation – ½ Non-Working Travel	(2,685.00)
Client Accommodation – Time	(6,695.00)
Entry Review	
Current Fees Value	<hr/> 476,414.50
Current Disbursements	<hr/> 14,157.88
Total This Invoice	<hr/> 490,572.38 <hr/>

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

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

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
17-Oct-19	Correspond with Alix regarding real estate analysis.	Goren, Todd M.	0.40	460.00
Total: 001	Asset Analysis and Recovery		0.40	460.00
Assumption and Rejection of Leases and Contracts				
07-Oct-19	Review Twinsburg objection to proposed cure costs (.2); review Debtors' notices of assumption of contracts and leases (.4).	Damast, Craig A.	0.60	555.00
07-Oct-19	Analyze cure objection.	Ferraioli, Raff	0.20	110.00
07-Oct-19	Review additional cure objections.	Marinuzzi, Lorenzo	0.40	520.00
08-Oct-19	Review various notices of rejection (.3) and assumption (.3) of certain executory contracts/leases.	Damast, Craig A.	0.60	555.00
09-Oct-19	Review orders authorizing rejection of Ft. Knox contract (.2), Alexander Monroe contract (.2), Mintigo contract (.2), Metropolitan lease (.2) and Gartner contracts (.2); review order authorizing assumption of Seneca contract (.2).	Damast, Craig A.	1.20	1,110.00
31-Oct-19	Discuss research regarding assumption/rejection outcomes with R. Ferraioli.	Damast, Craig A.	0.30	277.50
31-Oct-19	Discuss research regarding assumption/rejection outcomes with C. Damast (.3); conduct and analyze legal research regarding same (.4).	Ferraioli, Raff	0.70	385.00
31-Oct-19	Review strategy for Uniti motions regarding rent and deadlines for assumption and rejection.	Marinuzzi, Lorenzo	0.90	1,170.00
31-Oct-19	Analyze issues relating to master lease rejection under debt instruments.	Peck, Geoffrey R.	0.80	900.00
Total: 003	Assumption and Rejection of Leases and Contracts		5.70	5,582.50
Business Operations				
01-Oct-19	Correspond with Perella and Alix regarding business updates.	Marinuzzi, Lorenzo	0.40	520.00
Total: 006	Business Operations		0.40	520.00
Case Administration				
01-Oct-19	Correspond with internal working group regarding upcoming professionals' call.	Damast, Craig A.	0.20	185.00
01-Oct-19	Correspond with Alix and Perella regarding case status.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
01-Oct-19	Circulate notice of ECF filings to internal working group (.2); update case calendar and provide updates to same (.5).	Guido, Laura	0.70	262.50
03-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
04-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.5).	Guido, Laura	0.60	225.00
07-Oct-19	Correspond with D. Delehanty regarding docket and calendar matters.	Damast, Craig A.	0.30	277.50
07-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
08-Oct-19	Prepare for (.4) and participate on (.3) weekly professionals' call; correspond with internal working group regarding upcoming Committee call (.2).	Damast, Craig A.	0.90	832.50
08-Oct-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	220.00
08-Oct-19	Participate on weekly professionals' call.	Goren, Todd M.	0.30	345.00
08-Oct-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.30	210.00
08-Oct-19	Circulate notice of ECF filings to internal working group (.1); update case calendar and provide updates to same (.2).	Guido, Laura	0.30	112.50
09-Oct-19	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
09-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
10-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
11-Oct-19	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
11-Oct-19	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	225.00
14-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
15-Oct-19	Prepare for (.2) and participate on (.5) weekly professionals' call; correspond with L. Guido regarding docket and calendar matters (.2).	Damast, Craig A.	0.90	832.50
15-Oct-19	Prepare for (.2) and participate on (.5) weekly professionals' call.	Ferraioli, Raff	0.70	385.00
15-Oct-19	Participate on weekly professionals' call.	Goren, Todd M.	0.50	575.00
15-Oct-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.50	350.00

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Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
15-Oct-19	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	150.00
15-Oct-19	Participate on weekly professionals' call.	Levitt, Jamie A.	0.50	612.50
15-Oct-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
15-Oct-19	Prepare for (.2) and participate on (.5) weekly professionals' call.	Richardson Arnould, Ka	0.70	367.50
16-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
17-Oct-19	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
17-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
18-Oct-19	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	225.00
21-Oct-19	Correspond with L. Guido regarding calendar and docket matters.	Damast, Craig A.	0.20	185.00
21-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); review FRCP for confirmation of deadlines (.2).	Guido, Laura	0.30	112.50
22-Oct-19	Correspond with internal working group and Perella team regarding upcoming professionals' call.	Damast, Craig A.	0.20	185.00
22-Oct-19	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	112.50
23-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
24-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
25-Oct-19	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	112.50
28-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); retrieve and distribute transcripts (.1); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	150.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
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Date	Services	Timekeeper	Hours	Value
29-Oct-19	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	112.50
Total: 007	Case Administration		14.70	9,437.50
Claims Administration and Objections				
02-Oct-19	Review signed order regarding Debtors' second settlement with NYS Dept. of Taxation and Finance.	Damast, Craig A.	0.10	92.50
08-Oct-19	Review claims administration and objection procedures.	Marinuzzi, Lorenzo	0.60	780.00
11-Oct-19	Review signed order approving omnibus claims objection procedures.	Damast, Craig A.	0.20	185.00
16-Oct-19	Review stipulation and order extending Frontier's time to file proof of claim.	Damast, Craig A.	0.20	185.00
16-Oct-19	Review stipulation extending time for Frontier to file claim (.2); correspond with S. Rochester (Katten) regarding status of Frontier negotiations (.2).	Marinuzzi, Lorenzo	0.40	520.00
18-Oct-19	Analyze Charter proofs of claim (.8); draft memorandum regarding same (.3).	Ferraioli, Raff	1.10	605.00
22-Oct-19	Correspond with R. Ferraioli regarding Charter proofs of claim.	Damast, Craig A.	0.30	277.50
Total: 008	Claims Administration and Objections		2.90	2,645.00
Employment and Fee Applications				
01-Oct-19	Analyze interim fee application (1.1); discuss same with L. Guido (.1).	Ferraioli, Raff	1.20	660.00
01-Oct-19	Review and revise interim fee application (.4); discuss same with R. Ferraioli (.1); finalize, file and coordinate service of same (.2).	Guido, Laura	0.70	262.50
01-Oct-19	Finalize August fee statement for filing.	Marinuzzi, Lorenzo	0.60	780.00
03-Oct-19	Analyze Alix's fee application; coordinate filing of same.	Ferraioli, Raff	0.20	110.00
03-Oct-19	File and coordinate service of Alix monthly fee statement.	Guido, Laura	0.20	75.00
11-Oct-19	Analyze status of fee applications and deadline regarding same.	Ferraioli, Raff	0.20	110.00
16-Oct-19	Draft invoice; correspond with Alvarez, Windstream and Kirkland regarding same.	Ferraioli, Raff	0.30	165.00
17-Oct-19	Analyze proposed omnibus fee order; correspond with internal working group regarding same; correspond with Alix and Perella regarding same; correspond with Kirkland regarding same.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
18-Oct-19	Prepare MoFo's September fee application.	Guido, Laura	1.10	412.50
22-Oct-19	Analyze and revise draft fee application.	Ferraioli, Raff	0.40	220.00
22-Oct-19	Review September fee application.	Goren, Todd M.	0.60	690.00
23-Oct-19	Analyze and revise draft fee application (.5); analyze Perella fee application (.2); correspond with L. Guido regarding filing of same (.1).	Ferraioli, Raff	0.80	440.00
23-Oct-19	Finalize and compile September fee applications for MoFo and Perella for filing (.3); file and coordinate service of same (.4).	Guido, Laura	0.70	262.50
24-Oct-19	Confirm relevant filing deadlines regarding fee applications.	Guido, Laura	0.10	37.50
29-Oct-19	Analyze Alix fee application and coordinate filing of same.	Ferraioli, Raff	0.20	110.00
29-Oct-19	Prepare, file and coordinate service of Alix September fee application.	Guido, Laura	0.20	75.00
Total: 011	Employment and Fee Applications		7.80	4,575.00
Financing and Cash Collateral				
02-Oct-19	Correspond with internal working group and lenders' counsel regarding extension of challenge deadline.	Damast, Craig A.	0.20	185.00
02-Oct-19	Correspond with lenders' counsel regarding extension of challenge deadline.	Goren, Todd M.	0.30	345.00
02-Oct-19	Correspond with parties regarding extension of DIP challenge deadline (.3); review correspondence regarding challenges extended and next steps (.6).	Marinuzzi, Lorenzo	0.90	1,170.00
11-Oct-19	Correspond with L. Marinuzzi and lenders' counsel regarding extension of challenge deadline.	Damast, Craig A.	0.20	185.00
11-Oct-19	Correspond with first lien lender advisors regarding extension of challenge deadline.	Marinuzzi, Lorenzo	0.40	520.00
12-Oct-19	Correspond with L. Marinuzzi and lenders' counsel regarding confirmation of extension of challenge deadline.	Damast, Craig A.	0.60	555.00
15-Oct-19	Analyze correspondence regarding extension of challenge deadline; correspond with L. Guido regarding same.	Ferraioli, Raff	0.10	55.00
15-Oct-19	Correspond with parties regarding extension of challenge deadline (.3); review August letter setting forth terms of extension (.6).	Marinuzzi, Lorenzo	0.90	1,170.00
15-Oct-19	Review and confirm adequacy of consents to extension of challenge deadline.	Richards, Erica J.	0.60	555.00
16-Oct-19	Correspond with internal working group regarding extension of challenge deadline.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
30-Oct-19	Review DIP agreement regarding potential Uniti lease scenarios (.7); call with B. Weiland (Kirkland) regarding same (.2).	Goren, Todd M.	0.90	1,035.00
Total: 013	Financing and Cash Collateral		5.40	6,052.50
Other Litigation				
01-Oct-19	Review signed Uniti adversary proceeding scheduling order (.2); correspond with internal working group regarding same (.3); correspond with F. Munshi (Perella) and R. Ferraioli regarding Uniti/REIT litigation analysis and issues (.3).	Damast, Craig A.	0.80	740.00
01-Oct-19	Analyze scheduling order filed in connection with adversary proceeding against Uniti (.4); correspond with internal working group regarding changes to proposed schedule (.3).	Richardson Arnould, Ka	0.70	367.50
02-Oct-19	Correspond with internal working group regarding Uniti litigation call with Kirkland team (.2); correspond with M. Ballew (Perella) regarding litigation analysis and issues (.4); discuss same with R. Ferraioli (.2).	Damast, Craig A.	0.80	740.00
02-Oct-19	Analyze correspondence regarding Uniti adversary proceeding and next steps; discuss litigation analysis and issues with C. Damast.	Ferraioli, Raff	0.30	165.00
03-Oct-19	Review memorandum regarding litigation analysis of valuation report (.9); correspond with P. Dopsch regarding same (.1); correspond with internal working group regarding Frontier litigation status and extension of time to file proof of claim (.3).	Damast, Craig A.	1.30	1,202.50
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Goren, Todd M.	0.50	575.00
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Greer, Jocelyn Edith	0.50	350.00
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Levitt, Jamie A.	0.50	612.50
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Rappoport, Steve	0.50	447.50
04-Oct-19	Correspond with J. Wooding (Alix) regarding Uniti covenant and consent analysis (.2); review comments regarding same (.3); review memorandum regarding litigation analysis (.9).	Damast, Craig A.	1.40	1,295.00
04-Oct-19	Review materials covered in litigation regarding Uniti and Alix commentary on same.	Marinuzzi, Lorenzo	0.90	1,170.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
07-Oct-19	Review draft of memorandum regarding litigation analysis of report regarding Uniti assets.	Damast, Craig A.	0.70	647.50
07-Oct-19	Discuss Uniti case status with S. Rappoport.	Greer, Jocelyn Edith	0.50	350.00
07-Oct-19	Discuss Uniti case status with J. Greer.	Rappoport, Steve	0.50	447.50
08-Oct-19	Review and revise memorandum regarding litigation analysis of report regarding Uniti assets (.8); review report of same (.9).	Damast, Craig A.	1.70	1,572.50
09-Oct-19	Correspond with M. Bullard regarding memorandum regarding litigation analysis of report regarding Uniti assets.	Damast, Craig A.	0.20	185.00
09-Oct-19	Review defendant's motion to withdraw reference in Charter adversary proceeding.	Greer, Jocelyn Edith	0.40	280.00
09-Oct-19	Review defendant's motion to withdraw reference in Charter adversary proceeding.	Levitt, Jamie A.	0.60	735.00
09-Oct-19	Review motion to withdraw reference in Charter dispute (1.2); correspond with S. Rappoport regarding response and next steps (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
10-Oct-19	Review Charter motion to withdraw reference.	Goren, Todd M.	0.30	345.00
10-Oct-19	Conduct legal research regarding opposition to motion to withdraw.	Greer, Jocelyn Edith	1.80	1,260.00
11-Oct-19	Correspond with internal working group and Committee members regarding summary of Charter motion to withdraw reference and revisions (.6); review motion regarding same (.5).	Damast, Craig A.	1.10	1,017.50
11-Oct-19	Review Charter motion to withdraw reference (.8); correspond with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.20	1,380.00
11-Oct-19	Draft opposition to motion to withdraw reference in Charter adversary proceeding (.9); call with Debtors regarding Charter motion to withdraw reference (.5).	Greer, Jocelyn Edith	1.40	980.00
11-Oct-19	Call with Debtors regarding Charter motion to withdraw reference.	Rappoport, Steve	0.50	447.50
13-Oct-19	Review correspondence regarding Charter motion to withdraw reference and analyze precedent opposing same.	Richards, Erica J.	0.30	277.50
14-Oct-19	Review Charter motion to withdraw reference (.7); correspond with J. Greer and R. Ferraioli regarding same (.4).	Damast, Craig A.	1.10	1,017.50
14-Oct-19	Review Charter motion to dismiss and judgment on pleadings.	Goren, Todd M.	0.90	1,035.00
14-Oct-19	Correspond with R. Ferraioli regarding opposition to motion to withdraw reference in Charter adversary proceeding (.3); conduct legal research regarding motion to withdraw (1.4).	Greer, Jocelyn Edith	1.70	1,190.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
14-Oct-19	Compile precedent regarding opposition to motion to withdraw reference.	Guido, Laura	1.10	412.50
14-Oct-19	Review motion for judgment regarding pleadings filed by Charter (.6) and letter regarding summary judgment filed by Charter (.2).	Rappoport, Steve	0.80	716.00
15-Oct-19	Correspond with J. Greer and R. Ferraioli regarding Charter adversary proceeding, deadlines and docket matters (.4); correspond with internal working group regarding Uniti's partial motion to dismiss complaint (.3); review summary of same (.2).	Damast, Craig A.	0.90	832.50
15-Oct-19	Analyze correspondence from L. Marinuzzi regarding status of litigation; analyze docket and recently filed pleadings in connection with same.	Ferraioli, Raff	0.20	110.00
15-Oct-19	Review Uniti motion to dismiss (.4); correspond with M. Brod (Milbank) (.1) and internal working group regarding adjournment of Committee standing motion (.2).	Goren, Todd M.	0.70	805.00
15-Oct-19	Conduct legal research and draft opposition to Charter motion to withdraw reference (3.8); review Uniti motion to dismiss (.4).	Greer, Jocelyn Edith	4.20	2,940.00
15-Oct-19	Review Charter summary judgment motion papers (.9) and response to Debtor's pre-motion letter (.2); review Uniti motion to dismiss (.7).	Levitt, Jamie A.	1.80	2,205.00
15-Oct-19	Review Uniti motion to dismiss (.9); review complaint and Committee standing motion regarding fraudulent conveyance claims (.8); review strategy regarding response with litigation team (.5); review scheduling regarding summary judgment timeline and progress (.6).	Marinuzzi, Lorenzo	2.80	3,640.00
15-Oct-19	Review draft response to motion to withdraw reference in Charter matter.	Rappoport, Steve	0.90	805.50
15-Oct-19	Review briefing regarding Charter motion to dismiss and withdraw reference.	Richards, Erica J.	0.80	740.00
16-Oct-19	Review Uniti partial motion to dismiss complaint and accompanying memorandum of law (1.7); review Charter motion to withdraw reference and accompanying memorandum of law (1.6).	Damast, Craig A.	3.30	3,052.50
16-Oct-19	Analyze Uniti motion to dismiss.	Ferraioli, Raff	0.60	330.00
16-Oct-19	Review Uniti motion to dismiss.	Goren, Todd M.	1.30	1,495.00
16-Oct-19	Draft opposition to motion to withdraw reference filed in Charter adversary proceeding.	Greer, Jocelyn Edith	3.10	2,170.00
16-Oct-19	Consider strategy regarding Uniti motion to dismiss (.8); review Charter summary judgment motion (.8).	Marinuzzi, Lorenzo	1.60	2,080.00
16-Oct-19	Review Uniti motion to dismiss.	Rappoport, Steve	0.80	716.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
17-Oct-19	Correspond with internal working group regarding extension of deadline to object to motion to withdraw reference (.1); review letter regarding same (.1); continue to review motion (.6); discuss Uniti motion to dismiss with J. Greer and A. Selick (.1); correspond with A. Selick regarding same (.2); review Judge Farnan decision regarding same (.6); correspond with E. Richards and J. Wooding (Alix) regarding real and personal property analysis regarding Uniti transaction (.3).	Damast, Craig A.	2.00	1,850.00
17-Oct-19	Analyze endorsed letter regarding extension of deadline to oppose motion to withdraw reference.	Ferraioli, Raff	0.10	55.00
17-Oct-19	Correspond with Debtors and Intervenor regarding motion to dismiss and open points (.4); call with Alix and Perella regarding litigation status (.8); review Charter motion to dismiss regarding potential responses (.6); correspond with internal working group regarding response to Uniti motion to dismiss (.6).	Goren, Todd M.	2.40	2,760.00
17-Oct-19	Correspond with A. Selick regarding memorandum of Uniti motion to dismiss (.1); discuss Uniti motion to dismiss with C. Damast and A. Selick (.1); correspond with Debtors and other Intervenor regarding Uniti motion to dismiss (.2); review Charter motion for judgment on pleadings and motion to dismiss (.7); conduct legal research and draft opposition to motion to withdraw reference filed on Charter adversary proceeding (2.4).	Greer, Jocelyn Edith	3.50	2,450.00
17-Oct-19	Review status of pending Uniti litigation and deliverables (.7); review matters pending in Charter dispute and next steps (.8); review strategy regarding motion to withdraw reference by Charter (.7).	Marinuzzi, Lorenzo	2.20	2,860.00
17-Oct-19	Discuss Uniti motion to dismiss with J. Greer and C. Damast (.1); review correspondence regarding same (.1).	Selick, Allison	0.20	110.00
18-Oct-19	Meet with J. Greer regarding recent adversary proceedings (.7); analyze case documents and create summary of past and upcoming events for L. Marinuzzi (1.6).	Dobrosielski, Jan	2.30	1,207.50
18-Oct-19	Conduct and analyze legal research in connection with Charter litigation and implications of automatic stay.	Ferraioli, Raff	0.20	110.00
18-Oct-19	Review and analyze potential responses to Uniti motion to dismiss (1.6); call with Kirkland and other Intervenor regarding same (.7).	Goren, Todd M.	2.30	2,645.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
18-Oct-19	Correspond with R. Ferraioli regarding true lease issues (.3); draft opposition to motion to withdraw (2.8); call with Kirkland and other Intervenor regarding Uniti motion to dismiss (.7); review same (1.2); meet with S. Rappoport regarding same (.4); meet with J. Dobrosielski regarding recent adversary proceedings and next steps (.7).	Greer, Jocelyn Edith	6.10	4,270.00
18-Oct-19	Call with Kirkland and other Intervenor regarding Uniti motion to dismiss.	Levitt, Jamie A.	0.70	857.50
18-Oct-19	Meet with J. Greer regarding Uniti motion to dismiss (.4); call with Kirkland and other Intervenor regarding same (.7).	Rappoport, Steve	1.10	984.50
18-Oct-19	Analyze memorandum regarding Debtors' complaint and Uniti motion to dismiss (.8); draft memorandum regarding Uniti motion to dismiss (2.3).	Selick, Allison	3.10	1,705.00
19-Oct-19	Analyze Windstream vs. Charter case documents and create summary of past and upcoming events for L. Marinuzzi (2.6); analyze Windstream vs. Uniti case documents and create summary of past and upcoming events for L. Marinuzzi (3.2); submit product to J. Greer for review (.1).	Dobrosielski, Jan	5.90	3,097.50
21-Oct-19	Correspond with internal working group regarding Uniti motion to dismiss analysis and opposition/joiner (.5); correspond with A. Selick and J. Greer regarding memorandum regarding same (.4); review same (.3).	Damast, Craig A.	1.20	1,110.00
21-Oct-19	Review notice of adjournment of indenture trustees' motion to strike Uniti lease from schedules.	Damast, Craig A.	0.10	92.50
21-Oct-19	Update memoranda regarding status of Windstream vs. Charter and Windstream vs. Uniti according to J. Greer's comments (2.3); disseminate case summaries to internal working group (.1).	Dobrosielski, Jan	2.40	1,260.00
21-Oct-19	Conduct and analyze legal research regarding claims in Charter motion to withdraw reference.	Ferraioli, Raff	0.80	440.00
21-Oct-19	Correspond with internal working group regarding response to motion to dismiss (.4); call with M. Brod (Milbank) regarding same (.2).	Goren, Todd M.	0.60	690.00
21-Oct-19	Draft opposition to motion to withdraw reference in Charter adversary proceeding (3.7); conduct and analyze research regarding same (1.1); review J. Dobrosielski's draft of status of adversary proceedings (1.2); review A. Selick's memorandum regarding Uniti's motion to dismiss (.6).	Greer, Jocelyn Edith	6.60	4,620.00
21-Oct-19	Review Uniti litigation strategy and proper party in interest as between Debtor entities and analysis of recharacterization theories.	Marinuzzi, Lorenzo	1.70	2,210.00

MORRISON | FOERSTER

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Invoice Date: November 22, 2019

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21-Oct-19	Analyze Uniti's partial motion to dismiss.	Richards, Erica J.	0.90	832.50
21-Oct-19	Review and submit memorandum regarding Uniti motion to dismiss (.9); revise same (.7).	Selick, Allison	1.60	880.00
22-Oct-19	Review and revise memorandum to Committee summarizing Uniti partial motion to dismiss (2.8); correspond with J. Greer and A. Selick regarding same (.4); correspond with internal working group regarding same, comments and revisions (.6); review internal working group comments (.4); review Uniti's memorandum of law in support of motion to dismiss (.9).	Damast, Craig A.	5.10	4,717.50
22-Oct-19	Conduct and analyze legal research regarding Uniti motion to dismiss.	Ferraioli, Raff	0.60	330.00
22-Oct-19	Review and revise summary of Uniti motion to dismiss (.8); review and revise draft summary of status of Charter/Uniti litigations (.6).	Goren, Todd M.	1.40	1,610.00
22-Oct-19	Review status of motions in Charter and Uniti proceedings (.4); review and revise memorandum from J. Dobrosielski regarding timeline for litigation (.3); review and revise A. Selick's memorandum regarding Uniti motion to dismiss (.4).	Marinuzzi, Lorenzo	1.10	1,430.00
22-Oct-19	Review draft memorandum to Committee regarding status of Uniti adversary proceeding.	Richards, Erica J.	0.20	185.00
22-Oct-19	Review Committee memorandum regarding Uniti's partial motion to dismiss (.8); review internal revisions regarding same (.4).	Richardson Arnould, Ka	1.20	630.00
22-Oct-19	Review and implement L. Marinuzzi's comments to memorandum regarding Uniti's motion to dismiss (.2); review and implement T. Goren's comments to same (.4).	Selick, Allison	0.60	330.00
23-Oct-19	Correspond with internal working group regarding objection to Charter motion to withdraw reference.	Damast, Craig A.	0.30	277.50
23-Oct-19	Review legal research regarding Charter motion to dismiss.	Ferraioli, Raff	0.20	110.00
23-Oct-19	Review potential response to Uniti motion to dismiss (.4); review research regarding same (.7); call with J. Winters (White & Case) regarding same (.3); correspond with internal working group regarding objection to Charter motion to withdraw (.2).	Goren, Todd M.	1.60	1,840.00
23-Oct-19	Revise opposition to Charter motion to withdraw reference.	Greer, Jocelyn Edith	2.90	2,030.00
23-Oct-19	Review status of Committee pleading regarding Charter motion to withdraw reference.	Marinuzzi, Lorenzo	0.40	520.00

MORRISON | FOERSTER

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23-Oct-19	Revise opposition to motion to withdraw reference in Charter matter.	Rappoport, Steve	2.40	2,148.00
24-Oct-19	Call with J. Levitt regarding motion to dismiss joinder.	Damast, Craig A.	0.40	370.00
24-Oct-19	Review reply to complaint regarding recharacterization issues.	Dopsch, Peter C.	1.10	1,265.00
24-Oct-19	Conduct and analyze legal research regarding automatic stay and grounds for removal of Charter litigation (.4); analyze Uniti motion to dismiss (.4).	Ferraioli, Raff	0.80	440.00
24-Oct-19	Review and analyze Kirkland outline for Uniti motion to dismiss reply (.8); call with Kirkland regarding same (.3); review research regarding same (1.1).	Goren, Todd M.	2.20	2,530.00
24-Oct-19	Revise motion to withdraw.	Greer, Jocelyn Edith	2.90	2,030.00
24-Oct-19	Call with C. Damast regarding motion to dismiss joinder (.4); review brief in opposition to Charter removal (.9).	Levitt, Jamie A.	1.30	1,592.50
24-Oct-19	Revise response to motion to withdraw reference (1.8); review Debtors' Uniti motion to dismiss response outline (.5).	Rappoport, Steve	2.30	2,058.50
25-Oct-19	Review comments to Committee's memorandum of law in opposition to Charter motion to withdraw reference.	Damast, Craig A.	0.60	555.00
25-Oct-19	Review and revise objection to motion to withdraw reference in Charter (.9); correspond with internal working group regarding same (.2); correspond with M. Brod (Milbank) regarding response to Uniti motion to dismiss (.2).	Goren, Todd M.	1.30	1,495.00
25-Oct-19	Review T. Goren comments to brief in response to Charter motion to withdraw reference.	Rappoport, Steve	0.60	537.00
25-Oct-19	Review draft of Committee's opposition to Charter's motion to withdraw reference (.6) and related comments from T. Goren (.3).	Richardson Arnould, Ka	0.90	472.50
25-Oct-19	Conduct legal research regarding procedural mechanisms for bringing new claims as Intervenor.	Westergaard, Lily Vale	3.80	1,995.00
28-Oct-19	Draft joinder to objection to Uniti's motion to dismiss (2.7); conduct and analyze legal research regarding same (.7); review outline of joinder with T. Goren (.4).	Ferraioli, Raff	3.80	2,090.00
28-Oct-19	Correspond with internal working group regarding response to Uniti motion to dismiss (.3); review outline of joinder with R. Ferraioli (.4).	Goren, Todd M.	0.70	805.00
28-Oct-19	Revise opposition to motion to withdraw reference (2.1); analyze S. Rappoport and T. Goren comments to same (.8).	Greer, Jocelyn Edith	2.90	2,030.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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28-Oct-19	Review Uniti motion to dismiss and proposed reply.	Marinuzzi, Lorenzo	1.20	1,560.00
29-Oct-19	Review revised draft of objection to Charter motion to withdraw reference (1.1); review and revise draft of joinder to objection to Uniti motion to dismiss (1.4); discuss same and revisions with R. Ferraioli (.6); correspond with internal working group regarding same and comments (.5).	Damast, Craig A.	3.60	3,330.00
29-Oct-19	Review opposition brief of motion to withdraw reference.	Dobrosielski, Jan	2.30	1,207.50
29-Oct-19	Review objection to motion to dismiss regarding recharacterization.	Dopsch, Peter C.	0.30	345.00
29-Oct-19	Draft joinder to objection to Uniti motion to dismiss (1.2); discuss same and revisions with C. Damast (.6); conduct and analyze legal research regarding same (.4); correspond with internal working group regarding same (.3); analyze comments to same (.4).	Ferraioli, Raff	2.90	1,595.00
29-Oct-19	Cite check and proofread opposition to motion to Charter's withdraw reference.	Franks, Matthew G.	3.10	790.50
29-Oct-19	Review and revise draft joinder to response to Uniti motion to dismiss (.5); review updated draft of Charter objection to motion to withdraw reference (.3).	Goren, Todd M.	0.80	920.00
29-Oct-19	Correspond with Debtors' counsel regarding opposition to motion to withdraw reference in Windstream vs. Charter.	Greer, Jocelyn Edith	0.20	140.00
29-Oct-19	Review draft motion to dismiss opposition brief.	Levitt, Jamie A.	0.60	735.00
29-Oct-19	Review and revise draft objection to Charter motion to withdraw reference (.8); review and revise joinder to Debtors' objection to Uniti motion to dismiss (.4); review Debtors' draft reply to Uniti motion to dismiss (.7).	Marinuzzi, Lorenzo	1.90	2,470.00
29-Oct-19	Review revised objection to Charter's motion to withdraw reference.	Rappoport, Steve	0.40	358.00
29-Oct-19	Review draft opposition to Charter's motion to withdraw reference.	Richards, Erica J.	0.20	185.00
29-Oct-19	Review Committee's joinder to Debtors' objection to Uniti's motion to dismiss (.4); review Debtors' opposition to Charter's motion to withdraw reference incorporating Committee's comments (1.2); review Committee's memorandum of law in opposition to Charter's motion to withdraw reference (.8).	Richardson Arnould, Ka	2.40	1,260.00
30-Oct-19	Review draft of Debtors' objection to Uniti motion to dismiss.	Damast, Craig A.	1.20	1,110.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
30-Oct-19	Review objection to motion to dismiss.	Dopsch, Peter C.	0.70	805.00
30-Oct-19	Analyze revised opposition to Charter's motion to withdraw reference (.4); analyze Debtors' response to Uniti motion to dismiss (.6); analyze comments to same (.3).	Ferraioli, Raff	1.30	715.00
30-Oct-19	Cite check opposition to motion to withdraw brief.	Franks, Matthew G.	3.90	994.50
30-Oct-19	Review and revise draft opposition to Uniti motion to dismiss (1.6); discuss same with A. McDonald (Kirkland) and E. Richards (.4); review Debtors' response to Charter motion to withdraw reference (.7).	Goren, Todd M.	2.70	3,105.00
30-Oct-19	Revise opposition to withdraw reference.	Greer, Jocelyn Edith	1.10	770.00
30-Oct-19	Review and further revise reply to Uniti motion to dismiss.	Marinuzzi, Lorenzo	0.80	1,040.00
30-Oct-19	Review motion to dismiss response in Uniti matter.	Rappoport, Steve	0.90	805.50
30-Oct-19	Review and provide comments to draft response to Uniti motion to dismiss (3.1); review and revise draft opposition to Uniti motion to dismiss (2.4); discuss same with A. McDonald (Kirkland) and T. Goren (.4).	Richards, Erica J.	5.90	5,457.50
31-Oct-19	Correspond with J. Greer regarding revised memorandum of law in opposition to Charter's motion to withdraw reference (.1); review same (.7); correspond with internal working group and other Intervenor's counsel regarding Uniti litigation strategy and next steps (.5).	Damast, Craig A.	1.30	1,202.50
31-Oct-19	Analyze comments to joinder to Debtors' response to Uniti's motion to dismiss (.3); discuss same with T. Goren (.1); revise same (.3); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.80	440.00
31-Oct-19	Finish cite check and prepare tables of contents and authorities for Committee pleading.	Franks, Matthew G.	1.20	306.00
31-Oct-19	Review and revise updated draft of Debtors' response to motion to dismiss (.8); review and revise joinder to Debtors' response to Uniti's motion to dismiss (.6); discuss same with R. Ferraioli (.1); review final drafts of responses to Charter withdrawal motion (.8); call with Milbank regarding litigation strategy (.7).	Goren, Todd M.	3.00	3,450.00
31-Oct-19	Review and comment on Debtors' draft of opposition to Uniti motion to dismiss (1.6); finalize motion to withdraw reference for filing (2.1).	Greer, Jocelyn Edith	3.70	2,590.00
31-Oct-19	Review Charter removal opposition brief (.9); review opposition to motion to dismiss (.8).	Levitt, Jamie A.	1.70	2,082.50

MORRISON | FOERSTER

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31-Oct-19	Review further revised Committee reply regarding Charter reference motion (.6); call with S. Hessler (Kirkland) regarding Uniti litigation status and pending motions (.5); draft memorandum to internal working group regarding S. Hessler call and next steps (.3).	Marinuzzi, Lorenzo	1.40	1,820.00
31-Oct-19	Review response to motion to withdraw reference (.9); review comments to motion to dismiss response (.3).	Rappoport, Steve	1.20	1,074.00
31-Oct-19	Review additional revisions to draft objection to Uniti motion to dismiss and transmit same to Kirkland.	Richards, Erica J.	0.70	647.50
Total: 014	Other Litigation		194.60	162,794.00
Meetings and Communications with Creditors				
01-Oct-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.1).	Damast, Craig A.	0.30	277.50
01-Oct-19	Analyze agenda for upcoming Committee call.	Ferraioli, Raff	0.10	55.00
01-Oct-19	Review materials for upcoming Committee call including Alix performance presentation (.6); revise agenda for call (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
01-Oct-19	Review recent pleadings (.4) and draft agenda for upcoming Committee call (.1); draft memorandum to Committee regarding same (.3); review financial presentation from Alix (.6); provide comments to J. Wooding (Alix) regarding same (.3); correspond with J. Wooding regarding discrepancy in critical vendor payments update (.2); review trading update from Perella (.2); circulate memorandum and materials to Committee (.2).	Richardson Arnould, Ka	2.30	1,207.50
02-Oct-19	Prepare for (.4) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.90	832.50
02-Oct-19	Participate on weekly Committee call (.3); follow-up discussion with internal working group regarding same and next steps (.2).	Dopsch, Peter C.	0.50	575.00
02-Oct-19	Prepare for (.3) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.80	440.00
02-Oct-19	Prepare for (.4) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	0.90	1,035.00
02-Oct-19	Participate on weekly Committee call (.3); follow-up discussion with internal working group regarding same and next steps (.2).	Marinuzzi, Lorenzo	0.50	650.00

MORRISON | FOERSTER

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02-Oct-19	Prepare for (.3) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	0.80	740.00
02-Oct-19	Prepare for (.9) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	1.40	735.00
02-Oct-19	Participate on weekly Committee call (.3); follow-up discussion with internal working group regarding same and next steps (.2).	Sullivan, Lauren Marie	0.50	375.00
07-Oct-19	Call with A. Friedman (Bardin Hill) regarding Windstream status and next steps.	Marinuzzi, Lorenzo	0.60	780.00
08-Oct-19	Correspond with Committee regarding update and upcoming Committee call; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
08-Oct-19	Correspond with Committee regarding call and status.	Goren, Todd M.	0.30	345.00
10-Oct-19	Correspond with J. Greer regarding update for Committee; review same; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
10-Oct-19	Draft summary of adversary proceeding status for Committee.	Greer, Jocelyn Edith	0.60	420.00
11-Oct-19	Draft update for Committee; correspond with internal working group regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.40	220.00
11-Oct-19	Review and revise correspondence to Committee regarding Charter motion.	Goren, Todd M.	0.30	345.00
11-Oct-19	Review correspondence regarding update to Committee.	Greer, Jocelyn Edith	0.40	280.00
11-Oct-19	Review and revise Committee update regarding Charter litigation and motions.	Marinuzzi, Lorenzo	0.60	780.00
15-Oct-19	Review and revise agenda for upcoming Committee call (.9); correspond (.2) and call (.3) with K. Richardson regarding same; review revised agenda and Committee status update (.3).	Damast, Craig A.	1.70	1,572.50
15-Oct-19	Analyze materials for upcoming Committee call (.6); correspond with Alix regarding same (.1); discuss same with K. Richardson (.2).	Ferraioli, Raff	0.90	495.00
15-Oct-19	Review and revise agenda and update for upcoming Committee call.	Goren, Todd M.	0.30	345.00
15-Oct-19	Review with Perella and Alix update topics for Committee call (.4); review Alix update for Committee examining Uniti covenants and debt restrictions (.6); correspond with counsel for Centurylink regarding mediation status (.3).	Marinuzzi, Lorenzo	1.30	1,690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
15-Oct-19	Correspond with J. Wooding (Alix) and F. Munshi (Perella) regarding materials for upcoming Committee call (.3); discuss same with R. Ferraioli (.2); review weekly financial presentation (.8); provide comments of same to J. Wooding (Alix) (.4); review recent pleadings and upcoming material dates for Committee update (.3); draft agenda for upcoming Committee call (.3); call with C. Damast regarding same (.3); draft transmittal to Committee (.2).	Richardson Arnould, Ka	2.80	1,470.00
16-Oct-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Damast, Craig A.	0.90	832.50
16-Oct-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Ferraioli, Raff	0.90	495.00
16-Oct-19	Prepare for (.3) and participate on (.8) weekly Committee call; review Alix and Perella presentations for same (.6).	Goren, Todd M.	1.70	1,955.00
16-Oct-19	Prepare for (.5) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.30	1,690.00
16-Oct-19	Participate on weekly Committee call.	Peck, Geoffrey R.	0.80	900.00
16-Oct-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
16-Oct-19	Prepare for (.4) and participate on (.8) weekly Committee call; update schedule of material dates for subsequent Committee call (.2).	Richardson Arnould, Ka	1.40	735.00
16-Oct-19	Participate on weekly Committee call.	Sullivan, Lauren Marie	0.80	600.00
17-Oct-19	Call with D. Clark (Verizon) regarding case status.	Goren, Todd M.	0.30	345.00
21-Oct-19	Call with E. Wathen (creditor) regarding case status and next steps.	Marinuzzi, Lorenzo	0.40	520.00
22-Oct-19	Correspond with internal working group regarding upcoming Committee call (.2); correspond with internal working group regarding agenda for same (.2); review same (.2).	Damast, Craig A.	0.60	555.00
22-Oct-19	Review and revise agenda (.1) and correspondence to Committee regarding upcoming call (.2); review Alix and Perella presentations for same (.6).	Goren, Todd M.	0.90	1,035.00
22-Oct-19	Correspond with Alix and Perella regarding Committee updates.	Marinuzzi, Lorenzo	0.40	520.00
22-Oct-19	Draft agenda for upcoming Committee call (.3); review financial presentation (.5); correspond with J. Wooding (Alix) regarding same (.2); review weekly trading update from Perella (.2); draft Committee update (.3); analyze recently filed pleadings and changes in material dates for Committee update (.7).	Richardson Arnould, Ka	2.20	1,155.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
23-Oct-19	Prepare for (.2) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.10	1,017.50
23-Oct-19	Participate on weekly Committee call (.5); follow-up discussion with internal working group regarding same and next steps (.4).	Dopsch, Peter C.	0.90	1,035.00
23-Oct-19	Prepare for (.4) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Ferraioli, Raff	1.30	715.00
23-Oct-19	Prepare for (.3) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.20	1,380.00
23-Oct-19	Prepare for (.3) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); correspond with M. Wolford (Bull Communications) regarding status of mediation and next steps (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
23-Oct-19	Prepare for (.3) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); correspond with individual creditor regarding Committee call (.2).	Richardson Arnould, Ka	1.40	735.00
24-Oct-19	Call with B. Oberg (Hain) regarding case status (.3); correspond with internal working group regarding Committee member concerns on call (.3).	Goren, Todd M.	0.60	690.00
24-Oct-19	Correspond with E. Wathen (creditor) regarding Earthlink proceeds.	Marinuzzi, Lorenzo	0.30	390.00
29-Oct-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.2); correspond with K. Richardson regarding transmittal correspondence for upcoming Committee call (.2); review and revise same (.3).	Damast, Craig A.	0.90	832.50
29-Oct-19	Analyze agenda for upcoming Committee call; correspond with Committee professionals regarding materials for same; analyze same; analyze correspondence to Committee regarding same.	Ferraioli, Raff	0.40	220.00
29-Oct-19	Review and revise agenda and correspondence to Committee regarding upcoming Committee call.	Goren, Todd M.	0.30	345.00
29-Oct-19	Draft agenda for upcoming Committee call (.3); draft Committee memorandum of same (.4); correspond with internal working group regarding same (.3); review weekly financial presentation from Alix (.6) and weekly trading update from Perella (.2).	Richardson Arnould, Ka	1.80	945.00
30-Oct-19	Prepare for (.2) and participate on (.7) weekly Committee call.	Damast, Craig A.	0.90	832.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

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30-Oct-19	Prepare for (.1) and participate on (.7) weekly Committee call.	Ferraioli, Raff	0.80	440.00
30-Oct-19	Prepare for (.4) and participate on (.7) weekly Committee call.	Goren, Todd M.	1.10	1,265.00
30-Oct-19	Prepare for (.1) and participate on (.7) weekly Committee call.	Levitt, Jamie A.	0.80	980.00
30-Oct-19	Prepare for (.5) and participate on (.7) weekly Committee call; review Alix report regarding performance for Committee (.3); calls with J. Grudus (AT&T) (.4) and Cohen Weiss Simon (.3) regarding case status; correspond with T. Lauria (UMB) regarding path forward in mediation (.2).	Marinuzzi, Lorenzo	2.40	3,120.00
30-Oct-19	Participate on weekly Committee call.	Richards, Erica J.	0.70	647.50
30-Oct-19	Prepare for (.6) and participate on (.7) weekly Committee call.	Richardson Arnould, Ka	1.30	682.50
Total: 015	Meetings and Communications with Creditors		54.00	47,650.00
Non-Working Travel				
30-Oct-19	Travel to Los Angeles for J. Kamin deposition.	Rappoport, Steve	3.00	2,685.00
31-Oct-19	Return travel from Los Angeles following J. Kamin deposition.	Rappoport, Steve	3.00	2,685.00
Total: 016	Non-Working Travel		6.00	5,370.00
Relief from Stay and Adequate Protection				
02-Oct-19	Review CNO regarding stipulation and order regarding stay relief and setoff with Inteliquent.	Damast, Craig A.	0.20	185.00
09-Oct-19	Review stipulation and order regarding stay relief and setoff with Inteliquent.	Damast, Craig A.	0.20	185.00
Total: 019	Relief from Stay and Adequate Protection		0.40	370.00
Reporting				
01-Oct-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
04-Oct-19	Correspond with T. Scheffer (Kirkland) regarding reporting documents (.1); review same (.3).	Damast, Craig A.	0.40	370.00
04-Oct-19	Review first day business payment reports.	Marinuzzi, Lorenzo	0.40	520.00
10-Oct-19	Update weekly fee tracker.	Ferraioli, Raff	0.40	220.00
11-Oct-19	Review reporting documents (.2); correspond with T. Scheffer (Kirkland) regarding same (.1).	Damast, Craig A.	0.30	277.50
16-Oct-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
18-Oct-19	Review first day and other reporting documents.	Damast, Craig A.	0.50	462.50
18-Oct-19	Review first day motion reporting.	Goren, Todd M.	0.40	460.00
21-Oct-19	Review first day motion reporting.	Richards, Erica J.	0.10	92.50

MORRISON | FOERSTER

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Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
24-Oct-19	Prepare weekly fee tracker; correspond with Alvarez regarding same.	Ferraioli, Raff	0.20	110.00
30-Oct-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		3.20	2,975.00
Tax				
01-Oct-19	Correspond with Perella regarding REIT issues (.1); call with J. Stern regarding same (.1).	Ferraioli, Raff	0.20	110.00
01-Oct-19	Call with R. Ferraioli regarding REIT issues (.1); correspond with J. Blaivas regarding same (.3).	Stern, Jessica S.	0.40	278.00
03-Oct-19	Correspond with J. Stern and R. Ferraioli regarding REIT analysis.	Damast, Craig A.	0.30	277.50
03-Oct-19	Analyze research regarding REIT issues; correspond with J. Stern regarding same.	Ferraioli, Raff	0.30	165.00
08-Oct-19	Analyze tax issues related to true lease analysis.	Stern, Jessica S.	2.30	1,598.50
16-Oct-19	Review materials related to tax issues with proposal.	Stern, Jessica S.	1.30	903.50
17-Oct-19	Correspond with R. Ferraioli and F. Munshi (Perella) regarding Uniti REIT analysis.	Damast, Craig A.	0.30	277.50
17-Oct-19	Correspond with J. Stern regarding REIT analysis and open points.	Ferraioli, Raff	0.10	55.00
18-Oct-19	Analyze open points regarding REIT analysis; correspond with Perella regarding same.	Ferraioli, Raff	0.20	110.00
Total: 021	Tax		5.40	3,775.00
Discovery				
01-Oct-19	Finalize Relativity database update (.4); correspond with internal working group regarding same (.2).	Bergelson, Vadim	0.60	207.00
01-Oct-19	Review approved discovery and briefing schedule.	Marinuzzi, Lorenzo	0.30	390.00
02-Oct-19	Analyze Alix engagement letter in connection with retention of expert witnesses.	Ferraioli, Raff	0.40	220.00
02-Oct-19	Review draft disclosures (.4); correspond with litigation team regarding call on experts (.3).	Goren, Todd M.	0.70	805.00
02-Oct-19	Call with L. Westergaard regarding document production (.3); correspond with internal working group regarding next steps with experts (.3); review Debtors' draft initial disclosures (.4); correspond with internal working group regarding same (.3); correspond with S. Rappoport regarding accounting expert (.1); correspond with J. Riley (Alix) regarding accounting expert assignment (.3).	Greer, Jocelyn Edith	1.70	1,190.00
02-Oct-19	Review correspondence regarding experts and document review for Uniti adversary proceeding.	Levitt, Jamie A.	0.40	490.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

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02-Oct-19	Review terms of Alix retention regarding experts (.4); review Uniti initial disclosures (.4); review status of expert retentions for litigation (.5); review plan for document review (.5).	Marinuzzi, Lorenzo	1.80	2,340.00
02-Oct-19	Review Uniti document production (.4); discuss same with J. Greer (.3).	Westergaard, Lily Vale	0.70	367.50
03-Oct-19	Correspond with internal working group regarding discovery deadlines and first level of review (.3); correspond with internal working group and White & Case team regarding Uniti document production and review protocol (.3).	Damast, Craig A.	0.60	555.00
03-Oct-19	Analyze memorandum regarding potential expert analyses and related issues.	Ferraioli, Raff	0.60	330.00
03-Oct-19	Retrieve Windstream accounting documents for J. Riley (Alix) (.5); review documents elevated by White & Case (.9).	Greer, Jocelyn Edith	1.40	980.00
03-Oct-19	Review initial disclosures exchanged in Uniti adversary proceeding.	Richards, Erica J.	0.10	92.50
03-Oct-19	Review discovery status (.8); correspond with J. Greer regarding same (.4).	Richardson Arnould, Ka	1.20	630.00
03-Oct-19	Review documents produced in Uniti adversary proceeding.	Westergaard, Lily Vale	0.60	315.00
04-Oct-19	Review Debtor Uniti search protocols.	Goren, Todd M.	0.70	805.00
04-Oct-19	Compile Charter adversary proceeding deposition transcripts and exhibits for internal database (2.5); organize Charter and Uniti litigation files (.4).	Guido, Laura	2.90	1,087.50
04-Oct-19	Review Uniti's proposed discovery search protocols.	Marinuzzi, Lorenzo	0.40	520.00
04-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	2.40	1,260.00
06-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	2.60	1,365.00
07-Oct-19	Correspond with Uniti adversary proceeding parties regarding Debtors' objections and responses to Uniti document requests (.2); review same (.2).	Damast, Craig A.	0.40	370.00
07-Oct-19	Review Uniti search protocol (.9) and proposed comments to same (.4); review open points for meet and confer (.5).	Goren, Todd M.	1.80	2,070.00
07-Oct-19	Correspond with Debtors and other Intervenors regarding Uniti RFPs and search terms (.4); draft Uniti review protocol (1.8); review parties' search terms in advance of meet and confer (1.1).	Greer, Jocelyn Edith	3.30	2,310.00
07-Oct-19	Review Windstream responses to Uniti RFP and correspondence regarding meet and confer.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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07-Oct-19	Review Uniti production documents.	Melendez, Miranda Bull	0.30	165.00
07-Oct-19	Review document production.	Westergaard, Lily Vale	6.40	3,360.00
08-Oct-19	Meet with J. Greer regarding Uniti document review.	Francia, Cesar Augusto	0.50	375.00
08-Oct-19	Review Debtors' response on open points regarding search protocol (.4); correspond with internal working group regarding same (.4); call with Debtors, Uniti and other Intervenors regarding same (.9).	Goren, Todd M.	1.70	1,955.00
08-Oct-19	Call with Debtors, Uniti and other Intervenors regarding search protocol (.9); meet with C. Francia regarding Uniti document review (.5); draft document review protocol (2.4).	Greer, Jocelyn Edith	3.80	2,660.00
08-Oct-19	Review Uniti production documents (.5); discuss same with S. Jensen (.2).	Melendez, Miranda Bull	0.70	385.00
08-Oct-19	Call with Davis Polk regarding Uniti discovery.	Rappoport, Steve	0.50	447.50
08-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	2.90	1,522.50
09-Oct-19	Upload incoming ADV document production into Relativity (1.1); set up saved searches and review batches (1.2).	Bergelson, Vadim	2.30	793.50
09-Oct-19	Correspond with V. Bergelson regarding Uniti document review (.8); review Uniti adversary protocol (2.1).	Greer, Jocelyn Edith	2.90	2,030.00
09-Oct-19	Conduct first-pass review of Uniti adversary proceeding documents.	Westergaard, Lily Vale	2.80	1,470.00
10-Oct-19	Correspond with C. Francia and L. Westergaard regarding Uniti adversary proceeding document review (.4); review Uniti documents in adversary proceeding (.7).	Greer, Jocelyn Edith	1.10	770.00
11-Oct-19	Upload and batch incoming ADV document production into Relativity.	Bergelson, Vadim	1.20	414.00
11-Oct-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00
11-Oct-19	Review Uniti documents received.	Francia, Cesar Augusto	0.80	600.00
11-Oct-19	Review document production from Aurelius.	Kaufman, David H.	0.70	857.50
11-Oct-19	Conduct first-pass review of Uniti adversary proceeding documents.	Westergaard, Lily Vale	1.10	577.50
13-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	1.20	630.00
14-Oct-19	Upload and batch incoming ADV document production into Relativity.	Bergelson, Vadim	1.10	379.50
14-Oct-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00

MORRISON | FOERSTER

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14-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	1.90	997.50
15-Oct-19	Batch incoming ADV document production into Relativity.	Bergelson, Vadim	0.70	241.50
15-Oct-19	Review analysis of Uniti covenant compliance issues (.2); analyze Uniti hot documents summaries (.5).	Richards, Erica J.	0.70	647.50
15-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	1.60	840.00
16-Oct-19	Review Uniti hot document list.	Goren, Todd M.	0.70	805.00
16-Oct-19	Review presentations regarding Uniti financing.	Peck, Geoffrey R.	1.20	1,350.00
16-Oct-19	Review Uniti documents and compile same.	Westergaard, Lily Vale	6.40	3,360.00
17-Oct-19	Review and revise response regarding Rule 26 disclosures.	Goren, Todd M.	0.40	460.00
17-Oct-19	Draft 30(b)(6) notice.	Greer, Jocelyn Edith	0.80	560.00
17-Oct-19	Update internal database with recently added dataroom files.	Guido, Laura	2.40	900.00
17-Oct-19	Conduct first-pass review of Uniti documents.	Westergaard, Lily Vale	6.40	3,360.00
18-Oct-19	Update Relativity with newly produced UNITI_ADV documents (1.1); batch UNITI_ADV document production for review (.6); update Relativity with Windstream dataroom documents (1.2).	Bergelson, Vadim	2.90	1,000.50
18-Oct-19	Review J. Cooper letter to Judge Drain regarding Uniti transaction (.3); correspond with T. Scheffer (Kirkland) regarding same (.1).	Damast, Craig A.	0.40	370.00
18-Oct-19	Review Uniti response to open discovery search points.	Goren, Todd M.	0.40	460.00
18-Oct-19	Review updated search protocols (.4); correspond with Davis Polk regarding search terms (.3); review J. Cooper letter to Judge Drain regarding alleged fraud (.7).	Marinuzzi, Lorenzo	1.40	1,820.00
18-Oct-19	Conduct first-pass review of Windstream and Uniti productions.	Westergaard, Lily Vale	3.60	1,890.00
20-Oct-19	Conduct first-pass review of Windstream and Uniti productions.	Westergaard, Lily Vale	4.60	2,415.00
21-Oct-19	Conduct first-pass review of Uniti productions.	Westergaard, Lily Vale	4.80	2,520.00
22-Oct-19	Conduct document review of Uniti production.	Francia, Cesar Augusto	4.70	3,525.00

MORRISON | FOERSTER

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22-Oct-19	Call with R. Shanker (Kirkland) regarding third-party subpoena (.2); correspond with internal working group regarding same (.2); review Uniti response regarding search results (.2); review draft Uniti interrogatories (.9).	Goren, Todd M.	1.50	1,725.00
22-Oct-19	Review correspondence between Kirkland and Davis Polk regarding Uniti document production and search terms (.5); review proposed ROGs to Uniti (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
23-Oct-19	Prepare documents for attorney review.	Chan, David**	1.10	352.00
23-Oct-19	Review updated draft of Uniti interrogatories.	Goren, Todd M.	0.40	460.00
23-Oct-19	Review draft Uniti interrogatories and discovery correspondence.	Levitt, Jamie A.	0.60	735.00
23-Oct-19	Review discovery to Davis Polk from Katten regarding offering materials.	Marinuzzi, Lorenzo	0.60	780.00
24-Oct-19	Update Relativity with newly produced UNITI_ADV documents (1.2); batch UNITI_ADV document production for review (1.1).	Bergelson, Vadim	2.30	793.50
24-Oct-19	Review discovery requests from Uniti.	Levitt, Jamie A.	0.70	857.50
25-Oct-19	Conduct document review of Uniti production.	Francia, Cesar Augusto	6.80	5,100.00
28-Oct-19	Correspond with internal working group regarding Uniti discovery requests.	Damast, Craig A.	0.20	185.00
28-Oct-19	Review correspondence regarding open Uniti discovery points (.4); correspond with Kramer Levin regarding Aurelius discovery (.2); review Charter expert reports (.9); correspond with internal working group regarding deposition coverage (.2).	Goren, Todd M.	1.70	1,955.00
28-Oct-19	Meet with S. Rappoport regarding upcoming depositions (.3); review Charter's expert reports in Windstream vs. Charter (1.5).	Greer, Jocelyn Edith	1.80	1,260.00
28-Oct-19	Meet with J. Greer regarding upcoming depositions.	Rappoport, Steve	0.30	268.50
29-Oct-19	Review discovery materials (.3); call with J. Greer regarding deposition coverage in Windstream vs. Charter (.4).	Benedict, Margot G.	0.70	385.00
29-Oct-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
29-Oct-19	Meet with J. Greer and C. Francia regarding preparation for White Plains deposition.	Chan, Monica	0.40	300.00
29-Oct-19	Attend meet and confer call with Uniti regarding pre-spin documents.	Dobrosielski, Jan	0.40	210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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29-Oct-19	Conduct document review (4.2); meet with M. Chan and J. Greer regarding preparation for White Plains deposition (.4).	Francia, Cesar Augusto	4.60	3,450.00
29-Oct-19	Review correspondence regarding outstanding discovery disputes.	Goren, Todd M.	0.30	345.00
29-Oct-19	Discuss expert deposition coverage in Windstream vs. Charter with S. Rappoport (.5); meet with M. Chan and C. Francia regarding preparation for White Plains deposition (.4); call with M. Benedict regarding deposition coverage in Windstream vs. Charter (.4); review correspondence regarding deposition coverage in Windstream vs. Charter (.6); prepare for (.4) and attend (.4) meet and confer call with Uniti regarding pre-spin documents.	Greer, Jocelyn Edith	2.70	1,890.00
29-Oct-19	Attend meet and confer call with Uniti regarding pre-spin documents.	Levitt, Jamie A.	0.40	490.00
29-Oct-19	Discuss expert deposition coverage in Windstream vs. Charter with J. Greer (.5); prepare for J. Kamin deposition (.7).	Rappoport, Steve	1.20	1,074.00
29-Oct-19	Attend meet and confer call with Uniti regarding pre-spin documents.	Richardson Arnould, Ka	0.40	210.00
30-Oct-19	Participate in deposition of Windstream expert (4.7); review and revise notes from deposition (1.1); draft summary of deposition (.6).	Benedict, Margot G.	6.40	3,520.00
30-Oct-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.10	379.50
30-Oct-19	Review and analyze R. Borders' rebuttal expert report (.4) and prepare for R. Borders' deposition (.2).	Chan, Monica	0.60	450.00
30-Oct-19	Attend deposition of H. Ostberg in White Plains (6.1); prepare deposition summary (2.7).	Francia, Cesar Augusto	8.80	6,600.00
30-Oct-19	Review correspondence regarding Jarosz deposition.	Greer, Jocelyn Edith	0.20	140.00
30-Oct-19	Further review of Aurelius document production.	Kaufman, David H.	2.10	2,572.50
30-Oct-19	Review Uniti disclosures.	Marinuzzi, Lorenzo	0.80	1,040.00
30-Oct-19	Review expert reports in Charter matter.	Rappoport, Steve	1.90	1,700.50
31-Oct-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.10	379.50
31-Oct-19	Prepare documents for D. Kaufman review.	Chan, David**	0.60	192.00
31-Oct-19	Prepare for (.4) and attend (3.9) R. Borders' deposition; draft summary of same (.9).	Chan, Monica	5.20	3,900.00
31-Oct-19	Correspond with M. Melendez regarding Uniti document review and status of litigation.	Dopsch, Peter C.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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31-Oct-19	Draft deposition summary (3.4); conduct document review of Uniti production (3.4).	Francia, Cesar Augusto	6.80	5,100.00
31-Oct-19	Review proposed 30(b)(6) topics.	Goren, Todd M.	0.60	690.00
31-Oct-19	Further review of Aurelius document production.	Kaufman, David H.	4.90	6,002.50
31-Oct-19	Review summary of Charter expert deposition (.8); review summaries of Charter deposition (.8).	Levitt, Jamie A.	1.60	1,960.00
31-Oct-19	Review scheduling regarding Uniti briefing and status of discovery.	Marinuzzi, Lorenzo	0.60	780.00
31-Oct-19	Prepare for (.2) and attend (4.9) deposition of J. Kamin.	Rappoport, Steve	5.10	4,564.50
Total: 023	Discovery		186.30	131,823.00
Hearings				
22-Oct-19	Correspond with internal working group regarding upcoming hearing; analyze docket in connection with same; correspond with Kirkland regarding same.	Ferraioli, Raff	0.20	110.00
22-Oct-19	Correspond with internal working group regarding upcoming hearing status.	Goren, Todd M.	0.30	345.00
22-Oct-19	Review status of matters regarding upcoming hearing.	Marinuzzi, Lorenzo	0.60	780.00
Total: 024	Hearings		1.10	1,235.00
Claims Investigation				
02-Oct-19	Correspond with P. Dopsch regarding litigation analysis of valuation report regarding Uniti.	Damast, Craig A.	0.30	277.50
02-Oct-19	Review and revise memorandum regarding analysis of appraisal.	Dopsch, Peter C.	1.20	1,380.00
02-Oct-19	Draft memorandum regarding valuation reports in connection with true lease recharacterization claim.	Melendez, Miranda Bull	2.40	1,320.00
03-Oct-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting.	Damast, Craig A.	1.10	1,017.50
03-Oct-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.90	1,035.00
03-Oct-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting.	Ferraioli, Raff	1.10	605.00
03-Oct-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.90	1,035.00
03-Oct-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.90	630.00
03-Oct-19	Review analysis of E&Y opinion and experts.	Marinuzzi, Lorenzo	0.90	1,170.00
03-Oct-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.90	495.00
03-Oct-19	Participate in weekly claims investigation meeting.	Peck, Geoffrey R.	0.90	1,012.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
03-Oct-19	Participate in weekly claims investigation meeting (.9); review draft memorandum regarding valuation of Uniti spinoff (.2).	Richards, Erica J.	1.10	1,017.50
03-Oct-19	Participate in weekly claims investigation meeting (.9); review draft of memorandum regarding report in connection with valuation of Debtors' assets and related documents (.8).	Richardson Arnould, Ka	1.70	892.50
03-Oct-19	Participate in weekly claims investigation meeting.	Sullivan, Lauren Marie	0.90	675.00
03-Oct-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting.	Westergaard, Lily Vale	1.10	577.50
04-Oct-19	Review memorandum regarding valuation report.	Marines, Jennifer L.	2.00	2,200.00
04-Oct-19	Correspond with S. Jensen regarding true lease recharacterization claim analysis and related work streams.	Melendez, Miranda Bull	0.20	110.00
07-Oct-19	Draft memorandum in connection with true lease recharacterization claims.	Melendez, Miranda Bull	0.30	165.00
10-Oct-19	Prepare for (.1) and participate in (.4) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	0.90	832.50
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Ferraioli, Raff	0.80	440.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	0.80	920.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Greer, Jocelyn Edith	0.80	560.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4); review Katten letter regarding Charter summary judgment and conference (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Westergaard, Lily Vale	0.80	420.00
14-Oct-19	Review report regarding Uniti asset valuation.	Damast, Craig A.	0.90	832.50
17-Oct-19	Prepare for (.6) and participate in (.4) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.40	1,295.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
17-Oct-19	Analyze Uniti disclosures in connection with potential claims (.7); prepare for (.1) and participate in (.4) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.4).	Ferraioli, Raff	1.60	880.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Greer, Jocelyn Edith	0.80	560.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Levitt, Jamie A.	0.80	980.00
17-Oct-19	Review status of Aurelius analysis (.4); discuss open investigation points with Perella and Alix (.4); review proper parties for fraudulent conveyance claims vs. Uniti (.8).	Marinuzzi, Lorenzo	1.60	2,080.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Richards, Erica J.	0.80	740.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Richardson Arnould, Ka	0.80	420.00
17-Oct-19	Participate in claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Westergaard, Lily Vale	0.80	420.00
18-Oct-19	Review and analyze report regarding Uniti transaction asset valuation (.7); review Uniti/Windstream equity ownership spreadsheet (.6).	Damast, Craig A.	1.30	1,202.50
21-Oct-19	Review correspondence regarding recharacterization matters.	Dopsch, Peter C.	0.30	345.00
22-Oct-19	Review motion regarding recharacterization.	Dopsch, Peter C.	0.10	115.00
23-Oct-19	Correspond with P. Dopsch regarding upcoming claims investigation meeting.	Damast, Craig A.	0.30	277.50
24-Oct-19	Prepare for (.2) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Damast, Craig A.	0.90	832.50
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1).	Dopsch, Peter C.	0.70	805.00
24-Oct-19	Prepare for (.1) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Ferraioli, Raff	0.80	440.00
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1).	Goren, Todd M.	0.70	805.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1).	Greer, Jocelyn Edith	0.70	490.00
24-Oct-19	Review materials regarding Earthlink acquisition and sale for possible claims.	Marinuzzi, Lorenzo	1.10	1,430.00
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1); correspond with P. Dopsch regarding analysis of real estate assets in connection with Committee claims (.3); correspond with L. Marinuzzi regarding same (.2); review relevant part Skadden's true lease opinion (.6).	Richardson Arnould, Ka	1.80	945.00
24-Oct-19	Prepare for (.2) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Westergaard, Lily Vale	0.90	472.50
28-Oct-19	Conduct legal research regarding procedural mechanisms for bringing new claims as Intervenors.	Westergaard, Lily Vale	4.30	2,257.50
30-Oct-19	Review correspondence with White & Case regarding strategy in connection with Uniti adversary proceeding and lease valuation.	Richardson Arnould, Ka	0.40	210.00
31-Oct-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.30	277.50
31-Oct-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.30	345.00
31-Oct-19	Participate in weekly claims investigation meeting.	Ferraioli, Raff	0.30	165.00
31-Oct-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.30	345.00
31-Oct-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.30	210.00
31-Oct-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.30	390.00
31-Oct-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.30	165.00
31-Oct-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.30	277.50
31-Oct-19	Prepare for (.4) and participate in (.3) weekly claims investigation meeting.	Westergaard, Lily Vale	0.70	367.50
Total: 026	Claims Investigation		51.10	41,855.00
Other Motions/Applications				
15-Oct-19	Correspond with internal working group regarding Committee's standing motion and adjournment.	Damast, Craig A.	0.30	277.50
16-Oct-19	Correspond with internal working group regarding adjournment of Committee's standing motion and notice.	Damast, Craig A.	0.20	185.00
16-Oct-19	Prepare notice of adjournment of hearing regarding standing motion (.2); file and coordinate service of same (.2).	Guido, Laura	0.40	150.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
16-Oct-19	Revise and finalize motion to adjourn Committee's standing motion (.4); correspond with L. Guido regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
Total: 029	Other Motions/Applications		1.50	927.50
Time Entry Review				
09-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.70	385.00
10-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
11-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
14-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
15-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,320.00
16-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines; coordinate with internal working group regarding finalizing same.	Ferraioli, Raff	3.40	1,870.00
17-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
18-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines; coordinate finalizing same with internal working group.	Ferraioli, Raff	0.40	220.00
18-Oct-19	Review and revise September time detail for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.30	1,690.00
Total: 032	Time Entry Review		10.40	6,695.00
Mediation				
02-Oct-19	Meet with L. Sullivan regarding Uniti loan documentation covenants and settlement proposals.	Peck, Geoffrey R.	1.40	1,575.00
02-Oct-19	Meet with G. Peck regarding Uniti loan documentation covenants and settlement proposals (1.4); further review Uniti loan documentation (1.4); draft summary of same (1.4).	Sullivan, Lauren Marie	4.20	3,150.00
03-Oct-19	Review summary of analysis of Uniti debt covenants and required consents and limitations regarding consideration (.6); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.80	740.00
03-Oct-19	Review analysis of Uniti debt documents covenants and limits regarding consideration (.7); discuss mediation status with B. Weiland (Kirkland) (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
03-Oct-19	Review Uniti covenants with respect to settlement proposals.	Peck, Geoffrey R.	1.60	1,800.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
03-Oct-19	Correspond with internal working group regarding summary of master lease agreement covenant in Uniti debt documents.	Sullivan, Lauren Marie	0.40	300.00
14-Oct-19	Review deck regarding analysis of Uniti's covenant compliance in connection with proposal (.6); correspond with J. Wooding (Alix) regarding same (.1).	Damast, Craig A.	0.70	647.50
14-Oct-19	Review Alix analysis of mediation proposals.	Peck, Geoffrey R.	1.80	2,025.00
15-Oct-19	Correspond with R. Ferraioli and K. Richardson regarding analysis of Uniti covenant compliance and limitations regarding consideration (.3); review same (.4); correspond with internal working group and Perella team regarding mediation status and discussions with mediation parties (.4); follow-up correspondence with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.40	1,295.00
15-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation (.4); draft memorandum to advisors regarding upcoming mediation meetings (.4); review mediation order regarding timing and process (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Oct-19	Review mediation proposals analysis from Alix (.4); review latest proposal from Uniti (.6); call with J. Wooding (Alix) regarding same (.5); review revised analysis (.3).	Richardson Arnould, Ka	1.80	945.00
16-Oct-19	Review covenant analysis regarding mediation proposals and limitations regarding consideration.	Goren, Todd M.	0.70	805.00
18-Oct-19	Review Uniti REIT analysis (.6); correspond with S. Eghlimi (Perella) regarding same (.2).	Damast, Craig A.	0.80	740.00
22-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation (.3); correspond with internal working group regarding review of same (.2); correspond with Perella regarding same (.2).	Goren, Todd M.	0.70	805.00
22-Oct-19	Call (.3) and correspond (.1) with B. Weiland (Kirkland) regarding status of mediation.	Marinuzzi, Lorenzo	0.40	520.00
23-Oct-19	Correspond with internal working group and Perella team regarding status of Windstream/Uniti settlement proposals and status.	Damast, Craig A.	0.30	277.50
23-Oct-19	Correspond with Perella regarding mediation status.	Goren, Todd M.	0.30	345.00
23-Oct-19	Review status of mediation discussions (.4); discuss same with Perella (.2).	Marinuzzi, Lorenzo	0.60	780.00
28-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation and new mediation sessions.	Damast, Craig A.	0.40	370.00
28-Oct-19	Correspond with internal working group, Perella and Alix teams regarding mediation session.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
28-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation and new mediation sessions (.4); draft memorandum to internal working group, Perella and Alix teams regarding proposed mediation settlement offer and session (.7); draft memorandum to Committee regarding mediation (.4); review prior Perella analysis of mediation offers to determine current status (.9).	Marinuzzi, Lorenzo	2.40	3,120.00
28-Oct-19	Review prior mediation proposals in advance of upcoming session.	Richards, Erica J.	0.40	370.00
29-Oct-19	Attend mediation session at Kirkland.	Goren, Todd M.	6.80	7,820.00
29-Oct-19	Attend mediation session at Kirkland (6.8); review and structure proposed mediation strategy and solution for Committee consideration (1.4).	Marinuzzi, Lorenzo	8.20	10,660.00
29-Oct-19	Attend mediation session at Kirkland.	Richards, Erica J.	6.80	6,290.00
30-Oct-19	Call with Alix and Perella regarding mediation status.	Damast, Craig A.	0.50	462.50
30-Oct-19	Review correspondence regarding negotiation strategy.	Dopsch, Peter C.	0.40	460.00
30-Oct-19	Call with Alix and Perella regarding mediation status.	Ferraioli, Raff	0.50	275.00
30-Oct-19	Call with Alix and Perella regarding mediation status.	Goren, Todd M.	0.50	575.00
30-Oct-19	Review recent Uniti mediation proposal.	Melendez, Miranda Bull	0.20	110.00
31-Oct-19	Correspond with internal working group regarding Uniti settlement status (.2); review Uniti credit agreement terms relating to defaults under master lease agreement (.6).	Sullivan, Lauren Marie	0.80	600.00
Total: 034	Mediation		48.30	51,052.50

Current Fees	476,414.50
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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
 Invoice Date: November 22, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,150.00	58.80	67,620.00
10213	Kaufman, David H.	1,225.00	7.70	9,432.50
04458	Levitt, Jamie A.	1,225.00	13.00	15,925.00
17456	Marines, Jennifer L.	1,100.00	2.00	2,200.00
14116	Marinuzzi, Lorenzo	1,300.00	61.90	80,470.00
12345	Peck, Geoffrey R.	1,125.00	8.50	9,562.50
20366	Benedict, Margot G.	550.00	7.10	3,905.00
22413	Chan, Monica	750.00	6.20	4,650.00
22652	Dobrosielski, Jan	525.00	13.30	6,982.50
22181	Ferraioli, Raff	550.00	42.50	23,375.00
22738	Francia, Cesar Augusto	750.00	33.00	24,750.00
23534	Greer, Jocelyn Edith	700.00	68.50	47,950.00
20387	Melendez, Miranda Bull	550.00	5.30	2,915.00
19721	Rappoport, Steve	895.00	27.90	24,970.50
21823	Richardson Arnould, Ka	525.00	29.20	15,330.00
24181	Selick, Allison	550.00	5.50	3,025.00
18235	Stern, Jessica S.	695.00	4.00	2,780.00
23425	Sullivan, Lauren Marie	750.00	7.60	5,700.00
21829	Westergaard, Lily Vale	525.00	62.40	32,760.00
08676	Dopsch, Peter C.	1,150.00	7.80	8,970.00
14078	Richards, Erica J.	925.00	23.20	21,460.00
17323	Damast, Craig A.	925.00	61.10	56,517.50
13849	Guido, Laura	375.00	16.50	6,187.50
20440	Franks, Matthew G.	255.00	8.20	2,091.00
15029	Bergelson, Vadim	345.00	15.10	5,209.50
99851	eDiscovery Services**	320.00	3.30	1,056.00
	Client Accommodation – ½ Non-Working Travel			(2,685.00)
	Client Accommodation – Time Entry Review			(6,695.00)
	TOTAL		599.60	476,414.50

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

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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
 Invoice Date: November 22, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	0.40	460.00
003	Assumption and Rejection of Leases and Contracts	5.70	5,582.50
006	Business Operations	0.40	520.00
007	Case Administration	14.70	9,437.50
008	Claims Administration and Objections	2.90	2,645.00
011	Employment and Fee Applications	7.80	4,575.00
013	Financing and Cash Collateral	5.40	6,052.50
014	Other Litigation	194.60	162,794.00
015	Meetings and Communications with Creditors	54.00	47,650.00
016	Non-Working Travel	6.00	5,370.00
019	Relief from Stay and Adequate Protection	0.40	370.00
020	Reporting	3.20	2,975.00
021	Tax	5.40	3,775.00
023	Discovery	186.30	131,823.00
024	Hearings	1.10	1,235.00
026	Claims Investigation	51.10	41,855.00
029	Other Motions/Applications	1.50	927.50
032	Time Entry Review	10.40	6,695.00
034	Mediation	48.30	51,052.50
	Client Accommodation		(9,380.00)
	TOTAL	599.60	476,414.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Disbursement Detail

Date	Description	Value
31-Oct-19	On-line Research - LEXIS	278.60
31-Oct-19	On-line Research - WESTLAW	5,261.90
31-Oct-19	On-line Research - OTHER DATABASE	79.60
25-Sep-19	Reporting fees, Schmitt Reporting and Video, Inc., transcript of 09/19/2019 deposition of S. Bandy	582.65
04-Oct-19	Reporting fees, U.S. Legal Support, Inc. (CA Reporting), transcripts of depositions of K. Atkinson, F. Gunzel, M. Kardos and L. Truong.	3,678.25
07-Oct-19	Reporting fees, Veritext/New York Reporting Company, transcript, exhibits and litigation package of J. Auman	575.60
22-Oct-19	Reporting fees, Veritext/New York Reporting Company, transcript of J. Auman deposition	562.50
30-Oct-19	Travel, taxi/car service, C. Francia, travel to White Plains for H. Ostberg deposition, 10/30/19	51.16
30-Oct-19	Local travel, taxi/car service, E. Richards, 9:44pm, 10/30/19	45.20
30-Oct-19	Travel, taxi/car service, M. Benedict, ground travel in Washington, DC for deposition, 10/30/19	11.07
30-Oct-19	Travel, taxi/car service, M. Benedict, ground travel in Washington, DC for deposition, 10/30/19	11.07
30-Oct-19	Travel, plane, S. Rappoport, travel to/from Los Angeles for J. Kamin deposition, 10/30/19	776.61
30-Oct-19	Travel, car rental, S. Rappoport, ground travel in Los Angeles for J. Kamin deposition, 10/30/19	211.09
30-Oct-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, traveling to Los Angeles for J. Kamin deposition, 10/30/19	22.23
30-Oct-19	Travel, parking, S. Rappoport, ground travel in Los Angeles for J. Kamin deposition, 10/30/19	50.60
30-Oct-19	Travel, hotel, S. Rappoport, one-night stay at Intercontinental in Los Angeles, for J. Kamin deposition, 10/30/19	384.22
31-Oct-19	Travel, taxi/car service, M. Chan, ground transportation to White Plains for R. Border deposition, 10/31/19	130.76
31-Oct-19	Travel, taxi/car service, M. Chan, ground transportation from White Plains, following R. Border deposition, 10/31/19	67.13
31-Oct-19	Travel, parking, S. Rappoport, ground travel in Los Angeles for J. Kamin deposition, 10/31/19	20.00
01-Oct-19	EDiscovery, Epiq Managed Services, September 2019	731.24
23-Sep-19	Business meals, 6 attendees, Windstream meeting, 9/23/19	120.00
07-Oct-19	Business meals, 5 attendees, Windstream meeting, 10/7/19	100.00
14-Oct-19	Business meals, 6 attendees, Windstream meeting, 10/14/19	120.00
28-Oct-19	Business meals, 6 attendees, Winstream meeting, 9/28/19	120.00
28-Oct-19	Business meals, 6 attendees, Winstream meeting, 9/28/19	120.00
31-Oct-19	Travel meals, breakfast, S. Rappoport, in Los Angeles for J. Kamin deposition, 10/31/19	6.40
31-Oct-19	Travel meals, dinner, S. Rappoport, in Los Angeles for J. Kamin deposition, 10/31/19	40.00
Current Disbursements		<u><u>14,157.88</u></u>

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	476,414.50
Total Disbursements	14,157.88
Total Amount Due	490,572.38

MORRISON | FOERSTER

Matter Number: 017254-0000001 Invoice Number: 5869006
Matter Name: OFFICIAL COMMITTEE Invoice Date: November 22, 2019

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
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	446,029.06	110,505.50
18-Oct-19	5859762	USD	491,832.02	396,102.42	95,729.60

Hearing Date: TBD
Objection Deadline: TBD

MORRISON & FOERSTER LLP
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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)
)	

**COVERSHEET FOR SECOND 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 JULY 1, 2019 THROUGH OCTOBER 31, 2019**

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



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

Name of Applicant:	Morrison & Foerster LLP (“ Morrison & Foerster ” or “ Applicant ”)
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors (collectively, the “ Committee ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is sought:	July 1, 2019 through October 31, 2019 (the “ Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$2,372,700.25
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$40,617.11

Summary of Monthly Applications for Application Period:

Date Submitted and Docket No.	Application Period	Requested Fees (100%)	Requested Expenses (100%)	Fees Allowed (80%)	Expenses Allowed (100%)	Fee Holdback (20%)
8/29/2019 ECF No. 982	7/1/2019 – 7/31/2019	\$865,110.25	\$9,268.15	\$692,088.20	\$9,268.15	\$173,022.05
10/1/2019 ECF No. 1114	8/1/2019 – 8/31/2019	\$552,527.50	\$4,007.06	\$442,022.00	\$4,007.06	\$110,505.50
10/23/2019 ECF No. 1163	9/1/2019 – 9/30/2019	\$478,648.00	\$13,184.02	\$382,918.40	\$13,184.02	\$95,729.60
11/22/2019 ECF No. 1239	10/1/2019 – 10/31/2019	\$476,414.50	\$14,157.88	\$381,131.60	\$14,157.88	\$95,282.90
TOTALS		\$2,372,700.25	\$40,617.11	\$1,898,160.20	\$40,617.11	\$474,540.05

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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)
)	

**SECOND 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 JULY 1, 2019 THROUGH OCTOBER 31, 2019**

Morrison & Foerster LLP (“**Morrison & Foerster**” or “**Applicant**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Windstream Holdings, Inc. *et al.* and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby submits its Second Interim application for compensation and reimbursement of expenses (the “**Application**”) for the period from July 1,

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

2019 through October 31, 2019 (the “**Application Period**”). In support of the Application, Morrison & Foerster respectfully represents as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. The United States bankruptcy Court for the Southern District of New York (the “**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 this 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].²

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].

² 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.

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.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

9. By this Application, Applicant seeks entry of an order (a) approving interim compensation in the amount of \$2,372,700.25 and interim reimbursement of expenses in the amount of \$40,617.11, (b) directing payment of \$474,540.05 in fees held back in connection with the Monthly Invoices (as defined herein), and (c) granting such other and further relief as may be just and proper.

10. As expressed in the following chart, the amount sought in this Application is the summation of the compensation and expenses sought in Applicant’s monthly fee statements for the Application Period (collectively, the “**Monthly Invoices**”):

Monthly Application, Date Filed & Docket No.	Application Period	Requested Fees (100%)	Requested Expenses	Fees Allowed (80%)	Expenses Allowed	Fee Holdback (20%)
Fourth Monthly Filed 8/29/2019 ECF No. 982	7/1/2019 – 7/31/2019	\$865,110.25	\$9,268.15	\$692,088.20	\$9,268.15	\$173,022.05
Fifth Monthly Filed 10/1/2019 ECF No. 1114	8/1/2019 – 8/31/2019	\$552,527.50	\$4,007.06	\$442,022.00	\$4,007.06	\$110,505.50

Monthly Application, Date Filed & Docket No.	Application Period	Requested Fees (100%)	Requested Expenses	Fees Allowed (80%)	Expenses Allowed	Fee Holdback (20%)
Sixth Monthly Filed 10/23/2019 ECF No. 1163	9/1/2019 – 9/30/2019	\$478,648.00	\$13,184.02	\$382,918.40	\$13,184.02	\$95,729.60
Seventh Monthly Filed 11/22/2019 ECF No. 1239	10/1/2019 – 10/31/2019	\$476,414.50	\$14,157.88	\$381,131.60	\$14,157.88	\$95,282.90
TOTAL		\$2,372,700.25	\$40,617.11	\$1,898,160.20	\$40,617.11	\$474,540.05

11. The Monthly Invoices submitted by Applicant are subject to a 20% holdback as provided for in the Interim Compensation Order. The aggregate amount of Applicant's holdback during the Application Period is \$474,540.05. To date, no party has objected to the Monthly Invoices.

12. In the ordinary course of its business, Applicant maintains computerized records of the time spent in connection with providing professional services to the Committee in connection with these chapter 11 cases. 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 Application Period. In addition, attached hereto as **Exhibit C** is a billing summary for the Application Period, which identifies each attorney and paraprofessional who rendered services during the Application Period, each attorney's year of bar admission and area of practice, the aggregate time billed by each attorney and paraprofessional during the Application Period, the hourly billing rate for each attorney and paraprofessional, and the aggregate amount of fees generated by each professional and paraprofessional. The compensation requested by Applicant is based on the customary compensation charged by comparably skilled practitioners in other similar bankruptcy cases.

13. Applicant also maintains computerized records of all expenses incurred in connection with the performance of professional services. A summary of the amounts and categories of expenses for which reimbursement is sought is attached hereto as **Exhibit D**.

14. 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 current fiscal year as available and the blended hourly rates billed to the Committee during the Application Period.

15. Attached hereto as **Exhibit F** is a summary of Morrison & Foerster's budget for the Application Period. The budget was developed prior to filing this Application and was approved by a Committee co-chair.

16. Attached hereto as **Exhibit G** is a summary of Morrison & Foerster's staffing plan for the Application Period. The staffing plan was developed prior to filing this Application and was approved by a Committee co-chair.

17. Copies of Applicant's computerized records of fees and expenses in the format specified by the Guidelines and are attached hereto collectively as **Exhibit H**.

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

DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED

19. 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 pursuant to section 365 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) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if 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 Court and the United States Trustee, and protecting the interests of the Committee before the Court and before the United States Trustee; and
- (i) performing all other necessary legal services in these cases.

20. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Committee during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the chapter 11 cases. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes.

21. The summary is divided according to the project billing codes that Applicant created to best reflect the categories of tasks that it was required to perform in connection with these chapter 11 cases. Nevertheless, under the circumstances, and given the interconnectedness

of the issues in these chapter 11 cases, certain of these categories may overlap with one another. For the avoidance of doubt, however, no work performed by Applicant has been included in more than one task code category.

(a) Asset Analysis and Recovery – 001.

Fees: \$40,421.00; Total Hours: 43.0

22. This category includes time spent by Morrison & Foerster attorneys analyzing the nature of the Debtors’ 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**”).

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

Fees: \$32,727.50; Total Hours: 36.5

23. 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, including, but not limited to: (a) the Debtors’ various notices of rejection of certain executory contracts [including Docket Nos. 736, 749, 818, 859, 991, 1004, 1018, 1055, 1074, and 1168]; (b) various pleadings regarding the Debtors’ rejection of certain unexpired leases [including Docket Nos. 776, 777, 809, 810, 860, 943, and 973]; (c) the *Debtors’ Motion to Stay Purported Application of the Deadline under Section 365(d)(4) of the Bankruptcy Code to the Uniti Arrangement* [Docket No. 848]; and (d) the *Stipulation and Agreed Order to Extend the Deadline Under Section 365(d)(4) of the Bankruptcy Code as to the Uniti Master Lease* [Docket No. 900].

(c) Budgeting – 005.

Fees: \$385.00; Total Hours: 0.7

24. This category includes time spent by Morrison & Foerster attorneys in preparing a prospective budget and staffing plan for the Second Interim fee period in accordance with the UST Guidelines.

(d) Business Operations – 006.

Fees: \$9,947.50; Total Hours: 10.3

25. This category includes time spent by Morrison & Foerster on all matters relating to the Debtors' business operations. During the Application Period, Morrison & Foerster attorneys spent time: (a) analyzing various 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 the same 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 and business plan; (d) reviewing and analyzing the Debtors' monthly operating reports; and (e) reviewing the Debtors' business plan and discussing the business plan with the Committee.

(e) Case Administration – 007.

Fees: \$86,652.50; Total Hours: 119.6

26. This category includes all matters related to the internal administration of the Committee, including participating on weekly conference calls with the Committee's professionals, drafting the Committee's by-laws, preparing and updating the Committee roster, managing various task lists, monitoring the case docket, and tracking case deadlines.

(f) Claims Administration and Objections – 008.

Fees: \$11,545.00; Total Hours: 12.9

27. This category includes all matters relating to the administration and review of claims asserted against the Debtors. During the Application Period, Morrison & Foerster attorneys spent time: (a) evaluating the factual and legal bases of proposed settlements with certain claimants; (b) evaluating the factual and legal bases of motions seeking allowance and payment of alleged administrative expense claims; and (c) analyzing the procedures regarding the Debtors' settlement of *de minimis* claims.

(g) Employment and Fee Applications – 011.

Fees: \$30,699.00; Total Hours: 55.6

28. This category includes time spent by Morrison & Foerster with respect to the retention and employment of the Committee's professionals. During the Application Period, Morrison & Foerster attorneys spent time on various tasks relating to the payment of fees and expenses. Specifically, during the Application Period, Morrison & Foerster attorneys and paraprofessionals drafted and filed Morrison & Foerster's fee statements for the months of July, August, and September, as well as the fee application for the first interim period. In addition, Morrison & Foerster attorneys and paraprofessionals helped prepare and file the fee statements for the months of July, August, and September, as well as the fee applications for the first interim period on behalf of Perella and Alix.

(h) Financing and Cash Collateral – 013.

Fees: \$9,080.00; Total Hours: 10.4

29. This category includes all time spent by Morrison & Foerster on tasks relating to the Debtors' debtor-in-possession financing and the *Final Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting*

Liens and Providing Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Dkt. No. 376] (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. After three extensions, the Committee’s Challenge Deadline has been extended to January 21, 2020.

(i) **Other Litigation – 014.**

Fees: \$361,072.00; Total Hours: 407.1

30. 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. 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.

31. In connection with the Committee’s involvement in the Uniti Litigation, Morrison & Foerster (a) prepared and filed the *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) assisted in preparing the *Joint Reply In Support of Motions*

to Intervene [Uniti Litigation Docket No. 19]; (c) negotiated the *Stipulation and Agreed Order Authorizing Intervention* [Uniti Litigation Docket No. 20]; (d) participated in various discussions with interested parties regarding scheduling; and (e) discussed litigation strategy with the Committee's advisors and other interested parties.

(j) Meetings and Communications with Creditors – 015.

Fees: \$231,024.00; Total Hours: 262.1

32. 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.

33. 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. Given the level of activity in these chapter 11 cases to date, these Committee meetings and calls required extensive preparation by Morrison & Foerster attorneys.

34. 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.

(k) Non-Working Travel – 016.

Fees: \$44,852.50; Total Hours: 52.8

35. This category includes time spent by Morrison & Foerster attorneys in non-working 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 \$22,426.25, for time relating to non-working travel.

(l) Plan and Disclosure Statement – 017.

Fees: \$1,430.00; Total Hours: 1.1

36. This category includes time spent by Morrison & Foerster in connection with analyzing potential plan structures and assumptions regarding the Debtors' capital structure.

(m) Real Estate – 018.

Fees: \$1,200.00; Total Hours: 1.2

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

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

Fees: \$14,596.50; Total Hours: 18.1

38. This category includes time spent by Morrison & Foerster analyzing, summarizing, and discussing various motions regarding the automatic stay, as well as pleadings responsive thereto.

(o) Reporting – 020

Fees: \$5,637.50; Total Hours: 6.2

39. 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.

(p) Tax – 021

Fees: \$29,792.50; Total Hours: 31.9

40. 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, would have on the Debtors' estates. Morrison & Foerster also analyzed the potential tax implications on the Debtors' estates if that certain master lease between the Debtors and Uniti was recharacterized as a disguised financing.

(q) Valuation – 22.

Fees: \$2,305.00; Total Hours: 1.9

41. This category includes time spent by Morrison & Foerster analyzing preliminary valuation considerations under the Debtors' business plan, including materials prepared by Alix and Perella.

(r) Discovery – 023.

Fees: \$354,521.50; Total Hours: 510.4

42. This category includes time spent by Morrison & Foerster engaging in all aspects of the discovery process during the Application 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.

43. In particular, Morrison & Foerster conducted discovery in connection with the Committee's claims investigation and lien investigation. This entailed 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 also prepared for and attended depositions in connection with the Charter Litigation.

(s) Hearings – 024.

Fees: \$43,017.00; Total Hours: 59.0

44. This category includes time spent by Morrison & Foerster attorneys preparing for, attending, and reporting to the Committee regarding, Court hearings. During the Application Period, the Court held several hearings with respect to a wide variety of issues related to these

chapter 11 cases. To the extent feasible, Morrison & Foerster attorneys attended hearings telephonically.

(t) Claims Investigation – 026.

Fees: \$275,990.00; Total Hours: 322.6

45. This category includes time spent by Morrison & Foerster analyzing and investigating potential estate claims and causes of action that might serve 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 Arrangement, 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.

(u) Lien Investigation – 027.

Fees: \$98,912.00; Total Hours: 118.7

46. Pursuant to the Final DIP Order, the Committee had until July 22, 2019 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 Lenders. As set forth above, the Initial Challenge Deadline was extended to January 21, 2020. Accordingly, during the Application Period, the Committee commenced a thorough but expedited review of these 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 also prepared materials for the Committee summarizing the status and preliminary results of that review.

(v) Other Motions/Applications – 029.

Fees: \$246,134.50; Total Hours: 301.1

47. This category includes time spent reviewing, analyzing, summarizing, and in certain instances, responding to, several miscellaneous motions and requests filed in these cases. This category also includes time spent drafting and conducting research regarding 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.

(w) Schedules and Statements – 030.

Fees: \$1,045.00; Total Hours: 1.9

48. 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.

(x) Time Entry Review– 032.

Fees: \$24,115.00; Total Hours: 39.1

49. This category includes time spent reviewing and revising attorney and paraprofessional time entries in order to comply with the Guidelines. Morrison & Foerster is not seeking payment for any of the time that it spent in connection with reviewing and editing time entries.

(y) **Mediation – 034.**

Fees: \$443,046.50; Total Hours: 443.7

50. This category includes time 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 Application Period, Morrison & Foerster attorneys attended various mediation sessions, analyzed mediation proposals, and coordinated on various matters with the mediation parties.

(z) **Governmental/Regulatory – 035.**

Fees: \$18,192.50; Total Hours: 21.3

51. 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.

APPLICANT STATEMENT PURSUANT TO APPENDIX B OF THE UST GUIDELINES

52. 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 in this Application (\$2,372,700.25) are less than the fees budgeted (\$3,796,800.00) 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: Applicant spent 39.1 hours totaling \$24,115.00 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 does not include any rate increases.

CONCLUSION

53. Applicant believes that the services rendered during the Application 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.

54. Applicant therefore requests an order (a) approving interim compensation in the amount of \$2,372,700.25 and interim reimbursement of expenses in the amount of \$40,617.11, (b) directing payment of \$474,540.05 held back in connection with the Monthly Invoices, and (c) granting such other and further relief as may be just and proper.

Dated: December 16, 2019
New York, New York

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

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

EXHIBIT A

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

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

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

)	
In re:	)	Chapter 11
)	
WINDSTREAM HOLDINGS, INC., <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 SECOND 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 JULY 1, 2019 THROUGH OCTOBER 31, 2019**

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.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

2. This 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 interim compensation and reimbursement of expenses for the period commencing July 1, 2019 through and including October 31, 2019, 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 any 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.

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 Application Recipients (as defined in the Interim Compensation Order) are each being provided with a copy of the Application.

Dated: December 16, 2019
New York, New York

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

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

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE FOR THE
PERIOD JULY 1, 2019 THROUGH OCTOBER 31, 2019**

Task Code	Matter Description	Total Billed Hours	Total Compensation
1	Asset Analysis and Recovery	43.00	\$40,421.00
3	Assumption and Rejection of Leases And Contracts	36.50	\$32,727.50
5	Budgeting (Case)	0.70	\$385.00
6	Business Operations	10.30	\$9,947.50
7	Case Administration	119.60	\$86,652.50
8	Claims Administration and Objections	12.90	\$11,545.00
11	Employment and Fee Applications	55.60	\$30,699.00
13	Financing and Cash Collateral	10.40	\$9,080.00
14	Other Litigation	407.10	\$361,072.00
15	Meetings and Communications with Creditors	262.10	\$231,024.00
16	Non-Working Travel	52.80	\$44,852.50
17	Plan And Disclosure Statement	1.10	\$1,430.00
18	Real Estate	1.20	\$1,200.00
19	Relief From Stay and Adequate Protection	18.10	\$14,596.50
20	Reporting	6.20	\$5,637.50
21	Tax	31.90	\$29,792.50
22	Valuation	1.90	\$2,305.00
23	Discovery	510.40	\$354,521.50
24	Hearings	59.00	\$43,917.00
26	Claims Investigation	322.60	\$275,990.00
27	Lien Investigation	118.70	\$98,912.00
29	Other Motions/Applications	301.10	\$246,134.50
30	Schedules and Statements	1.90	\$1,045.00
32	Time Entry Review	39.10	\$24,115.00
34	Mediation	443.70	\$443,046.50
35	Governmental/Regulatory	21.30	\$18,192.50
Total Incurred:		2,889.2	\$2,419,241.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(22,426.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):			\$(24,115.00)
Total Requested:			\$2,372,700.25

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL
BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE
FOR THE PERIOD JULY 1, 2019 THROUGH OCTOBER 31, 2019**

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel				
Aikman, Amanda	Department: Litigation Licensure: 2008	\$925.00	44.90	\$41,532.50
Blaivas, Jay	Department: Tax Licensure: 1996	\$1,175.00	25.00	\$29,375.00
Dopsch, Peter C.	Department: Finance Licensure: 1983	\$1,150.00	56.60	\$65,090.00
Goren, Todd M.	Department: Business Restructuring & Insolvency Licensure: 2003	\$1,150.00	241.20	\$277,380.00
Kaufman, David H.	Department: Finance Licensure: 1984	\$1,225.00	17.80	\$21,805.00
Levitt, Jamie A.	Department: Litigation Licensure: 1992	\$1,225.00	94.80	\$116,130.00
Marines, Jennifer L.	Department: Business Restructuring & Insolvency Licensure: 2005	\$1,100.00	46.50	\$51,150.00
Marinuzzi, Lorenzo	Department: Business Restructuring & Insolvency Licensure: 1996	\$1,300.00	320.10	\$416,130.00
Palmore, Joseph R.	Department: Litigation Licensure: 1999	\$1,125.00	0.70	\$787.50
Peck, Geoffrey R.	Department: Finance Licensure: 1999	\$1,125.00	44.20	\$49,725.00
Richards, Erica J.	Department: Business Restructuring & Insolvency Licensure: 2007	\$925.00	122.90	\$113,682.50
Total Partners and Of Counsel:			1,014.7	\$1,182,787.50
Associates and Attorneys				
Benedict, Margot G.	Department: Litigation Licensure: 2018	\$550.00	7.10	\$3,905.00
Chan, Monica	Department: Litigation Licensure: 2015	\$750.00	6.20	\$4,650.00

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Damast, Craig A.	Department: Business Restructuring & Insolvency Licensure: 1992	\$925.00	398.30	\$368,427.50
Dobrosielski, Jan	Department: Litigation Licensure: Pending	\$525.00	13.30	\$6,982.50
Ferraioli, Raff	Department: Business Restructuring & Insolvency Licensure: 2016	\$550.00	303.70	\$167,035.00
Francia, Cesar Augusto	Department: Litigation Licensure: 2015	\$750.00	33.00	\$24,750.00
Good, Thomas H.	Department: Business Restructuring & Insolvency Licensure: 2007	\$750.00	8.40	\$6,300.00
Greer, Jocelyn Edith	Department: Litigation Licensure: 2016	\$700.00	224.10	\$156,870.00
Heo, Min W.	Department: Finance Licensure: 2015	\$750.00	0.80	\$600.00
Jensen, Sofie	Department: Finance Licensure: n/a	\$275.00	31.80	\$8,745.00
Masyllkanova, Aisulu	Department: Finance Licensure: 2013	\$845.00	34.80	\$29,406.00
Melendez, Miranda Bull	Department: Finance Licensure: 2018	\$550.00	23.60	\$12,980.00
Plymale, Rachael K.	Department: Litigation Licensure: 2015	\$695.00	12.50	\$8,687.50
Rappoport, Steve	Department: Litigation Licensure: 2009	\$895.00	95.50	\$85,472.50
Richardson Arnould, Kat	Department: Business Restructuring & Insolvency Licensure: Pending	\$525.00	297.10	\$155,977.50
Selick, Allison	Department: Business Restructuring & Insolvency Licensure: 2018	\$550.00	5.50	\$3,025.00
Stern, Jessica S.	Department: Finance Licensure: 2015	\$695.00	15.30	\$10,633.50
Sullivan, Lauren Marie	Department: Finance Licensure: 2015	\$750.00	52.10	\$39,075.00
Westergaard, Lily Vale	Department: Litigation Licensure: 2019	\$525.00	127.90	\$67,147.50
William, Sherry A.	Department: Finance Licensure: 2011	\$835.00	23.60	\$19,706.00
Total Associates and Attorneys:			1,714.6	\$1,180,375.50

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Total Attorneys (Incurred):			2,729.3	\$2,363,163.00
Paraprofessionals				
Bergelson, Vadim	Department: Litigation Position: eDiscovery Project Manager No. of Years with Firm: 10 years	\$345.00	39.70	\$13,696.50
Delehanty, Danielle	Department: Business Restructuring & Insolvency Position: Paralegal No. of Years with Firm: 6.5 years	\$360.00	71.80	\$25,848.00
Franks, Matthew G.	Department: Litigation Position: Paralegal No. of Years with Firm: 1 year	\$255.00	8.20	\$2,091.00
Guido, Laura A.	Department: Business Restructuring & Insolvency Position: Senior Paralegal No. of Years with Firm: 12 years	\$375.00	25.90	\$9,712.50
Haley, Sharon L.	Department: Real Estate Position: Senior Paralegal No. of Years with Firm: 4 years	\$400.00	2.20	\$880.00
Nguyen, Thuan H.	Department: Litigation Position: eDiscovery Project Manager No. of Years with Firm: 4 years	\$345.00	1.30	\$448.50
Serna, Daniela	Department: n/a Position: n/a No. of Years with Firm:	\$285.00	0.30	\$85.50
Zaccarelli, Monet D.	Department: Finance Position: Paralegal No. of Years with Firm: 3.5years	\$290.00	1.0	\$290.00
Research Services ¹	Department: Litigation Position: Various	\$325.00	1.50	\$487.50
Research Services	Department: Litigation Position: Various	\$300.00	1.50	\$450.00
Research Services	Department: Litigation Position: Various	\$350.00	0.30	\$105.00

¹ The Research Services team leverages our expertise across offices to meet tight/urgent client deadlines in a timely and cost effective manner. To enable this collaborative workflow, time billed by this group is consolidated into a single line-item on the Timekeeper Summary sections of client bills.

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
eDiscovery Services ²	Department: Litigation Position: Various	\$320.00	6.20	\$1,984.00
Total Paraprofessionals (Incurred):			159.9	\$56,078.50
Total Incurred (All Professionals):			2,889.2	\$2,419,241.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):				\$(22,426.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):				\$(24,115.00)
Total Fees Requested:				\$2,372,700.25

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

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,165.65	1,014.7	\$1,182,787.50
Associates and Attorneys	\$688.42	1,714.6	\$1,180,375.50
Total Incurred by All Attorneys:	\$865.84	2,729.3	\$2,363,163.00
Paraprofessionals and Non-Legal Staff	\$350.70	159.9	\$56,078.50
Subtotal:	\$837.33	2,889.2	\$2,419,241.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(22,426.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):			\$(24,115.00)
Total Requested:	\$821.23	2,889.2	\$2,372,700.25

EXHIBIT D

**SUMMARY OF EXPENSES INCURRED BY
MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE
FOR THE PERIOD JULY 1, 2019 THROUGH OCTOBER 31, 2019**

Expenses Category	Amount
Air Freight	\$33.72
Business Meals	\$2,220.00
Color Copies	\$34.80
Document Retrieval Service	\$202.60
Epiq eDiscovery Managed Services	\$3,662.65
Government Fees	\$394.44
On-line Research - LEXIS	\$915.60
On-line Research - OTHER DATABASE - PACER	\$154.40
On-line Research - OTHER DATABASE (BNA) THE BUREAU OF NATIONAL AFFAIRS, INC. BLAW	\$0.40
On-line Research - WESTLAW	\$15,481.90
Postage	\$21.89
Reporting Fees	\$9,975.40
Transportation	\$15.95
Travel	\$7,456.96
Travel Meals	\$46.40
Total Incurred and Requested:	\$40,617.11

EXHIBIT E

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES
FOR THE PERIOD JULY 1, 2019 THROUGH OCTOBER 31, 2019**

Category of Timekeeper	Blended Hourly Rate	
	Billed by New York Office January 1, 2019 to November 30, 2019 ¹	Billed to Committee July 1, 2019 to October 31, 2019
Senior/ Equity Partner/ Shareholder	\$1,066.63	\$1,202.12
Senior Counsel	\$1,173.60	\$1,150.00
Of Counsel	\$782.59	\$925.00
Attorneys and Senior Associate (7 or more years since first admission)	\$802.53	\$874.49
Associate (4-6 years since first admission)	\$690.75	\$713.86
Junior Associate (1-3 years since first admission)	\$527.05	\$535.91
Attorney	n/a	\$925.00
Visiting International Attorney	\$258.73	\$275.00
Summer Associate	\$282.78	\$285.00
Senior Paralegal	\$363.59	\$376.95
Paralegal	\$262.03	\$348.50
eDiscovery Project Manager	\$307.61	\$345.00
Research Services	n/a	\$315.90
eDiscovery Services	\$308.46	\$320.00
Total Attorney Rate	\$831.65	\$865.84
Total Blended Rate (Attorneys, Paraprofessionals)	\$775.50	\$837.33

¹ In accordance with the United States Trustee's guidelines, the data in this column excludes blended hourly rate information for bankruptcy law matters.

EXHIBIT F

BUDGET FOR THE PERIOD JULY 1, 2019 THROUGH OCTOBER 31, 2019
(ESTIMATED VS. ACTUAL)

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
1	Asset Analysis and Recovery	125	\$100,000	43.00	\$40,421.00
2	Asset Disposition	50	\$40,000	0	\$0.00
3	Assumption and Rejection of Leases and Contracts	40	\$32,000	36.50	\$32,727.50
4	Avoidance Action Analysis	200	\$160,000	0	\$0.00
5	Budgeting (Case)	10	\$8,000	0.70	\$385.00
6	Business Operations	25	\$20,000	10.30	\$9,947.50
7	Case Administration	280	\$196,000	119.60	\$86,652.50
8	Claims Administration and Objections	20	\$16,000	12.90	\$11,545.00
9	Corporate Governance and Board Matters	10	\$8,000	0	\$0.00
10	Employee Benefits and Pensions	10	\$8,000	0	\$0.00
11	Employment and Fee Applications	90	\$72,000	55.60	\$30,699.00
12	Employment and Fee Application Objections	10	\$8,000	0	\$0.00
13	Financing and Cash Collateral	80	\$64,000	10.40	\$9,080.00
14	Other Litigation	750	\$600,000	407.10	\$361,072.00
15	Meetings and Communications with Creditors	375	\$300,000	262.10	\$231,024.00
16	Non-Working Travel	80	\$64,000	52.80	\$44,852.50
17	Plan and Disclosure Statement	125	\$100,000	1.10	\$1,430.00
18	Real Estate	25	\$20,000	1.20	\$1,200.00
19	Relief from Stay and Adequate Protection	35	\$28,000	18.10	\$14,596.50
20	Reporting	20	\$16,000	6.20	\$5,637.50
21	Tax	35	\$28,000	31.90	\$29,792.50
22	Valuation	50	\$40,000	1.90	\$2,305.00
23	Discovery	600	\$480,000	510.40	\$354,521.50
24	Hearings	125	\$100,000	59.00	\$43,917.00

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
25	First and Second Day Motions	0	\$0	0	\$0.00
26	Claims Investigation	375	\$300,000	322.60	\$275,990.00
27	Lien Investigation	255	\$204,000	118.70	\$98,912.00
28	Intercompany Claims	10	\$8,000	0	\$0.00
29	Other Motions/Applications	275	\$220,000	301.10	\$246,134.50
30	Schedules and Statements	15	\$12,000	1.90	\$1,045.00
31	Insurance	15	\$12,000	0	\$0.00
32	Time Entry Review	40	\$0	39.10	\$24,115.00
33	Fee Objection Discussion and Litigation	6	\$4,800	0	\$0.00
34	Mediation	625	\$500,000	443.70	\$443,046.50
35	Government/Regulatory	35	\$28,000	21.30	\$18,192.50
Totals:		4,821	\$3,796,800.00	2,889.2	\$2,419,241.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):					\$(22,426.25)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):					\$(24,115.00)
Total Requested:					\$2,372,700.25

EXHIBIT G

**STAFFING PLAN FOR THE PERIOD
JULY 1, 2019 THROUGH OCTOBER 31, 2019**

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter during the Budget Period	Hourly Rates
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

July 2019

MORRISON | FOERSTER

PO BOX 742335
LOS ANGELES
CALIFORNIA 90074-2335

TELEPHONE: 415 268 7000
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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: 5847321
Invoice Date: August 28, 2019

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, 2019**

	<u>U.S.Dollars</u>
Current Fees	875,741.50
Client Accommodation – ½ Non-Working Travel	(2,781.25)
Client Accommodation – Time	(7,850.00)
Entry Review	
Current Fees Value	<hr/> 865,110.25
Current Disbursements	<hr/> 9,268.15
Total This Invoice	<hr/> 874,378.40 <hr/>

**This invoice includes previously unbilled fees and expenses from the period June 1, 2019 through June 30, 2019*

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

ACH (preferred method of payment): [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
Our billing statements are due and payable within thirty days of receipt.
Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
17-Jul-19	Correspond with internal working group, Perella and Alix teams regarding dark fiber assets and entity ownership.	Damast, Craig A.	0.30	277.50
18-Jul-19	Review claims regarding dark fiber.	Marinuzzi, Lorenzo	0.50	650.00
22-Jul-19	Correspond with internal working group regarding dark fiber and value of unencumbered assets (.2); review document research regarding same (.6).	Damast, Craig A.	0.80	740.00
22-Jul-19	Follow up on issues related to dark fiber and related assets as fixtures (1.3); conduct legal research regarding same (.8).	Dopsch, Peter C.	2.10	2,415.00
22-Jul-19	Correspond with internal working group and Alix regarding dark fiber analysis (.6); review documents regarding same (.8); correspond with internal working group regarding fixture perfection analysis (.4).	Goren, Todd M.	1.80	2,070.00
22-Jul-19	Conduct legal research regarding fiber analysis.	Sullivan, Lauren Marie	1.30	975.00
22-Jul-19	Conduct legal research regarding fixtures.	William, Sherry A.	2.10	1,753.50
23-Jul-19	Call with S. William regarding fixture research.	Dopsch, Peter C.	0.60	690.00
23-Jul-19	Review dark fiber analysis (.4); call with E. Richards regarding same (.5).	Goren, Todd M.	0.90	1,035.00
23-Jul-19	Call with T. Goren regarding dark fiber analysis.	Richards, Erica J.	0.50	462.50
23-Jul-19	Conduct legal research regarding fixtures (4.3); call with P. Dopsch regarding same (.6).	William, Sherry A.	4.90	4,091.50
24-Jul-19	Correspond with Alix regarding legal entity waterfall.	Goren, Todd M.	0.40	460.00
24-Jul-19	Conduct legal research regarding treatment of fixtures.	William, Sherry A.	4.80	4,008.00
25-Jul-19	Conduct legal research regarding treatment of fixtures.	William, Sherry A.	3.20	2,672.00
26-Jul-19	Analyze fixtures issues.	Peck, Geoffrey R.	1.10	1,237.50
26-Jul-19	Conduct legal research regarding treatment of fixtures.	William, Sherry A.	2.90	2,421.50
27-Jul-19	Conduct legal research regarding fixtures.	William, Sherry A.	2.30	1,920.50
29-Jul-19	Call with internal working group and White & Case team regarding real estate assets (.5); follow-up discussion with internal working group regarding same (.4); correspond with J. Wooding (Alix) and internal working group regarding same and further diligence (.3).	Damast, Craig A.	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
29-Jul-19	Call with internal working group and White & Case team regarding real estate assets (.5); follow-up discussion with internal working group regarding same (.4); conduct legal research regarding fixtures (.4); meet with L. Sullivan regarding same (.3).	Dopsch, Peter C.	1.60	1,840.00
29-Jul-19	Call with internal working group and White & Case team regarding real estate assets (.5); follow-up discussion with internal working group regarding same (.4).	Ferraioli, Raff	0.90	495.00
29-Jul-19	Meet with P. Dopsch regarding research on fixtures (.3); conduct legal research regarding same (.3).	Sullivan, Lauren Marie	0.60	450.00
29-Jul-19	Draft memorandum correspondence regarding fixtures.	William, Sherry A.	2.90	2,421.50
30-Jul-19	Review memorandum correspondence relating to real estate analysis and fixtures.	Dopsch, Peter C.	0.20	230.00
Total: 001	Asset Analysis and Recovery		37.90	34,426.00
Assumption and Rejection of Leases and Contracts				
09-Jul-19	Discuss analysis of channel partner contract rejections with J. Wooding (Alix).	Richards, Erica J.	0.30	277.50
11-Jul-19	Call with K. McGlynn (Alix) and J. Wooding (Alix) regarding channel partner contract rejections.	Richards, Erica J.	0.70	647.50
Total: 003	Assumption and Rejection of Leases and Contracts		1.00	925.00
Business Operations				
16-Jul-19	Analyze business plan presentation (.7); revise same (.3); discuss same with K. Richardson (.2); correspond with internal working group regarding same (.1); correspond with Alix team regarding same (.1).	Ferraioli, Raff	1.40	770.00
16-Jul-19	Review Perella and Alix business plan presentation.	Goren, Todd M.	0.70	805.00
16-Jul-19	Review analysis of business plan.	Marines, Jennifer L.	0.60	660.00
16-Jul-19	Review preliminary assessment of business plan (.8); discuss same with D. MacGreevey (Alix) (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
16-Jul-19	Review business plan presentation (.9); discuss same with R. Ferraioli (.2); draft update to Committee regarding same (.4); revise same (.3).	Richardson Arnould, Ka	1.80	945.00
19-Jul-19	Review first day (.1) and cash variance (.1) reporting.	Damast, Craig A.	0.20	185.00
Total: 006	Business Operations		5.80	4,795.00
Case Administration				
18-Jun-19	Prepare for (.6) and participate on (.5) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Sullivan, Lauren Marie	1.30	975.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

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01-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.10	1,017.50
02-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4); correspond with K. Richardson regarding internal Committee documents (.4); revise same (1.4).	Ferraioli, Raff	2.90	1,595.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Good, Thomas H.	1.10	825.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.10	1,265.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Levitt, Jamie A.	1.10	1,347.50
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Marines, Jennifer L.	1.10	1,210.00
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4).	Richards, Erica J.	1.10	1,017.50
02-Jul-19	Participate on weekly professionals' call regarding case status and strategy (.7); follow-up discussion with internal working group regarding same and next steps (.4); draft internal Committee documents (.4); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	1.60	840.00
03-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
05-Jul-19	Analyze draft bylaws.	Ferraioli, Raff	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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08-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
08-Jul-19	Analyze Committee member comments to bylaws.	Ferraioli, Raff	0.20	110.00
09-Jul-19	Participate on weekly professionals' call.	Damast, Craig A.	0.80	740.00
09-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
09-Jul-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.80	440.00
09-Jul-19	Participate on weekly professionals' call.	Good, Thomas H.	0.80	600.00
09-Jul-19	Participate on weekly professionals' call.	Goren, Todd M.	0.80	920.00
09-Jul-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.80	560.00
09-Jul-19	Participate on weekly professionals' call.	Jensen, Sofie	0.80	220.00
09-Jul-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.80	880.00
09-Jul-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.80	1,040.00
09-Jul-19	Participate on weekly professionals' call.	Masykanova, Aisulu	0.80	676.00
09-Jul-19	Participate on weekly professionals' call.	Richards, Erica J.	0.80	740.00
09-Jul-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.80	420.00
09-Jul-19	Participate on weekly professionals' call.	Sullivan, Lauren Marie	0.80	600.00
10-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
11-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
12-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
16-Jul-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2); correspond with internal working group regarding Committee bylaws and conflicts (.7); review key provisions of bylaws (.2); correspond with D. Delehanty regarding docketing and calendar matters (.2).	Damast, Craig A.	2.10	1,942.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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16-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
16-Jul-19	Prepare for (.2) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2); analyze Committee bylaws (.4); correspond with internal working group regarding same (.2); discuss same with T. Goren (.1); revise same (.3).	Ferraioli, Raff	2.20	1,210.00
16-Jul-19	Review Committee bylaws (.4); discuss same with R. Ferraioli (.1); correspond with internal working group regarding potential changes to bylaws (.4); participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	1.90	2,185.00
16-Jul-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Jensen, Sofie	1.00	275.00
16-Jul-19	Participate on weekly professionals' call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	1.00	1,100.00
16-Jul-19	Calls and correspondence with H. Denman (White & Case) regarding Committee process and discussion of indenture trustees' motion (.8); review bylaws regarding UMB position on participating in discussions of their own motion (.6); evaluate possible protocol for UMB involvement (.7); correspond with Committee regarding concern expressed by UMB (.5).	Marinuzzi, Lorenzo	2.60	3,380.00
16-Jul-19	Participate on weekly professionals' call.	Peck, Geoffrey R.	0.80	900.00
16-Jul-19	Prepare for (.3) and participate on (.8) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2); review Committee bylaws (.2).	Richardson Arnould, Ka	1.50	787.50
17-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
17-Jul-19	Analyze and revise bylaws.	Ferraioli, Raff	0.40	220.00
18-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
18-Jul-19	Coordinate calls with regulatory and tax counsel regarding Uniti issues.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
19-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
22-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
23-Jul-19	Review joint motion of Debtors and Committee to establish creditor information sharing protocol (.3); prepare for (.2) and participate on (.5) weekly professionals' call; review Debtors' notice of rescheduling certain matters to August 20 hearing (.2).	Damast, Craig A.	1.20	1,110.00
23-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.3).	Delehanty, Danielle Ei	0.50	180.00
23-Jul-19	Prepare for (.1) and participate on (.5) weekly professionals' call; analyze comments to Committee bylaws (.2); discuss same with L. Marinuzzi (.1).	Ferraioli, Raff	0.90	495.00
23-Jul-19	Participate on weekly professionals' call.	Good, Thomas H.	0.50	375.00
23-Jul-19	Participate on weekly professionals' call.	Goren, Todd M.	0.50	575.00
23-Jul-19	Participate on weekly professionals' call.	Jensen, Sofie	0.50	137.50
23-Jul-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.50	550.00
23-Jul-19	Review revised bylaws (.7); discuss same with R. Ferraioli (.1).	Marinuzzi, Lorenzo	0.80	1,040.00
23-Jul-19	Participate on weekly professionals' call.	Peck, Geoffrey R.	0.50	562.50
23-Jul-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
23-Jul-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.50	262.50
24-Jul-19	Correspond with R. Ferraioli regarding revisions to Committee bylaws (.1); review same (.2).	Damast, Craig A.	0.30	277.50
24-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
24-Jul-19	Analyze Committee expense reimbursement request (.1); correspond with Alvarez regarding same (.1); analyze and revise Committee bylaws (.7).	Ferraioli, Raff	0.90	495.00
25-Jul-19	Correspond with R. Ferraioli and K. Richardson regarding binders for upcoming omnibus hearing (.3); review revised draft of Committee bylaws (.4); discuss same with R. Ferraioli (.2); correspond with Committee members and internal working group regarding bylaws and upcoming hearing (.3).	Damast, Craig A.	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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25-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
25-Jul-19	Analyze comments to Committee bylaws (.3); discuss same with C. Damast (.2); revise same (.3).	Ferraioli, Raff	0.80	440.00
26-Jul-19	Correspond with D. Delehanty regarding docketing and scheduling matters.	Damast, Craig A.	0.20	185.00
26-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.2).	Delehanty, Danielle Ei	0.40	144.00
29-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.30	108.00
30-Jul-19	Participate on weekly professionals' call.	Damast, Craig A.	0.70	647.50
30-Jul-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
30-Jul-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.70	385.00
30-Jul-19	Participate on weekly professionals' call.	Goren, Todd M.	0.70	805.00
30-Jul-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.70	490.00
30-Jul-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.70	770.00
30-Jul-19	Prepare for (.3) and participate on (.7) weekly professionals' call.	Marinuzzi, Lorenzo	1.00	1,300.00
30-Jul-19	Participate on weekly professionals' call.	Peck, Geoffrey R.	0.70	787.50
30-Jul-19	Participate on weekly professionals' call.	Richards, Erica J.	0.70	647.50
30-Jul-19	Prepare for (.4) and participate on (.7) weekly professionals' call.	Richardson Arnould, Ka	1.10	577.50
31-Jul-19	Correspond with C. Koster (White & Case) regarding proposed changes to Committee bylaws (.2); correspond with Committee members and R. Ferraioli regarding same (.2); correspond with D. Delehanty regarding docketing and calendaring matters (.3).	Damast, Craig A.	0.70	647.50
31-Jul-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
31-Jul-19	Analyze comments to Committee bylaws (.2); discuss same with L. Marinuzzi (.1).	Ferraioli, Raff	0.30	165.00
31-Jul-19	Review comments to Committee bylaws (.3); discuss same with R. Ferraioli (.1); correspond with White & Case regarding bylaw comments (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 007	Case Administration		61.50	49,159.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
Claims Administration and Objections				
23-Jul-19	Review Dell Marketing's CNO regarding motion to pay administrative claim.	Damast, Craig A.	0.10	92.50
23-Jul-19	Review analysis of general unsecured claims by entity (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00
25-Jul-19	Review order granting Dell Marketing's motion for allowance of administrative claim.	Damast, Craig A.	0.10	92.50
31-Jul-19	Review notice of presentment of motion regarding settlement with NYS Department of Taxation (.6); correspond with internal working group regarding same and summary (.3).	Damast, Craig A.	0.90	832.50
Total: 008	Claims Administration and Objections		1.70	1,707.50
Employment and Fee Applications				
01-Jul-19	Correspond with Committee professionals regarding monthly fee statements and filing of same.	Ferraioli, Raff	0.10	55.00
02-Jul-19	Analyze Committee professionals' fee statements (.4); correspond with Committee professionals regarding same (.1); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.60	330.00
03-Jul-19	Review, compile, file and serve Perella and Alix second monthly fee statements.	Delehanty, Danielle Ei	0.60	216.00
03-Jul-19	Analyze monthly fee reporting (.4); correspond with E. Richards regarding same (.1); analyze Committee professionals' monthly fee statements (.3); coordinate filing of same (.1).	Ferraioli, Raff	0.90	495.00
08-Jul-19	Draft second monthly fee statement (1.7); correspond with internal working group regarding same (.2).	Delehanty, Danielle Ei	1.90	684.00
09-Jul-19	Analyze monthly fee statement.	Ferraioli, Raff	0.20	110.00
15-Jul-19	Correspond with K. Richardson regarding Debtors' recently filed retention applications and summaries for Committee.	Damast, Craig A.	0.30	277.50
15-Jul-19	Update second monthly fee statement and prepare for filing (.2); file and serve same (.2).	Delehanty, Danielle Ei	0.40	144.00
15-Jul-19	Analyze monthly fee statement (.2); correspond with K. Richardson regarding same (.1); correspond with D. Delehanty regarding filing of same (.1).	Ferraioli, Raff	0.40	220.00
15-Jul-19	Analyze monthly fee application (.7); analyze retention applications filed by Debtors for SolomonEdwardsGroup (.7) and Altman Vilandrie (.7).	Richardson Arnould, Ka	2.10	1,102.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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16-Jul-19	Review Debtors' applications to retain SolomonEdwardsGroup (.3) and Altman Vilandrie (.6); correspond with R. Ferraioli and K. Richardson regarding same and precedent (.3); review and revise summaries of applications for Committee for upcoming Committee call (.6); correspond with internal working group regarding same (.1).	Damast, Craig A.	1.90	1,757.50
16-Jul-19	Draft summaries of recently filed retention applications (.9); correspond with Alix regarding same and related diligence (.4); correspond with internal working group regarding same (.3); conduct legal research regarding precedent retention applications (.8).	Richardson Arnould, Ka	2.40	1,260.00
19-Jul-19	Correspond with Committee professionals regarding monthly fee statements (.1); analyze interim compensation order in connection with interim fee applications (.1); correspond with Perella regarding supplemental declaration in support of retention application and related disclosures (.1).	Ferraioli, Raff	0.30	165.00
22-Jul-19	Correspond with internal working group regarding Perella supplemental disclosure.	Damast, Craig A.	0.20	185.00
22-Jul-19	Analyze supplemental declarations in connection with fee applications (.1); conduct and analyze legal research regarding same (.2); correspond with J. Miller (PWP) regarding same (.1); correspond with internal working group in connection with same (.1); correspond with J. Luze (Kirkland) regarding additional disclosure parties (.1).	Ferraioli, Raff	0.60	330.00
23-Jul-19	Review U.S. Trustee objection to Debtors' application to retain Altman Vilandrie as telecom services consultant.	Damast, Craig A.	0.40	370.00
25-Jul-19	Correspond with internal working group regarding Debtors' application to retain telecom consultants and U.S. Trustee issues.	Damast, Craig A.	0.40	370.00
25-Jul-19	Correspond with internal working group regarding Altman Vilandrie retention (.2); analyze retention papers for Altman Vilandrie (.2).	Ferraioli, Raff	0.40	220.00
25-Jul-19	Review Altman Vilandrie retention application (.6); call with counsel to Altman Vilandrie regarding work for Uniti (.3); review ethical wall regarding Uniti retention with Kirkland (.3); correspond with U.S. Trustee regarding Altman Vilandrie retention (.5); call with Alix and Perella regarding retention of Altman Vilandrie (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
26-Jul-19	Draft third monthly fee statement for June 2019.	Delehanty, Danielle Ei	1.80	648.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: August 28, 2019

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26-Jul-19	Analyze draft of monthly fee statement.	Ferraioli, Raff	0.20	110.00
29-Jul-19	Analyze and revise draft monthly fee statement.	Ferraioli, Raff	0.30	165.00
30-Jul-19	Edit, review, prepare, file and serve MoFo's third monthly fee statement.	Delehanty, Danielle Ei	0.60	216.00
30-Jul-19	Analyze monthly fee statement; correspond with D. Delehanty regarding filing of same.	Ferraioli, Raff	0.20	110.00
31-Jul-19	Review status of monthly fee statements; analyze and revise request to Company in connection with same.	Ferraioli, Raff	0.40	220.00
Total: 011	Employment and Fee Applications		19.70	12,490.50
Financing and Cash Collateral				
08-Jul-19	Review financial advisor analysis regarding collateral.	Dopsch, Peter C.	0.30	345.00
10-Jul-19	Review Safehand and Strongback financial statements.	Greer, Jocelyn Edith	1.10	770.00
11-Jul-19	Draft overview of bank accounts based on information received from Alix and information from DIP facility documentation (1.6); review which accounts are covered by control agreement (1.1).	Jensen, Sofie	2.70	742.50
17-Jul-19	Review status of request for extension of challenge deadline under DIP order (.2); correspond with lender group regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
18-Jul-19	Correspond with counsel for first lenders regarding extending challenge period.	Marinuzzi, Lorenzo	0.50	650.00
Total: 013	Financing and Cash Collateral		5.00	3,027.50
Other Litigation				
09-Jul-19	Draft stipulation regarding preserving jurisdictional objections.	Greer, Jocelyn Edith	0.90	630.00
25-Jul-19	Review intervention pleadings with J. Greer.	Goren, Todd M.	0.20	230.00
25-Jul-19	Discuss intervention motion and stipulation with S. Rappoport (.2); review intervention pleadings with T. Goren (.2); review Debtors' complaint against Uniti (1.3); draft intervention motion (2.1).	Greer, Jocelyn Edith	3.80	2,660.00
25-Jul-19	Review Debtors' Uniti complaint (.9); correspond with internal working group regarding same and motion to intervene (.4).	Levitt, Jamie A.	1.30	1,592.50
25-Jul-19	Review and analyze Debtors' complaint against Uniti.	Marines, Jennifer L.	2.30	2,530.00
25-Jul-19	Review Uniti complaint filed by Debtors.	Marinuzzi, Lorenzo	1.60	2,080.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

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25-Jul-19	Review Debtors complaint (.9); discuss intervention motion and stipulation with J. Greer (.2).	Rappoport, Steve	1.10	984.50
25-Jul-19	Correspond with S. Rappoport and J. Greer regarding notion to intervene.	Westergaard, Lily Vale	0.30	157.50
26-Jul-19	Correspond with J. Greer regarding Committee's motion to intervene in Debtors' adversary proceeding against Uniti (.7); correspond with internal working group regarding same (.4); correspond with internal working group regarding draft stipulation regarding Committee intervention in such adversary proceeding (.3); review drafts of same (.5); correspond with internal working group regarding same and finalizing (.3).	Damast, Craig A.	2.20	2,035.00
26-Jul-19	Review draft intervention motion and stipulation.	Goren, Todd M.	0.70	805.00
26-Jul-19	Conduct legal research regarding intervention of Committee as plaintiff (1.4); draft intervention stipulation (1.7); correspond with internal working group regarding same (.3).	Greer, Jocelyn Edith	3.40	2,380.00
26-Jul-19	Correspond with internal working group regarding intervention in Debtors' Uniti case (.3); compare Debtors Uniti complaint to Committee standing motion (.5); review and revise intervention stipulation in Uniti case (.7).	Levitt, Jamie A.	1.50	1,837.50
26-Jul-19	Review adversary complaint against Uniti.	Peck, Geoffrey R.	1.00	1,125.00
26-Jul-19	Review intervention stipulation for Uniti complaint (.4); correspond with J. Greer regarding same (.2).	Rappoport, Steve	0.60	537.00
29-Jul-19	Correspond with internal working group regarding Committee intervention in Debtors' adversary proceeding against Uniti (.5); correspond with J. Greer regarding current draft of stipulation regarding Committee's intervention in adversary proceeding against Uniti (.1); review same (.6).	Damast, Craig A.	1.20	1,110.00
29-Jul-19	Review Uniti intervention stipulation (.2); correspond with B. Weiland (Kirkland) regarding same (.2); call with M. Brod (Milbank) regarding intervention (.2); correspond with internal working group regarding intervention status (.3).	Goren, Todd M.	0.90	1,035.00
29-Jul-19	Revise draft of intervention motion (.9); correspond with J. Levitt regarding same (.2).	Greer, Jocelyn Edith	1.10	770.00
29-Jul-19	Review draft intervention motion.	Rappoport, Steve	0.40	358.00
29-Jul-19	Review draft stipulation to intervene (.3); correspond with internal working group regarding same (.3).	Richardson Arnould, Ka	0.60	315.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: August 28, 2019

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30-Jul-19	Correspond with J. Greer regarding draft of Committee's motion to intervene in Debtors' adversary proceeding against Uniti (.3); review and revise same (.9); analyze internal summary of Debtor's complaint against Uniti (1.1).	Damast, Craig A.	2.30	2,127.50
30-Jul-19	Analyze Debtors' complaint against Uniti (.9); draft memorandum regarding same (3.6); correspond with internal working group regarding same (.1).	Ferraioli, Raff	4.60	2,530.00
30-Jul-19	Review updated draft of intervention motion.	Goren, Todd M.	0.40	460.00
30-Jul-19	Correspond with internal working group regarding latest draft of intervention motion.	Greer, Jocelyn Edith	0.10	70.00
30-Jul-19	Review intervention motion for Uniti claim (1.4); correspond with internal working group regarding same (.3).	Levitt, Jamie A.	1.70	2,082.50
30-Jul-19	Review and revise summary of Debtors' complaint against Uniti (.8); review complaint and intervention motion (.8).	Marinuzzi, Lorenzo	1.60	2,080.00
31-Jul-19	Review Uniti complaint and summary memorandum regarding same.	Aikman, Amanda	1.10	1,017.50
31-Jul-19	Correspond with internal working group regarding discussions with Kirkland regarding intervention in Debtors' adversary proceeding against Uniti and next steps (.4); review current drafts of motion (.6) and stipulation (.4) to intervene.	Damast, Craig A.	1.40	1,295.00
31-Jul-19	Correspond with internal working group regarding intervention motion.	Greer, Jocelyn Edith	0.20	140.00
31-Jul-19	Review correspondence regarding intervention motion for Uniti adversary proceeding.	Levitt, Jamie A.	0.40	490.00
Total: 014	Other Litigation		38.90	35,464.50
Meetings and Communications with Creditors				
01-Jul-19	Correspond with Committee regarding proposed schedule regarding indenture trustees' motions and case updates.	Ferraioli, Raff	0.30	165.00
02-Jul-19	Correspond with internal working group regarding agenda for upcoming Committee call (.4); review and revise same (.2).	Damast, Craig A.	0.60	555.00
02-Jul-19	Correspond with Committee regarding case update and recent filings (.1); correspond with K. Richardson regarding materials for upcoming Committee call (.1).	Ferraioli, Raff	0.20	110.00
02-Jul-19	Review agenda and materials for upcoming Committee call.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
02-Jul-19	Draft agenda for upcoming Committee call (.2); revise same (.1); correspond with F. Munshi (Perella) regarding materials for Committee call (.2); review weekly trading update (.3); correspond with J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation for Committee call (.4); circulate materials for Committee call (.4).	Richardson Arnould, Ka	1.90	997.50
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call.	Damast, Craig A.	1.70	1,572.50
03-Jul-19	Participate on weekly Committee call.	Dopsch, Peter C.	1.30	1,495.00
03-Jul-19	Prepare for (.3) and participate on (1.3) weekly Committee call.	Ferraioli, Raff	1.60	880.00
03-Jul-19	Participate on weekly Committee call.	Good, Thomas H.	1.30	975.00
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call.	Goren, Todd M.	1.70	1,955.00
03-Jul-19	Participate on weekly Committee call.	Levitt, Jamie A.	1.30	1,592.50
03-Jul-19	Participate on weekly Committee call.	Marines, Jennifer L.	1.30	1,430.00
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call; correspond with White & Case regarding demand to Company to include Committee in negotiations (.2); call with B. Lohan (AT&T) regarding Committee request for standing (.3).	Marinuzzi, Lorenzo	2.20	2,860.00
03-Jul-19	Participate on weekly Committee call.	Rappoport, Steve	1.30	1,163.50
03-Jul-19	Participate on weekly Committee call (1.3); call with creditor regarding bar date (.1).	Richards, Erica J.	1.40	1,295.00
03-Jul-19	Prepare for (.4) and participate on (1.3) weekly Committee call; correspond with individual Committee members regarding calls (.2).	Richardson Arnould, Ka	1.90	997.50
03-Jul-19	Participate on weekly Committee call.	Sullivan, Lauren Marie	1.30	975.00
08-Jul-19	Call with L. McGowan (Orrick) regarding Committee position on standing and Uniti claims (.4); draft memorandum to internal working group regarding L. McGowan views on mediation (.3); call with K. McGlynn (Alix) regarding Committee reporting (.3); correspond with R. Seltzer (CWA) regarding status of papers and upcoming Committee call (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
09-Jul-19	Review and revise agenda for upcoming Committee call (.2); discuss revisions of same with K. Richardson (.3); review and revise summaries of recently filed pleadings for Committee call (.8); correspond with internal working group regarding same (.4).	Damast, Craig A.	1.70	1,572.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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09-Jul-19	Discuss materials for upcoming Committee call with K. Richardson.	Ferraioli, Raff	0.30	165.00
09-Jul-19	Review and revise agenda and motion summary for Committee call.	Goren, Todd M.	0.40	460.00
09-Jul-19	Meet with J. Grudus (AT&T) to review case status and Uniti discussions for settlement.	Marinuzzi, Lorenzo	0.60	780.00
09-Jul-19	Review and revise draft Committee presentation.	Richards, Erica J.	1.90	1,757.50
09-Jul-19	Draft agenda for upcoming Committee call (.3); discuss revisions of same with C. Damast (.3); revise same (.1); correspond with J. Wooding (Alix) regarding financial presentation for Committee call (.3); review Committee presentation (.5); provide comments to same (.4); correspond with F. Munshi (Perella) regarding materials for Committee (.2); review lease recharacterization presentation (.4) and trading update (.2); discuss materials for upcoming Committee call with R. Ferraioli (.3); correspond with Committee regarding upcoming calls and materials for same (.6).	Richardson Arnould, Ka	3.60	1,890.00
10-Jul-19	Prepare for (.2) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3).	Damast, Craig A.	2.10	1,942.50
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Dopsch, Peter C.	1.90	2,185.00
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Ferraioli, Raff	1.90	1,045.00
10-Jul-19	Participate on weekly Committee call.	Good, Thomas H.	1.60	1,200.00
10-Jul-19	Prepare for (.4) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3).	Goren, Todd M.	2.30	2,645.00
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Jensen, Sofie	1.90	522.50
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Marines, Jennifer L.	1.90	2,090.00
10-Jul-19	Call with C. Shore (counsel for UMB) regarding status of Uniti discussions and Committee position (.3); prepare for (.4) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3).	Marinuzzi, Lorenzo	2.60	3,380.00
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Peck, Geoffrey R.	1.90	2,137.50

MORRISON | FOERSTER

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Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
10-Jul-19	Participate on weekly Committee call (1.6); follow-up discussion with internal working group regarding next steps (.3).	Richards, Erica J.	1.90	1,757.50
10-Jul-19	Prepare for (.6) and participate on (1.6) weekly Committee call; follow-up discussion with internal working group regarding next steps (.3); correspond with Committee members regarding weekly call (.2); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	2.80	1,470.00
11-Jul-19	Correspond with Committee regarding update on standing motion and mediation.	Marinuzzi, Lorenzo	0.60	780.00
11-Jul-19	Call with creditor regarding questions about bar date.	Richards, Erica J.	0.30	277.50
12-Jul-19	Correspond with Committee regarding standing motion, mediation motion and next steps.	Ferraioli, Raff	0.30	165.00
15-Jul-19	Correspond with creditors regarding mediation and claims investigation.	Marinuzzi, Lorenzo	0.40	520.00
16-Jul-19	Discuss agenda for Committee call with K. Richardson (.2); review and revise same (.4); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	0.80	740.00
16-Jul-19	Analyze agenda for upcoming Committee call (.2); analyze update for Committee regarding recently filed pleadings (.6); analyze and revise materials for upcoming Committee call (1.2); correspond with internal working group (.1) and Committee professionals (.2) regarding same; analyze correspondence to Committee regarding status, upcoming Committee call and next steps (.3).	Ferraioli, Raff	2.60	1,430.00
16-Jul-19	Review correspondence and materials for Committee regarding upcoming call.	Goren, Todd M.	0.60	690.00
16-Jul-19	Draft agenda for weekly Committee call (.2); discuss same with C. Damast (.2); revise same (.1); correspond with J. Wooding (Alix) and F. Munshi (Perella) regarding materials for weekly Committee call (.2); correspond with T. Goren regarding update to Committee (.2); draft memorandum regarding same (.2); correspond with internal working group (.1) and Committee (.1) regarding materials for upcoming Committee call; review financial presentation from Alix (.9); provide comments to same (.4).	Richardson Arnould, Ka	2.60	1,365.00
17-Jul-19	Prepare for (.5) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Damast, Craig A.	2.60	2,405.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Dopsch, Peter C.	2.10	2,415.00
17-Jul-19	Prepare for (.2) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Ferraioli, Raff	2.30	1,265.00
17-Jul-19	Participate on weekly Committee call.	Good, Thomas H.	1.80	1,350.00
17-Jul-19	Prepare for (.1) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Goren, Todd M.	2.20	2,530.00
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Marines, Jennifer L.	2.10	2,310.00
17-Jul-19	Call with J. Grudus (AT&T) regarding Committee agenda (.2); call with R. Seltzer (CWA) regarding Committee matters and agenda (.3); prepare for (.1) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Marinuzzi, Lorenzo	2.70	3,510.00
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Masykanova, Aisulu	2.10	1,774.50
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Peck, Geoffrey R.	2.10	2,362.50
17-Jul-19	Participate on weekly Committee call (1.8); follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Richards, Erica J.	2.10	1,942.50
17-Jul-19	Prepare for (.2) and participate on (1.8) weekly Committee call; follow-up discussion with internal working group regarding case status, strategy and next steps (.3).	Richardson Arnould, Ka	2.30	1,207.50
18-Jul-19	Call and correspond with creditor counsel regarding status (.4); correspond with note holder regarding same (.3).	Marinuzzi, Lorenzo	0.70	910.00
19-Jul-19	Draft update for Committee regarding Uniti response to indenture trustees' motion (.2); correspond with internal working group regarding same (.1); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.40	220.00
19-Jul-19	Review and revise update correspondence to Committee.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
23-Jul-19	Review and revise agenda for upcoming Committee call (.6); discuss same and revisions with K. Richardson (.3); correspond with Alix and Perella teams, R. Ferraioli and K. Richardson regarding materials for upcoming Committee call (.4); review same (.6).	Damast, Craig A.	1.90	1,757.50
23-Jul-19	Analyze agenda for upcoming Committee call (.3); correspond with internal working group regarding same (.1); correspond with Committee professionals regarding same (.1); analyze materials for upcoming Committee call (.9).	Ferraioli, Raff	1.40	770.00
23-Jul-19	Review and revise agenda for Committee call (.4); review Alix and Perella materials regarding same (1.4).	Goren, Todd M.	1.80	2,070.00
23-Jul-19	Call with R. Seltzer (CWA) regarding next steps for Committee call.	Marinuzzi, Lorenzo	0.30	390.00
23-Jul-19	Review financial presentation from Alix (.7); provide comments to same to J. Wooding (Alix) (.2); draft agenda for upcoming Committee call (.3); discuss same and revisions with C. Damast (.3); correspond with Committee regarding upcoming call (.4).	Richardson Arnould, Ka	1.90	997.50
24-Jul-19	Correspond with F. Munshi (Perella) regarding updated Perella materials for Committee call (.1); review same (.2); prepare for (.7) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	2.20	2,035.00
24-Jul-19	Prepare for (.2) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Dopsch, Peter C.	1.40	1,610.00
24-Jul-19	Prepare for (.5) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	1.70	935.00
24-Jul-19	Prepare for (.3) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); review updated Perella materials regarding same (.8).	Goren, Todd M.	2.30	2,645.00
24-Jul-19	Prepare for (.1) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Marinuzzi, Lorenzo	1.30	1,690.00
24-Jul-19	Participate on weekly Committee call (.9); follow-up discussion with internal working group regarding same and next steps (.3).	Masykanova, Aisulu	1.20	1,014.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
24-Jul-19	Prepare for (.4) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	1.60	1,480.00
24-Jul-19	Prepare for (.7) and participate on (.9) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); review notice of adjournment (.2); draft agenda for next Committee call (.2).	Richardson Arnould, Ka	2.30	1,207.50
25-Jul-19	Correspond with Committee regarding upcoming hearing and bylaws (.3); analyze correspondence regarding case update and status (.2); call with counsel for Committee member regarding upcoming hearing (.1).	Ferraioli, Raff	0.60	330.00
25-Jul-19	Draft correspondence to Committee regarding Uniti litigation.	Marinuzzi, Lorenzo	0.40	520.00
25-Jul-19	Correspond with M. Woods (counsel for PBGC) regarding Committee call, case updates and strategies.	Richardson Arnould, Ka	0.60	315.00
26-Jul-19	Review and revise status update for Committee.	Goren, Todd M.	0.30	345.00
30-Jul-19	Review and comment on agenda for upcoming Committee call (.4); discuss same with K. Richardson (.3); correspond with internal working group regarding same and revisions (.2).	Damast, Craig A.	0.90	832.50
30-Jul-19	Analyze draft agenda for upcoming Committee call.	Ferraioli, Raff	0.20	110.00
30-Jul-19	Review and revise agenda and materials for Committee call.	Goren, Todd M.	0.40	460.00
30-Jul-19	Draft agenda for Committee call (.8); discuss same with C. Damast (.3); review financial presentation for Committee (.3); provide Alix with comments to same (.2); draft update for Committee (.3); revise same per T. Goren (.1); correspond with Committee regarding update and distribution of materials (.3).	Richardson Arnould, Ka	2.30	1,207.50
31-Jul-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Damast, Craig A.	0.90	832.50
31-Jul-19	Participate on weekly Committee call.	Dopsch, Peter C.	0.60	690.00
31-Jul-19	Prepare for (.2) and participate on (.6) weekly Committee call.	Ferraioli, Raff	0.80	440.00
31-Jul-19	Prepare for (.2) and participate on (.6) weekly Committee call; review Alix materials regarding same (.4).	Goren, Todd M.	1.20	1,380.00
31-Jul-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	660.00
31-Jul-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Marinuzzi, Lorenzo	0.90	1,170.00
31-Jul-19	Participate on weekly Committee call.	Masykanova, Aisulu	0.60	507.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

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31-Jul-19	Prepare for (.2) and participate on (.6) weekly Committee call.	Richards, Erica J.	0.80	740.00
31-Jul-19	Prepare for (.6) and participate on (.6) weekly Committee call; draft initial agenda for August 7 Committee call (.1).	Richardson Arnould, Ka	1.30	682.50
Total: 015	Meetings and Communications with Creditors		123.00	108,506.50
Non-Working Travel				
26-Jul-19	Travel to/from White Plains for omnibus hearing.	Goren, Todd M.	1.80	2,070.00
26-Jul-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.00	2,600.00
26-Jul-19	Travel to/from White Plains for omnibus hearing.	Richardson Arnould, Ka	1.70	892.50
Total: 016	Non-Working Travel		5.50	5,562.50
Real Estate				
30-Jul-19	Discuss real estate issues with L. Sullivan (.4); review investigation issues (.4).	Peck, Geoffrey R.	0.80	900.00
30-Jul-19	Discuss real estate issues with G. Peck.	Sullivan, Lauren Marie	0.40	300.00
Total: 018	Real Estate		1.20	1,200.00
Relief from Stay and Adequate Protection				
08-Jul-19	Review and revise summary of State of Florida's motion to find that state's request to intervene in Florida state court action does not violate automatic stay and review motion (.5); correspond with K. Richardson regarding same and comments to memorandum regarding same (.2).	Damast, Craig A.	0.70	647.50
08-Jul-19	Analyze motion for relief in connection with pending litigation in Florida (.6); draft memorandum regarding same (.7); review comments from C. Damast regarding same (.2).	Richardson Arnould, Ka	1.50	787.50
18-Jul-19	Review stipulation and proposed order authorizing 800 Phone Numbers LLC limited relief from automatic stay to permit continuation of arbitration.	Damast, Craig A.	0.20	185.00
22-Jul-19	Correspond with R. Ferraioli and K. Richardson regarding Uniti response to Jicarilla Apache Nation motion for relief from stay (.3); correspond with internal working group regarding same and summary for Committee (.3).	Damast, Craig A.	0.60	555.00
22-Jul-19	Correspond with internal working group regarding Uniti response to Jicarilla Apache Nation lift stay motion.	Ferraioli, Raff	0.20	110.00
22-Jul-19	Review Uniti response to Jicarilla Apache Nation motion for relief from stay.	Richards, Erica J.	0.10	92.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
22-Jul-19	Analyze recently filed response by Uniti and related lift stay motion filed by Jicarilla Apache Nation.	Richardson Arnould, Ka	0.40	210.00
23-Jul-19	Review and revise memorandum of Uniti's response to Jicarilla Apache Nation motion for relief from stay (.4); correspond with internal working group regarding same (.3); discuss same with R. Ferraioli and K. Richardson (.2); correspond with internal working group regarding Debtors' objection to Jicarilla motion and joinder by Committee (.3); review Debtors' objection (.6).	Damast, Craig A.	1.80	1,665.00
23-Jul-19	Analyze memorandum regarding Uniti response to Jicarilla Apache Nation lift stay motion (.3); discuss same with C. Damast and K. Richardson (.2); revise same (.2); correspond with internal working group regarding same (.1); correspond with Kirkland regarding objection to Jicarilla Apache Nation lift stay motion (.1); correspond with internal working group regarding same (.1); analyze same (.7); draft joinder to objection to Jicarilla Apache Nation lift stay motion (.9); discuss same with L. Marinuzzi (.3).	Ferraioli, Raff	2.90	1,595.00
23-Jul-19	Review Apache lift stay motion (.4) and Debtors and Uniti responses to same (.6).	Goren, Todd M.	1.00	1,150.00
23-Jul-19	Review Uniti's response to Jicarilla Apache Nation lift stay motion (.6); discuss joinder to objection of same with R. Ferraioli (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
23-Jul-19	Analyze Jicarilla Apache Nation motion and related responses (1.4); draft memorandum of Uniti response of same for lift stay motion relief (.3); discuss same with R. Ferraioli and C. Damast (.2); revise same (.2).	Richardson Arnould, Ka	2.10	1,102.50
24-Jul-19	Review and revise Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion (.3); review internal working group comments to same (.2); discuss same and revisions with R. Ferraioli (.2); correspond with internal working group regarding same (.2); review final version of same (.2).	Damast, Craig A.	1.10	1,017.50
24-Jul-19	Review, prepare, file and serve joinder to objection to Jicarilla Apache Nation lift stay motion.	Delehanty, Danielle Ei	0.40	144.00
24-Jul-19	Revise Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion (.3); discuss same and revisions with C. Damast (.2).	Ferraioli, Raff	0.50	275.00
24-Jul-19	Review Committee's joinder to objection to Jicarilla Apache Nation motion for filing.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
24-Jul-19	Review draft of Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion.	Richards, Erica J.	0.20	185.00
24-Jul-19	Review and finalize Committee's joinder to Debtors' objection to Jicarilla Apache Nation lift stay motion (.3); correspond with D. Delehanty and R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.50	262.50
25-Jul-19	Review Jicarilla Apache Nation's reply in support of lift stay motion.	Damast, Craig A.	0.40	370.00
30-Jul-19	Review signed order approving lift stay stipulation with 800 Phone Numbers LLC.	Damast, Craig A.	0.10	92.50
Total: 019	Relief from Stay and Adequate Protection		15.90	11,961.50
Reporting				
02-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.40	370.00
03-Jul-19	Finalize weekly fee tracker.	Richards, Erica J.	0.20	185.00
09-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
16-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
24-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
31-Jul-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
Total: 020	Reporting		1.20	1,110.00
Tax				
11-Jul-19	Correspond with internal working group regarding REIT status.	Goren, Todd M.	0.40	460.00
22-Jul-19	Conduct legal research regarding potential REIT issues and considerations in connection with bankruptcy restructurings.	Blaivas, Jay	3.20	3,760.00
Total: 021	Tax		3.60	4,220.00
Valuation				
23-Jul-19	Review report regarding business plan and preliminary valuation considerations.	Marines, Jennifer L.	0.60	660.00
23-Jul-19	Review Perella preliminary assessment of value (.8); correspond with Perella regarding presentation (.2).	Marinuzzi, Lorenzo	1.00	1,300.00
Total: 022	Valuation		1.60	1,960.00
Discovery				
17-May-19	Analyze documents in connection with solvency analysis (1.1); coordinate additional discovery requests (1.1).	Marines, Jennifer L.	2.20	2,420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
11-Jun-19	Review Debtors' responses to diligence requests and related document productions.	Sullivan, Lauren Marie	0.40	300.00
26-Jun-19	Draft deposit account control agreement diligence chart (.9); update other diligence charts (1.1); review document productions for documents previously marked missing (1.3).	Sullivan, Lauren Marie	3.30	2,475.00
01-Jul-19	Compile Windstream and Aurelius document production for review (.9); assist with Relativity review project (.8).	Bergelson, Vadim	1.70	586.50
01-Jul-19	Call with A. Masykanova, S. William and K. Richardson regarding discovery.	Dopsch, Peter C.	0.50	575.00
01-Jul-19	Conduct first pass review of Aurelius document production (1.6); call with K. Richardson and L. Westergaard regarding review of Aurelius document production (.5).	Ferraioli, Raff	2.10	1,155.00
01-Jul-19	Review documents provided (1.9); call with P. Dopsch, S. William and K. Richardson regarding discovery (.5).	Masykanova, Aisulu	2.40	2,028.00
01-Jul-19	Call with L. Westergaard and R. Ferraioli regarding review of Aurelius document production (.5); correspond with document review team regarding same (.3); call with A. Masykanova, P. Dopsch and S. William regarding discovery (.5); review Aurelius document production (2.8).	Richardson Arnould, Ka	4.10	2,152.50
01-Jul-19	Conduct first pass review of Aurelius document production (2.7); call with K. Richardson and R. Ferraioli regarding review of Aurelius document production (.5).	Westergaard, Lily Vale	3.20	1,680.00
01-Jul-19	Call with A. Masykanova, P. Dopsch and K. Richardson regarding discovery.	William, Sherry A.	0.50	417.50
02-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00
02-Jul-19	Conduct first pass review of Aurelius document production.	Ferraioli, Raff	0.60	330.00
02-Jul-19	Review Aurelius document production.	Richardson Arnould, Ka	2.30	1,207.50
02-Jul-19	Conduct first pass review of Aurelius document production.	Westergaard, Lily Vale	5.40	2,835.00
03-Jul-19	Conduct first pass review of documents (.2); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
03-Jul-19	Correspond with S. Rappoport regarding review of Aurelius document production (.2); correspond with L. Westergaard regarding same (.2); conduct first pass review of Aurelius document production (2.2).	Richardson Arnould, Ka	2.60	1,365.00
03-Jul-19	Coordinate with internal working group regarding first pass review of Aurelius document production.	Westergaard, Lily Vale	0.40	210.00
05-Jul-19	Call with Kirkland regarding status of discovery requests.	Richards, Erica J.	0.20	185.00
07-Jul-19	Review memoranda and other documents analyzing 2015 transaction and fraudulent transfer issues.	Aikman, Amanda	1.60	1,480.00
08-Jul-19	Review memoranda and other documents analyzing 2015 transaction and fraudulent transfer issues.	Aikman, Amanda	1.80	1,665.00
08-Jul-19	Compile incoming Windstream production documents for review.	Bergelson, Vadim	1.10	379.50
09-Jul-19	Compile incoming Windstream production documents for review.	Bergelson, Vadim	0.90	310.50
09-Jul-19	Review and retrieve recently added documents to dataroom (.4); correspond with internal working group regarding same (.2).	Delehanty, Danielle Ei	0.60	216.00
09-Jul-19	Correspond with internal working group regarding Aurelius discovery and deficiency issues.	Rappoport, Steve	0.30	268.50
09-Jul-19	Correspond with S. Rappoport regarding review of Aurelius document production (.2); correspond with L. Westergaard regarding same (.3); conduct first pass review of Aurelius document production (.9).	Richardson Arnould, Ka	1.40	735.00
09-Jul-19	Conduct first pass review of Aurelius production.	Westergaard, Lily Vale	2.60	1,365.00
10-Jul-19	Identify and compile select documents from Aurelius document production (1.1); coordinate dataroom processing and Relativity update (.8).	Bergelson, Vadim	1.90	655.50
10-Jul-19	Correspond with S. Rappoport regarding completion of document production review and identification of key documents (.4); meet with L. Westergaard regarding same (.9); correspond with V. Bergelson regarding same (.3).	Richardson Arnould, Ka	1.60	840.00
10-Jul-19	Meet with K. Richardson regarding completion of document production review and identification of key documents.	Westergaard, Lily Vale	0.90	472.50
11-Jul-19	Finalize dataroom processing and Relativity update.	Bergelson, Vadim	0.70	241.50
11-Jul-19	Review C. Shore (counsel for UMB) letter to Judge Drain regarding request for telephonic conference regarding Uniti discovery dispute.	Damast, Craig A.	0.80	740.00
11-Jul-19	Call with A. Masykanova and S. Haley regarding memorandum and documents.	Dopsch, Peter C.	0.50	575.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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11-Jul-19	Review documents attached to standing motion and protective order to ensure compliance with protective order.	Greer, Jocelyn Edith	2.10	1,470.00
11-Jul-19	Call with A. Masykanova and P. Dopsch regarding memorandum and documents.	Haley, Sharon L.	0.50	200.00
11-Jul-19	Call with S. Haley and P. Dopsch regarding memorandum and documents (.5); review correspondence regarding same (.8).	Masykanova, Aisulu	1.30	1,098.50
11-Jul-19	Review significant documents from Aurelius and prepare deficiency memorandum.	Rappoport, Steve	1.70	1,521.50
11-Jul-19	Analyze, compile and summarize key documents from Aurelius production.	Westergaard, Lily Vale	1.90	997.50
12-Jul-19	Correspond with Aurelius counsel regarding document production.	Levitt, Jamie A.	0.40	490.00
12-Jul-19	Analyze, compile and summarize key documents from Aurelius production (.8); correspond with internal working group regarding same (.1).	Westergaard, Lily Vale	0.90	472.50
15-Jul-19	Correspond with White & Case regarding discovery status (.1); review status of requests (.2); call with Kirkland regarding same (.1); analyze correspondence regarding discovery (.2).	Ferraioli, Raff	0.60	330.00
15-Jul-19	Correspond with KL regarding Aurelius discovery.	Goren, Todd M.	0.30	345.00
15-Jul-19	Review changes to information-sharing protocol (.8); correspond with internal working group regarding same (.4).	Greer, Jocelyn Edith	1.20	840.00
15-Jul-19	Review correspondence from Aurelius counsel regarding document production.	Marinuzzi, Lorenzo	0.30	390.00
16-Jul-19	Correspond with parties in interest and Chambers regarding discovery dispute regarding indenture trustees' motion to strike Uniti lease from schedules, to modify cash management order and desire for telephonic conference (.6); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.80	740.00
16-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.60	216.00
16-Jul-19	Correspond with Debtors and trustees regarding meet and confer and discovery status.	Goren, Todd M.	0.40	460.00
16-Jul-19	Review materials produced related to 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.90	760.50
17-Jul-19	Correspond with internal working group regarding meet and confer call with parties regarding discovery request.	Damast, Craig A.	0.30	277.50
17-Jul-19	Participate on meet and confer call with parties regarding discovery request.	Dopsch, Peter C.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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17-Jul-19	Participate on meet and confer call with parties regarding discovery request (.4); analyze correspondence regarding same (.1).	Ferraioli, Raff	0.50	275.00
17-Jul-19	Participate on meet and confer call with parties regarding discovery request.	Goren, Todd M.	0.40	460.00
17-Jul-19	Correspond with Aurelius counsel regarding supplemental production (.5); correspond with internal working group regarding document review (.3).	Levitt, Jamie A.	0.80	980.00
17-Jul-19	Participate on meet and confer call with parties regarding discovery request (.4); review correspondence from White & Case and Kirkland regarding agreement to produce documents (.3).	Marinuzzi, Lorenzo	0.70	910.00
17-Jul-19	Participate on meet and confer call with parties regarding discovery request (.4); correspond with J. Levitt summarizing same (.1).	Rappoport, Steve	0.50	447.50
18-Jul-19	Prepare documents produced for attorney review.	Chan, David**	0.80	256.00
18-Jul-19	Review status of discovery and next steps.	Ferraioli, Raff	0.10	55.00
18-Jul-19	Review recently uploaded security documents against document production requests.	Sullivan, Lauren Marie	1.40	1,050.00
19-Jul-19	Correspond with internal working group regarding claims investigation diligence, document production and dataroom review.	Damast, Craig A.	0.40	370.00
19-Jul-19	Review and retrieve newly added dataroom files and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00
19-Jul-19	Analyze correspondence regarding document production and status of discovery.	Ferraioli, Raff	0.10	55.00
19-Jul-19	Correspond with internal working group regarding information sharing protocol (.3); correspond with L. Westergaard regarding document review (.2).	Greer, Jocelyn Edith	0.50	350.00
22-Jul-19	Correspond with internal working group regarding recently produced documents (.1); review status of same (.2).	Ferraioli, Raff	0.30	165.00
22-Jul-19	Review recently produced documents.	Masykanova, Aisulu	2.70	2,281.50
22-Jul-19	Manage document review workflow.	Nguyen, Thuan H.	0.50	172.50
22-Jul-19	Discuss recent document production and coordinate review with L. Westergaard (.3); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	0.50	262.50
22-Jul-19	Discuss recent document production and coordinate review with K. Richardson (.3); batch documents in production (.6); review Aurelius document production (.3).	Westergaard, Lily Vale	1.20	630.00
23-Jul-19	Review RFPs and deposition notices (.2); correspond with J. Greer regarding same (.1).	Aikman, Amanda	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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23-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.10	36.00
23-Jul-19	Review documents relating to recharacterization analysis.	Dopsch, Peter C.	1.60	1,840.00
23-Jul-19	Analyze indenture trustees' letter to Uniti regarding discovery (.2); analyze correspondence regarding same (.2).	Ferraioli, Raff	0.40	220.00
23-Jul-19	Review documents received regarding 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.70	591.50
23-Jul-19	Review latest Aurelius production for relevance to various claims (3.4); review latest Aurelius production (.5).	Westergaard, Lily Vale	3.90	2,047.50
24-Jul-19	Discuss document review status with A. Masykanova.	Bullard, Miranda	0.20	110.00
24-Jul-19	Review production of documents for review regarding recharacterization claim.	Dopsch, Peter C.	0.40	460.00
24-Jul-19	Discuss document review status with M. Bullard (.2); discuss same with K. Richardson (.3).	Masykanova, Aisulu	0.50	422.50
24-Jul-19	Manage document review workflow.	Nguyen, Thuan H.	0.50	172.50
24-Jul-19	Review document review status (2.4); discuss same with A. Masykanova (.3); correspond with finance team and T. Nguyen regarding same (.7).	Richardson Arnould, Ka	3.40	1,785.00
24-Jul-19	Conduct first pass review of documents from latest Aurelius production.	Westergaard, Lily Vale	4.50	2,362.50
25-Jul-19	Discuss status of document review with A. Masykanova .	Bullard, Miranda	0.30	165.00
25-Jul-19	Review documents regarding complaint and Skadden true sale opinion (.8); follow up on document review issues (.7).	Dopsch, Peter C.	1.50	1,725.00
25-Jul-19	Meet with J. Levitt regarding Aurelius production and additional document review.	Greer, Jocelyn Edith	0.20	140.00
25-Jul-19	Correspond with internal working group regarding Aurelius production and additional document review (.4); meet with J. Greer regarding same (.2).	Levitt, Jamie A.	0.60	735.00
25-Jul-19	Discuss status of document review with M. Bullard.	Masykanova, Aisulu	0.30	253.50
25-Jul-19	Manage document review workflow.	Nguyen, Thuan H.	0.30	103.50
25-Jul-19	Conduct first pass review of additional production.	Richardson Arnould, Ka	1.10	577.50
25-Jul-19	Correspond with internal working group regarding document production.	Westergaard, Lily Vale	0.40	210.00
26-Jul-19	Discuss document review status with P. Dopsch.	Bullard, Miranda	0.30	165.00
26-Jul-19	Prepare documents for review per J. Greer.	Chan, David**	0.50	160.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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26-Jul-19	Review and retrieve newly added dataroom files and circulate same.	Delehanty, Danielle Ei	0.20	72.00
26-Jul-19	Discuss document review status with M. Bullard.	Dopsch, Peter C.	0.30	345.00
26-Jul-19	Correspond with D. Kaufman regarding key Aurelius documents.	Greer, Jocelyn Edith	0.20	140.00
26-Jul-19	Review document production from Aurelius.	Kaufman, David H.	0.30	367.50
26-Jul-19	Review correspondence and additional documents from Aurelius.	Levitt, Jamie A.	1.20	1,470.00
26-Jul-19	Review documents regarding 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.50	422.50
27-Jul-19	Review first set of documents produced by Aurelius.	Kaufman, David H.	1.10	1,347.50
29-Jul-19	Assist with Relativity document review (1.2), export select documents to PDF (.9).	Bergelson, Vadim	2.10	724.50
29-Jul-19	Correspond with internal working group regarding Aurelius document review.	Ferraioli, Raff	0.10	55.00
29-Jul-19	Call with D. Kaufman regarding Aurelius documents (.3); draft timeline of Aurelius events (.7); correspond with reviewers and eDiscovery team regarding getting D. Kaufman access to Aurelius documents (.4).	Greer, Jocelyn Edith	1.40	980.00
29-Jul-19	Review documents produced by Aurelius (.8); call with J. Greer regarding Aurelius documents (.3), review additional documents produced by Aurelius (.5).	Kaufman, David H.	1.60	1,960.00
29-Jul-19	Analyze documents from latest Aurelius production (4.8); correspond with eDiscovery resource management, finance and litigation teams regarding same (.6); correspond with finance and litigation teams regarding key documents pertaining to claims investigations (.8).	Richardson Arnould, Ka	6.20	3,255.00
29-Jul-19	Review correspondence with internal working group regarding Aurelius production (.3) and compilation of documents (.5).	Westergaard, Lily Vale	0.80	420.00
30-Jul-19	Update Relativity with new dataroom Windstream documents.	Bergelson, Vadim	1.10	379.50
30-Jul-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.10	36.00
31-Jul-19	Finalize and review Windstream documents for Relativity database update.	Bergelson, Vadim	0.70	241.50
31-Jul-19	Review documents in production relating to recharacterization analysis.	Bullard, Miranda	0.90	495.00
Total: 023	Discovery		116.10	77,234.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
Hearings				
24-Jul-19	Discuss materials for upcoming hearing with K. Richardson.	Damast, Craig A.	0.20	185.00
24-Jul-19	Discuss materials for upcoming hearing with C. Damast.	Richardson Arnould, Ka	0.20	105.00
25-Jul-19	Obtain telephonic appearance for upcoming hearing (.2); draft electronics orders for hearing and follow up with Chambers regarding same (.4); draft indexes, prepare hearing binders and continually update same (2.2).	Delehanty, Danielle Ei	2.80	1,008.00
25-Jul-19	Discuss materials for upcoming hearing with K. Richardson.	Ferraioli, Raff	0.30	165.00
25-Jul-19	Prepare for upcoming hearing (1.6); discuss materials for same with R. Ferraioli (.3); correspond with D. Delehanty regarding same (.2).	Richardson Arnould, Ka	2.10	1,102.50
26-Jul-19	Review agenda for omnibus hearing (.2); attend same (telephonically) (2.1); discuss summary of same for Committee with R. Ferraioli (.3); review and revise same (.5); correspond with R. Ferraioli and K. Richardson regarding same (.4); correspond with internal working group regarding same and final revisions (.4).	Damast, Craig A.	3.90	3,607.50
26-Jul-19	Prepare for (.2) and attend (2.1) omnibus hearing (telephonically); draft update for Committee regarding same (.6); discuss summary of same with C. Damast (.3); correspond with internal working group regarding same (.1).	Ferraioli, Raff	3.30	1,815.00
26-Jul-19	Prepare for (1.6) and attend (2.1) omnibus hearing.	Goren, Todd M.	3.70	4,255.00
26-Jul-19	Review hearing update.	Marines, Jennifer L.	0.20	220.00
26-Jul-19	Prepare for (.6) and attend (2.1) omnibus hearing.	Marinuzzi, Lorenzo	2.70	3,510.00
26-Jul-19	Attend omnibus hearing (telephonically).	Richards, Erica J.	2.10	1,942.50
26-Jul-19	Prepare for (1.3) and attend (2.1) omnibus hearing; review update to Committee regarding outcome of hearing (.3); provide comments on same (.2); correspond with R. Ferraioli and C. Damast regarding same (.4).	Richardson Arnould, Ka	4.30	2,257.50
Total: 024	Hearings		25.80	20,173.00
Claims Investigation				
20-Jun-19	Participate in weekly claims investigation meeting.	Sullivan, Lauren Marie	0.90	675.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Damast, Craig A.	0.40	370.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Dopsch, Peter C.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Ferraioli, Raff	0.40	220.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Good, Thomas H.	0.40	300.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation	Goren, Todd M.	0.40	460.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Levitt, Jamie A.	0.40	490.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Marines, Jennifer L.	0.40	440.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Richards, Erica J.	0.40	370.00
01-Jul-19	Participate on call with advisors regarding status of claims investigation.	Richardson Arnould, Ka	0.40	210.00
02-Jul-19	Correspond with P. Dopsch and A. Masykanova regarding Uniti claims investigation update and presentation for upcoming Committee call (.3); draft demand letter to Debtors regarding Uniti-related claims (1.8); review current draft of recharacterization memorandum regarding same (1.7); meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9); correspond with internal working group regarding claims investigation and unencumbered real estate (.2).	Damast, Craig A.	4.90	4,532.50
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Dopsch, Peter C.	0.90	1,035.00
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Ferraioli, Raff	0.90	495.00
02-Jul-19	Calls with B. Weiland (Kirkland) (.3), S. Lovett (Paul Weiss) (.4), C. Shore (UMB) (.2) and DPW (.3) regarding Uniti status; meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9).	Goren, Todd M.	2.10	2,415.00
02-Jul-19	Review procedural requirements for recharacterization and possible Committee motion (1.2); review standing considerations for Committee and time table for requesting same (.6); meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9); call with K. McGlynn (Alix) regarding Uniti report and real estate ownership for Committee (.4).	Marinuzzi, Lorenzo	3.10	4,030.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: August 28, 2019

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02-Jul-19	Review reclassification presentation (.9); meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps (.9).	Rappoport, Steve	1.80	1,611.00
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Richards, Erica J.	0.90	832.50
02-Jul-19	Meet with internal working group and Perella teams regarding Uniti recharacterization claims and next steps.	Richardson Arnould, Ka	0.90	472.50
03-Jul-19	Review and revise Committee presentation regarding status of claims investigation (1.1); discuss same and revisions with R. Ferraioli (.6); correspond with A. Masykanova regarding revised draft of Uniti recharacterization memorandum (.3); review same (.3); correspond with A. Masykanova regarding slides for presentation to Committee regarding Uniti recharacterization update (.1); review same (.4); draft, review and revise demand letter to Debtors regarding prosecution of Uniti-related claims (1.9); conduct and review legal research regarding same (1.3); review same (.9).	Damast, Craig A.	6.90	6,382.50
03-Jul-19	Cite check various portions of demand letter for K. Richardson.	Delehanty, Danielle Ei	0.20	72.00
03-Jul-19	Review and revise memorandum regarding recharacterization issues.	Dopsch, Peter C.	0.80	920.00
03-Jul-19	Draft Committee presentation regarding status of claims investigation (1.6) discuss same and revisions with C. Damast (.6).	Ferraioli, Raff	2.20	1,210.00
03-Jul-19	Review updated recharacterization memorandum (.9); correspond with Perella regarding same (.2).	Goren, Todd M.	1.10	1,265.00
03-Jul-19	Review internal memorandum regarding call with Committee regarding Uniti recharacterization pleading.	Greer, Jocelyn Edith	0.70	490.00
03-Jul-19	Review status of updates to presentations regarding claims vs. third parties for upcoming Committee meeting (.9); review open questions regarding Uniti claims and expert testimony (.7).	Marinuzzi, Lorenzo	1.60	2,080.00
03-Jul-19	Draft excerpt for demand letter (.4); correspond with C. Damast regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
04-Jul-19	Review recharacterization memorandum.	Rappoport, Steve	0.40	358.00
05-Jul-19	Correspond with internal working group regarding presentation for claims investigation.	Damast, Craig A.	0.30	277.50
07-Jul-19	Call with M. Kieselstein regarding Uniti status (.4); correspond with Perella regarding same (.2).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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08-Jul-19	Discuss Committee presentation regarding status of claims investigation with R. Ferraioli (.2); review current draft of same (.4); correspond with F. Munshi (Perella) and internal working group regarding lease recharacterization recovery analyses (.5); correspond with internal working group regarding materials and updated claims investigation presentation for upcoming Committee call (.3).	Damast, Craig A.	1.40	1,295.00
08-Jul-19	Draft Committee presentation regarding status of claims investigation (.2); discuss same with C. Damast (.2); revise same (.3).	Ferraioli, Raff	0.70	385.00
08-Jul-19	Review and revise draft demand letter (.9); review Perella recharacterization analysis (.7); correspond with Perella regarding same (.3).	Goren, Todd M.	1.90	2,185.00
08-Jul-19	Review lease recharacterization analysis from Perella (.5); review updated Committee presentation regarding Uniti transaction and related materials (.6); review memorandum regarding claims in connection with same (1.8).	Marines, Jennifer L.	2.90	3,190.00
08-Jul-19	Review and revise demand letter regarding Uniti claims (.4); correspond with C. Damast regarding claims letter (.3); review revised presentation regarding Uniti claims for Committee meeting (.7); review Perella materials regarding recharacterization impact on recoveries (.6); correspond with Perella regarding same (.4).	Marinuzzi, Lorenzo	2.40	3,120.00
08-Jul-19	Review Committee presentation regarding Uniti investigation (.3); review correspondence regarding same (.1).	Masykanova, Aisulu	0.40	338.00
08-Jul-19	Review draft materials from Perella regarding impact of lease recharacterization on unsecured recoveries (1.1); review correspondence regarding same (.4); review Committee presentation regarding Uniti claims investigation (.4).	Richardson Arnould, Ka	1.90	997.50
09-Jul-19	Correspond with P. Dopsch regarding Uniti recharacterization claim presentation for Committee (.4); review comments to same (.2); review and revise draft of Committee's demand letter to Debtors regarding Uniti claims (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
09-Jul-19	Further analysis regarding recharacterization claims and conduct brief legal research regarding same.	Dopsch, Peter C.	1.10	1,265.00
09-Jul-19	Call with F. Munshi (Perella) regarding analysis in connection with claims investigation (.2); call with M. Brown (Alix) regarding same (.1).	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: August 28, 2019

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09-Jul-19	Review updated Perella lease recharacterization analysis.	Goren, Todd M.	0.50	575.00
09-Jul-19	Review presentation from Perella regarding value of Uniti recharacterization (.6); call with B. Weiland (Kirkland) regarding Uniti status and settlement (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
10-Jul-19	Correspond with P. Dopsch and A. Masykanova regarding information needed from Alix and Perella regarding Uniti recharacterization analysis (.3); review, revise and finalize demand letter (.7); correspond with internal working group regarding same (.2).	Damast, Craig A.	1.20	1,110.00
10-Jul-19	Correspond with internal working group regarding demand letter (.2); correspond with Kirkland regarding same (.1).	Ferraioli, Raff	0.30	165.00
10-Jul-19	Review Uniti settlement proposal (.6); correspond with Perella and DPW regarding same (.3).	Goren, Todd M.	0.90	1,035.00
10-Jul-19	Call with White & Case regarding Uniti dispute.	Marines, Jennifer L.	0.90	990.00
10-Jul-19	Call with B. Weiland (Kirkland) regarding Uniti settlement discussions and Committee concerns (.4); review and revise demand letter to Debtors (.4); call with B. Weiland (Kirkland) regarding same (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
11-Jul-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.50	462.50
11-Jul-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.50	575.00
11-Jul-19	Correspond with internal working group regarding claims investigation meeting (.1); participate in same (.5).	Ferraioli, Raff	0.60	330.00
11-Jul-19	Participate in weekly claims investigation meeting.	Good, Thomas H.	0.50	375.00
11-Jul-19	Participate in weekly claims investigation meeting (.8); review and revise letter to lenders regarding potential claims (.9); correspond with DPW regarding Uniti proposal (.2).	Goren, Todd M.	1.90	2,185.00
11-Jul-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.50	350.00
11-Jul-19	Participate in weekly claims investigation meeting.	Jensen, Sofie	0.50	137.50
11-Jul-19	Participate in weekly claims investigation meeting.	Levitt, Jamie A.	0.50	612.50
11-Jul-19	Review Uniti proposal.	Marines, Jennifer L.	0.50	550.00
11-Jul-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.50	650.00
11-Jul-19	Participate in weekly claims investigation meeting.	Masykanova, Aisulu	0.50	422.50
11-Jul-19	Participate in weekly claims investigation meeting.	Rappoport, Steve	0.50	447.50
11-Jul-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.50	462.50
12-Jul-19	Review filings relating to recharacterization analysis.	Dopsch, Peter C.	1.30	1,495.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
12-Jul-19	Review correspondence regarding claims investigation.	Masykanova, Aisulu	0.40	338.00
16-Jul-19	Correspond with P. Dopsch and A. Masykanova regarding Alix assistance for recharacterization memorandum (.4); review recharacterization open items list and questions for Alix (.2); review responses to same (.2); correspond with A. Masykanova and J. Wooding (Alix) regarding same (.2); correspond with P. Dopsch regarding same and next steps (.3).	Damast, Craig A.	1.30	1,202.50
16-Jul-19	Review correspondence regarding to Uniti and recharacterization claims by Windstream.	Dopsch, Peter C.	1.90	2,185.00
17-Jul-19	Correspond with internal working group, Perella and Alix teams regarding Uniti counterproposal.	Damast, Craig A.	0.40	370.00
17-Jul-19	Correspond with E. Vonnegut (DPW) regarding Uniti proposal (.2); correspond with Alix and Perella regarding same (.3).	Goren, Todd M.	0.50	575.00
18-Jul-19	Participate in weekly claims investigation meeting (.8); discuss next steps with R. Ferraioli and K. Richardson (.4); conduct legal research regarding same (1.2); correspond with internal working group regarding same (.2); prepare outline of legal and financial issues (1.2); correspond with J. Wooding (Alix) and A. Masykanova regarding Uniti useful economic life analysis (.3).	Damast, Craig A.	4.10	3,792.50
18-Jul-19	Review true lease analysis and brief research regarding same (1.0); participate in weekly claims investigation meeting (.8).	Dopsch, Peter C.	1.80	2,070.00
18-Jul-19	Participate in weekly claims investigation meeting (.8); discuss next steps with C. Damast and K. Richardson (.4).	Ferraioli, Raff	1.20	660.00
18-Jul-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.80	920.00
18-Jul-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.80	560.00
18-Jul-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.80	1,040.00
18-Jul-19	Participate in weekly claims investigation meeting.	Masykanova, Aisulu	0.80	676.00
18-Jul-19	Participate in weekly claims investigation meeting (.8); analyze potential OID claims objections (.9).	Richards, Erica J.	1.70	1,572.50
18-Jul-19	Participate in weekly claims investigation meeting (.8); discuss next steps with C. Damast and R. Ferraioli (.4); conduct legal research regarding possible Uniti bankruptcy impact on claims (1.2).	Richardson Arnould, Ka	2.40	1,260.00

MORRISON | FOERSTER

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Invoice Number: 5847321
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Date	Services	Timekeeper	Hours	Value
19-Jul-19	Correspond with J. Wooding (Alix) and A. Masykanova regarding Uniti useful economic life analysis (.5); correspond with E. Richards regarding issues list for assessment of possible Uniti bankruptcy (.3); review list (.3); brief research regarding same (.8).	Damast, Craig A.	1.90	1,757.50
22-Jul-19	Meet with P. Dopsch and A. Masykanova regarding next steps regarding recharacterization analysis (.8); conduct and analyze legal research regarding Uniti transaction (.3).	Bullard, Miranda	1.10	605.00
22-Jul-19	Review issues and correspondence regarding assessing possible Uniti bankruptcy.	Damast, Craig A.	0.60	555.00
22-Jul-19	Meet with A. Masykanova and M. Bullard regarding next steps regarding recharacterization analysis.	Dopsch, Peter C.	0.80	920.00
22-Jul-19	Review Uniti proposal to Debtors (1.1); call with Uniti advisors to review proposal (.8).	Marinuzzi, Lorenzo	1.90	2,470.00
22-Jul-19	Meet with P. Dopsch and M. Bullard regarding next steps regarding recharacterization analysis.	Masykanova, Aisulu	0.80	676.00
22-Jul-19	Analyze potential objections to OID claims.	Richards, Erica J.	1.10	1,017.50
23-Jul-19	Review true lease legal opinion for purposes of recharacterization analysis.	Bullard, Miranda	0.10	55.00
23-Jul-19	Correspond with internal working group regarding list of transferor subsidiaries regarding Uniti transaction and prepetition debt/guaranty/claims analysis (.3); review Alix spreadsheet regarding same (.3); correspond with J. Wooding (Alix) regarding same (.1); review spreadsheet of liabilities regarding Debtor by Debtor basis (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,202.50
23-Jul-19	Analyze correspondence regarding Uniti investigation and related analysis.	Ferraioli, Raff	0.30	165.00
23-Jul-19	Review update regarding Uniti.	Marines, Jennifer L.	0.60	660.00
23-Jul-19	Update recharacterization memorandum (1.1); review correspondence regarding 2015 sale and leaseback transaction (.6).	Masykanova, Aisulu	1.70	1,436.50
23-Jul-19	Draft memorandum regarding OID disallowance issues.	Richards, Erica J.	0.30	277.50
24-Jul-19	Review Uniti bankruptcy assessment memorandum (.2); review correspondence and issues list regarding same (.2).	Damast, Craig A.	0.40	370.00
24-Jul-19	Review Perella assessment of Uniti offer and Uniti financial stability (.8); review open points regarding Uniti transfer and impact of recharacterization (.8).	Marinuzzi, Lorenzo	1.60	2,080.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
24-Jul-19	Review documents produced and update claims memorandum.	Masykanova, Aisulu	3.30	2,788.50
25-Jul-19	Participate in weekly claims investigation meeting (.8); follow-up discussion with R. Ferraioli and K. Richardson regarding same and next steps (.3).	Damast, Craig A.	1.10	1,017.50
25-Jul-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.80	920.00
25-Jul-19	Participate in weekly claims investigation meeting (.8); follow-up discussion with C. Damast and K. Richardson regarding same and next steps (.3).	Ferraioli, Raff	1.10	605.00
25-Jul-19	Participate in weekly claims investigation meeting (partial).	Good, Thomas H.	0.40	300.00
25-Jul-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.80	920.00
25-Jul-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.80	560.00
25-Jul-19	Participate in weekly claims investigation meeting (.8); review documents received (.4) and update recharacterization memorandum (.5).	Masykanova, Aisulu	1.70	1,436.50
25-Jul-19	Participate in weekly claims investigation meeting (.8); review perfection issues and related analysis (2.1).	Peck, Geoffrey R.	2.90	3,262.50
25-Jul-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.80	740.00
25-Jul-19	Prepare for (.1) and participate in (.8) weekly claims investigation meeting; follow-up discussion with C. Damast and R. Ferraioli regarding same and next steps (.3).	Richardson Arnould, Ka	1.20	630.00
25-Jul-19	Participate in weekly claims investigation meeting.	Westergaard, Lily Vale	0.80	420.00
26-Jul-19	Correspond with C. Koster (White & Case) and internal working group regarding Debtors' scheduled real property and scheduling call (.4); correspond with B. Mendelsohn (Perella) and internal working group regarding discussions with PJT regarding Uniti lease proposals and scheduling call (.2).	Damast, Craig A.	0.60	555.00
26-Jul-19	Review correspondence relating to additional points on recharacterization claim regarding financial advisor input.	Dopsch, Peter C.	0.20	230.00
26-Jul-19	Review correspondence regarding 2015 sale and leaseback transaction.	Masykanova, Aisulu	0.40	338.00
28-Jul-19	Review memorandum regarding true lease analysis for purposes of recharacterization analysis.	Bullard, Miranda	0.30	165.00
29-Jul-19	Correspond with R. Ferraioli regarding Uniti bankruptcy assessment memorandum (.3); review Uniti bankruptcy assessment issues for memorandum (.4).	Damast, Craig A.	0.70	647.50
29-Jul-19	Update memorandum regarding Uniti claims.	Masykanova, Aisulu	1.40	1,183.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
30-Jul-19	Correspond with internal working group regarding Uniti bankruptcy assessment memorandum and research issues (.8); discuss same with K. Richardson (.3); correspond with E. Richards regarding same (.2).	Damast, Craig A.	1.30	1,202.50
30-Jul-19	Conduct and analyze legal research regarding Uniti bankruptcy assessment memorandum.	Ferraioli, Raff	0.70	385.00
30-Jul-19	Conduct legal research regarding equitable subordination case.	Guido, Laura	0.30	112.50
30-Jul-19	Provide comments on Uniti bankruptcy assessment memorandum.	Richards, Erica J.	0.40	370.00
30-Jul-19	Review Uniti bankruptcy assessment memorandum and research issues (.7); discuss same with C. Damast (.3); correspond with R. Ferraioli regarding same (.2); conduct legal research regarding connection with potential Uniti filing for memorandum to Committee (2.7); correspond with J. Peck regarding same (.4); correspond with Alix regarding Uniti assets (.3); correspond with E. Richards regarding same (.2).	Richardson Arnould, Ka	4.80	2,520.00
31-Jul-19	Review draft of true lease recharacterization memorandum.	Bullard, Miranda	0.80	440.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with E. Richards, R. Ferraioli and K. Richardson (.4); correspond with internal working group regarding same and regulatory issues (.4); review Uniti bankruptcy assessment issues list (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.40	1,295.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with C. Damast, E. Richards and K. Richardson (.4); conduct and analyze legal research regarding same (.9).	Ferraioli, Raff	1.30	715.00
31-Jul-19	Review current workstreams regarding potential Uniti bankruptcy and resulting disruption.	Marinuzzi, Lorenzo	0.70	910.00
31-Jul-19	Revise Uniti claims memorandum (1.6); correspond with M. Bullard and P. Dopsch regarding same (.2).	Masyllkanova, Aisulu	1.80	1,521.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with C. Damast, R. Ferraioli and K. Richardson (.4); correspond with internal working group regarding same (.2).	Richards, Erica J.	0.60	555.00
31-Jul-19	Discuss Uniti bankruptcy assessment memorandum with C. Damast, R. Ferraioli and E. Richards (.4); conduct legal research regarding same (1.8).	Richardson Arnould, Ka	2.20	1,155.00
Total: 026	Claims Investigation		133.70	122,427.50

Lien Investigation

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
11-Jun-19	Draft revisions to lien review presentation.	Sullivan, Lauren Marie	0.90	675.00
18-Jun-19	Draft presentation regarding lien investigation (1.2); update diligence charts and checklists (1.2).	Sullivan, Lauren Marie	2.40	1,800.00
19-Jun-19	Review and revise lien investigation summary presentation materials (1.3); prepare for (1.1) and attend meeting with White & Case regarding status of lien review.	Sullivan, Lauren Marie	2.40	1,800.00
20-Jun-19	Review lien releases (.3); correspond with R. Ferraioli regarding same (.2); correspond with A. Masyllkanova regarding lien releases in connection with Uniti spinoff (.4).	Sullivan, Lauren Marie	0.90	675.00
25-Jun-19	Correspond with internal working group regarding scheduling of call with Committee regarding lien review (.1); correspond with S. Jensen regarding status of diligence (.1).	Sullivan, Lauren Marie	0.20	150.00
01-Jul-19	Draft memorandum to P. Dopsch and A. Masyllkanova regarding easements.	Haley, Sharon L.	0.60	240.00
01-Jul-19	Review lien perfection methods.	Peck, Geoffrey R.	1.10	1,237.50
01-Jul-19	Correspond with E. Richards regarding preparation for and presentation to Committee.	Sullivan, Lauren Marie	0.30	225.00
02-Jul-19	Analyze correspondence regarding status of lien investigation and outstanding items.	Ferraioli, Raff	0.20	110.00
02-Jul-19	Review status of lien investigation.	Goren, Todd M.	0.80	920.00
02-Jul-19	Review status of lien review and missing documents (1.2); call with S. Lovett (Paul Weiss) regarding open lien review points (.4); review transmitting utility filing rules and impact on analysis (1.1); review first lien credit document excerpts regarding real estate collateral (.8); review working list of lien review document requests (.6).	Marinuzzi, Lorenzo	4.10	5,330.00
02-Jul-19	Discuss mortgage searches and mortgage delivery requirements under prepetition debt facility documentation with L. Sullivan.	Peck, Geoffrey R.	0.20	225.00
02-Jul-19	Correspond with internal working group regarding mortgage searches and mortgage delivery requirements under prepetition debt facility documentation (.2); discuss same with G. Peck (.2).	Sullivan, Lauren Marie	0.40	300.00
03-Jul-19	Call with A. Masyllkanova and M. Zaccarelli regarding review of deeds.	Haley, Sharon L.	0.80	320.00
03-Jul-19	Revise presentation of lien review (.3); call with S. Haley and M. Zaccarelli regarding review of deeds (.8); correspond with internal working group regarding same (.6).	Masyllkanova, Aisulu	1.70	1,436.50
03-Jul-19	Call with A. Masyllkanova and S. Haley regarding review of deeds (.8); review same (.2).	Zaccarelli, Monet D.	1.00	290.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
08-Jul-19	Discuss lien investigation issues with L. Sullivan.	Peck, Geoffrey R.	0.60	675.00
08-Jul-19	Draft letter to first lien lenders identifying certain claims in connection with lien challenge.	Richards, Erica J.	2.40	2,220.00
08-Jul-19	Discuss lien investigation issues with G. Peck.	Sullivan, Lauren Marie	0.60	450.00
09-Jul-19	Review and revise presentation for Committee regarding status of lien investigation.	Goren, Todd M.	0.60	690.00
09-Jul-19	Review documents, including indentures and security agreements (1.8); update overview of collateral and update overview of accounts (1.6); review account control agreements and draft overview (.8); review indentures and security agreement in relation to AC notes (1.7); update collateral overview (.7); call with G. Peck and L. Sullivan regarding status of lien investigation and update of presentation for Committee call (.9).	Jensen, Sofie	7.50	2,062.50
09-Jul-19	Review and revise presentation regarding lien investigation (.6); correspond with G. Peck and E. Richards regarding questions and comments on presentation (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
09-Jul-19	Prepare presentation for Committee call (.4); call with L. Sullivan and S. Jensen regarding status of lien investigation and update of presentation (.9); review draft letter regarding lien issues (.5).	Peck, Geoffrey R.	1.80	2,025.00
09-Jul-19	Revise letter to prepetition first lien lenders regarding potential challenge claims.	Richards, Erica J.	1.70	1,572.50
09-Jul-19	Call with G. Peck and S. Jensen regarding status of lien investigation and update of presentation for Committee call (.9); correspond with internal working group regarding same (.5).	Sullivan, Lauren Marie	1.40	1,050.00
10-Jul-19	Review documents as part of lien investigation.	Jensen, Sofie	1.10	302.50
11-Jul-19	Review aircraft mortgage searches and aircraft mortgages (.6); call with S. Jensen regarding same (.2).	Heo, Min W.	0.80	600.00
11-Jul-19	Review and revise letter regarding lien challenge (1.4); draft schedules to same (.7); review aircraft mortgage lien search (1.2); review aircraft mortgages (.9); call with M. Heo regarding same (.2); review documents and revise overview of collateral (.6).	Jensen, Sofie	5.00	1,375.00
11-Jul-19	Review and revise letter to secured lenders regarding open challenge points and lien investigation.	Marinuzzi, Lorenzo	0.70	910.00
11-Jul-19	Draft letter regarding lien investigation.	Peck, Geoffrey R.	1.80	2,025.00
11-Jul-19	Revise first lien claims letter.	Richards, Erica J.	1.90	1,757.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
12-Jul-19	Review updated lien investigation letter to lenders (.6); correspond with S. Lovett (Paul Weiss) and internal working group regarding same (.3).	Goren, Todd M.	0.90	1,035.00
12-Jul-19	Review assignments of easements.	Haley, Sharon L.	0.30	120.00
12-Jul-19	Review and revise lien perfection claims letter (.9); correspond with internal working group regarding same (.4).	Jensen, Sofie	1.30	357.50
12-Jul-19	Review and revise letter to secured lenders regarding challenges and collateral holes (.9); correspond with S. Jensen and E. Richards regarding schedules to letter on perfection (.4); call with S. Lovett (Paul Weiss) regarding challenge period extension (.3); review correspondence between Paul Weiss and White & Case regarding challenge extension (.2); draft memorandum to internal working group regarding challenge extension strategy (.3).	Marinuzzi, Lorenzo	2.10	2,730.00
12-Jul-19	Review lien investigation materials and related letter regarding perfection issues.	Peck, Geoffrey R.	1.40	1,575.00
12-Jul-19	Revise and finalize lien perfection claims letter.	Richards, Erica J.	2.80	2,590.00
17-Jul-19	Correspond with internal working group and lenders' counsel regarding request to extend Committee's challenge deadline.	Damast, Craig A.	0.40	370.00
17-Jul-19	Correspond with internal working group and lenders regarding status of lien investigation.	Goren, Todd M.	0.30	345.00
18-Jul-19	Correspond with P. Dopsch regarding current status of lien investigation.	Bullard, Miranda	0.20	110.00
18-Jul-19	Correspond with various lenders' counsel regarding agreement to extend challenge deadline (.2); correspond with internal working group regarding Committee's challenge deadline and possible standing motion (.3).	Damast, Craig A.	0.50	462.50
18-Jul-19	Correspond with internal working group regarding update for Committee regarding lien investigation.	Ferraioli, Raff	0.40	220.00
18-Jul-19	Review first lien challenge letter and Committee update drafted by R. Ferraioli (.6); provide comments to same (.2).	Richardson Arnould, Ka	0.80	420.00
18-Jul-19	Review correspondence regarding first lien challenge letter.	Sullivan, Lauren Marie	0.60	450.00
19-Jul-19	Correspond with internal working group regarding call on lien investigation with lenders.	Goren, Todd M.	0.30	345.00
22-Jul-19	Call with G. Peck and L. Sullivan regarding call with first lien lenders' counsel (.3); correspond same with L. Sullivan (.1).	Jensen, Sofie	0.40	110.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
22-Jul-19	Review lien investigation materials (.9); prepare for call with first lien lenders' counsel (.4); call with S. Jensen and L. Sullivan regarding same (.3).	Peck, Geoffrey R.	1.60	1,800.00
22-Jul-19	Review correspondence regarding challenge extension.	Richardson Arnould, Ka	0.30	157.50
22-Jul-19	Prepare for call with first lien lenders' counsel (.3); call with G. Peck and S. Jensen regarding same (.3).	Sullivan, Lauren Marie	0.60	450.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Damast, Craig A.	0.80	740.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Dopsch, Peter C.	0.80	920.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Ferraioli, Raff	0.80	440.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Goren, Todd M.	0.80	920.00
23-Jul-19	Prepare for (.7) and participate on (.4) call with first lien lenders regarding lien investigation status; follow-up call with internal working group regarding same (.4); review additional perfection material provided by agent's counsel (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4); analyze lien issues (.1).	Peck, Geoffrey R.	0.90	1,012.50
23-Jul-19	Participate on call with first lien lenders regarding lien investigation status (.4); follow-up call with internal working group regarding same (.4).	Richards, Erica J.	0.80	740.00
23-Jul-19	Assist with research related to lien investigation.	Serna, Daniela	0.30	85.50
23-Jul-19	Prepare for (1.6) and participate on (.4) call with first lien lenders regarding lien investigation status; follow-up call with internal working group regarding same (.4).	Sullivan, Lauren Marie	2.40	1,800.00
24-Jul-19	Review available lists of guarantors under prepetition facilities (.6); correspond with E. Richards regarding same (.1).	Sullivan, Lauren Marie	0.70	525.00
25-Jul-19	Conduct legal research regarding perfecting security interest in fixtures.	Sullivan, Lauren Marie	1.10	825.00
26-Jul-19	Review collateral issues.	Peck, Geoffrey R.	0.40	450.00
30-Jul-19	Correspond with internal working group and lenders' counsel regarding Committee's challenge deadline and issues.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
30-Jul-19	Review status of open items related to lien investigation (.6); correspond with internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
30-Jul-19	Review Simpson Thacher's productions of Committee filings, aircraft mortgage and organizational documents.	Sullivan, Lauren Marie	0.30	225.00
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Dopsch, Peter C.	0.40	460.00
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Ferraioli, Raff	0.40	220.00
31-Jul-19	Prepare for (.4) and participate on (.4) call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Marinuzzi, Lorenzo	0.80	1,040.00
31-Jul-19	Prepare for (.9) and participate on (.4) call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Peck, Geoffrey R.	1.30	1,462.50
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline (.4); draft updated claims letter (.8).	Richards, Erica J.	1.20	1,110.00
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline (.4); review updated claims letter (.5).	Richardson Arnould, Ka	0.90	472.50
31-Jul-19	Participate on call with internal working group and secured lenders regarding status of lien review and challenge deadline.	Sullivan, Lauren Marie	0.40	300.00
Total: 027	Lien Investigation		80.80	66,192.00
Other Motions/Applications				
01-Jul-19	Correspond with internal working group, Perella and Alix teams regarding indenture trustees' motion to strike Uniti lease from Debtors' schedules and to modify cash management order (.3); correspond with P. Dopsch regarding same and review of motion (.4); correspond with R. Ferraioli and Committee members regarding proposed scheduling order for such motion (.2).	Damast, Craig A.	0.90	832.50
01-Jul-19	Review indenture trustees' motion and memorandum of law regarding recharacterization issues.	Dopsch, Peter C.	1.70	1,955.00
01-Jul-19	Review indenture trustees' motion.	Goren, Todd M.	1.20	1,380.00

MORRISON | FOERSTER

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01-Jul-19	Review indenture trustees' Uniti motion papers.	Levitt, Jamie A.	1.80	2,205.00
01-Jul-19	Review indenture trustees' motion to modify schedules and cash management order (1.2); review options of same for Committee (1.1); review standing requirements for recharacterization claims (1.4); review updated memorandum regarding Uniti claims (.8); review memorandum from FTG team regarding indenture trustees' motion reactions and open points (.4).	Marinuzzi, Lorenzo	4.90	6,370.00
01-Jul-19	Review brief filed by UMB (.6); correspond with J. Levitt regarding same (.3).	Rappoport, Steve	0.90	805.50
02-Jul-19	Correspond with internal working group regarding Debtors' preliminary objection to indenture trustees' motion to strike Uniti lease from Debtors' schedules and to modify cash management order (.3); review same (.3) and summary of same (.2); review derivative standing motion precedent (1.1).	Damast, Craig A.	1.90	1,757.50
02-Jul-19	Analyze recently filed pleadings (.6); draft internal memorandum regarding same (.5).	Ferraioli, Raff	1.10	605.00
02-Jul-19	Review standing motion precedent (.6); review Debtors' response to indenture trustees' Uniti motion (.4).	Goren, Todd M.	1.00	1,150.00
02-Jul-19	Review indenture trustees' motion regarding rejection of Uniti lease.	Greer, Jocelyn Edith	1.80	1,260.00
02-Jul-19	Review Uniti claims memoranda and presentation for complaint and standing motion.	Levitt, Jamie A.	2.90	3,552.50
02-Jul-19	Review indenture trustees' pleadings regarding Uniti transaction, related materials and pleadings.	Marines, Jennifer L.	2.10	2,310.00
02-Jul-19	Review possible Committee actions regarding indenture trustees' motion to strike Uniti lease from schedules (.7); call with R. Seltzer (CWA) regarding same (.3); call and correspond with Kirkland regarding indenture trustees' motion (.4); review Debtors' response to same (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
02-Jul-19	Review indenture trustees' motion (.8) and related pleadings (.3).	Richardson Arnould, Ka	1.10	577.50
03-Jul-19	Review and revise second lien noteholders' objection to indenture trustees' motion to strike Uniti lease from Schedule G and modify cash management order (.3); correspond with R. Ferraioli regarding same (.1); review summary of same (.1); correspond with Kirkland and White & Case team regarding same and discovery issues (.2); discuss Committee standing motion and demand letter with L. Marinuzzi and R. Ferraioli (.8).	Damast, Craig A.	1.50	1,387.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
03-Jul-19	Conduct and analyze legal research regarding derivative standing (1.2); discuss Committee standing motion and demand letter with C. Damast and L. Marinuzzi (.8); analyze response to indenture trustees' motion filed by second lien ad hoc group (.2); correspond with internal working group regarding same (.2).	Ferraioli, Raff	2.40	1,320.00
03-Jul-19	Review Debtor pleading in connection with Uniti action (.6); review correspondence with creditors regarding same (.4); address strategy regarding standing (.4).	Marines, Jennifer L.	1.40	1,540.00
03-Jul-19	Review strategy for standing motion (1.8); discuss Committee standing motion and demand letter with C. Damast and R. Ferraioli (.8).	Marinuzzi, Lorenzo	2.60	3,380.00
03-Jul-19	Review case management order (.4) and local rules (.4) regarding notice periods; correspond with C. Damast and L. Marinuzzi regarding same (.3); conduct legal research regarding second circuit law regarding derivative standing (1.5).	Richardson Arnould, Ka	2.60	1,365.00
04-Jul-19	Review indenture trustees' brief (.4); prepare outline of complaint regarding recharacterization (1.6).	Rappoport, Steve	2.00	1,790.00
05-Jul-19	Conduct and analyze legal research regarding derivative standing (1.1); draft motion for derivative standing (2.3).	Ferraioli, Raff	3.40	1,870.00
06-Jul-19	Conduct and analyze legal research regarding derivative standing (.8); draft motion for derivative standing (.9).	Ferraioli, Raff	1.70	935.00
06-Jul-19	Correspond with Perella and M. Kieselstein regarding Uniti analysis.	Goren, Todd M.	0.40	460.00
07-Jul-19	Correspond with R. Ferraioli and E. Richards regarding draft of Committee standing motion.	Damast, Craig A.	0.30	277.50
07-Jul-19	Conduct and analyze legal research regarding derivative standing (.7); draft motion for derivative standing (7.9); correspond with internal working group regarding same (.1).	Ferraioli, Raff	8.70	4,785.00
07-Jul-19	Review and revise Committee standing motion.	Marinuzzi, Lorenzo	1.80	2,340.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
08-Jul-19	Review first lien ad hoc group's statement in support of Debtors' preliminary objection to indenture trustees' motion to strike Uniti lease from Debtors' schedules and modify cash management order (.1); discuss status and next steps regarding Committee's responsive pleadings with T. Goren and R. Ferraioli (.3); review and revise draft of Committee standing motion (5.9); discuss same with R. Ferraioli (.9); review and revise demand letter to Debtors regarding Uniti-related claims (1.6).	Damast, Craig A.	8.80	8,140.00
08-Jul-19	Discuss status and next steps regarding Committee's responsive pleadings with T. Goren and C. Damast (.3); correspond with internal working group regarding next steps (.2); discuss draft of Committee standing motion with C. Damast (.9); analyze same (.7); revise same (2.8).	Ferraioli, Raff	4.90	2,695.00
08-Jul-19	Review draft standing motion (.9); discuss status and next steps regarding Committee's responsive pleadings with R. Ferraioli and C. Damast (.3).	Goren, Todd M.	1.20	1,380.00
08-Jul-19	Draft complaint against Uniti (5.9); correspond with T. Goren regarding same (.2); meet with S. Rappoport regarding same (.3); correspond with E. Richards regarding same (.2).	Greer, Jocelyn Edith	6.60	4,620.00
08-Jul-19	Meet with J. Greer regarding complaint against Uniti.	Rappoport, Steve	0.30	268.50
08-Jul-19	Review cash management order (.1); correspond with C. Damast regarding same (.1); review statement in support of Debtors' objection to indenture trustees' motion to strike Uniti from schedule of leases (.2).	Richardson Arnould, Ka	0.40	210.00
09-Jul-19	Review filings against Uniti (1.7); review and annotate draft complaint against Uniti (2.1).	Aikman, Amanda	3.80	3,515.00
09-Jul-19	Review initial comments to Committee's standing motion regarding Uniti claims (.8); correspond with internal working group regarding same (.4); review and revise current drafts of standing motion (2.3); discuss current drafts of Committee pleadings regarding Uniti with R. Ferraioli (1.1); correspond with internal working group regarding comments and revisions to Committee's standing and mediation motions (.9).	Damast, Craig A.	5.50	5,087.50
09-Jul-19	Analyze comments to standing motion (.7); discuss current drafts of Committee pleadings regarding Uniti with C. Damast (1.1); revise same (.4); analyze comments to standing motion (.7); revise same (3.3); correspond with internal working group regarding same and next steps (.6).	Ferraioli, Raff	6.80	3,740.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
09-Jul-19	Review and revise Uniti standing motion (1.4); review updated presentation for Committee regarding Uniti claims (.4).	Goren, Todd M.	1.80	2,070.00
09-Jul-19	Draft Uniti recharacterization complaint (2.4); call with R. Kambasha regarding same (1.5).	Greer, Jocelyn Edith	3.90	2,730.00
09-Jul-19	Call with J. Greer regarding Uniti recharacterization complaint.	Kambasha, Rumbi*	1.50	450.00
09-Jul-19	Review demand letter and standing motion.	Marines, Jennifer L.	1.30	1,430.00
09-Jul-19	Review and revise draft standing motion.	Marinuzzi, Lorenzo	1.60	2,080.00
09-Jul-19	Correspond with A. Aikman regarding Uniti issue (.3); provide comments on draft complaint to J. Greer (1.0).	Rappoport, Steve	1.30	1,163.50
09-Jul-19	Analyze recent pleadings (.9) and draft Committee memorandum summarizing same (1.1); correspond with C. Damast regarding memorandum (.1); revise same per comments (.3); correspond with L. Marinuzzi regarding pleading summary (.2); revise summary of same (.6); review standing motion (.9).	Richardson Arnould, Ka	4.10	2,152.50
10-Jul-19	Review filings against Uniti (2.1); review and annotate draft complaint against Uniti (1.8).	Aikman, Amanda	3.90	3,607.50
10-Jul-19	Discuss revisions to standing motion and next steps with R. Ferraioli (.4); review and revise current draft of standing motion (1.4); discuss Uniti recharacterization complaint with R. Ferraioli (.4); correspond with J. Greer regarding same (.2).	Damast, Craig A.	2.40	2,220.00
10-Jul-19	Draft notice of hearing regarding standing motion (.4); cite checking standing motion (.9).	Delehanty, Danielle Ei	1.30	468.00
10-Jul-19	Discuss revisions to standing motion and next steps with C. Damast (.4); revise standing motion (2.4); discuss Uniti recharacterization complaint with J. Greer (.2); discuss same with C. Damast (.4).	Ferraioli, Raff	3.40	1,870.00
10-Jul-19	Review and revise updated standing motion (.8); call with L. Marinuzzi regarding same, demand letter and next steps (.4).	Goren, Todd M.	1.20	1,380.00
10-Jul-19	Draft Uniti recharacterization complaint (7.1); discuss same with R. Ferraioli (.2).	Greer, Jocelyn Edith	7.30	5,110.00
10-Jul-19	Call with T. Goren regarding standing motion, demand letter and next steps (.4); review and revise standing motion (.7).	Marinuzzi, Lorenzo	1.10	1,430.00
10-Jul-19	Review and revise draft recharacterization complaint.	Rappoport, Steve	1.70	1,521.50
10-Jul-19	Correspond with C. Damast and D. Delehanty regarding notice of hearing for standing motion.	Richardson Arnould, Ka	0.40	210.00
10-Jul-19	Assist R. Kambasha locate lower court complaints and docket sheets for 2 bankruptcy opinions in connection with Committee claims against Uniti.	Willens, Michael E.*	1.50	487.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
11-Jul-19	Review and annotate draft complaint against Uniti (1.8); review standing motion and correspondence regarding same (1.6).	Aikman, Amanda	3.40	3,145.00
11-Jul-19	Correspond with internal working group regarding declaration accompanying Committee's standing motion regarding Uniti claims (.7); review and revise standing motion (2.4); discuss same and next steps with R. Ferraioli (1.1); correspond with internal working group regarding comments to same (.9) and accompanying declaration (.3); review and revise draft of Uniti recharacterization and fraudulent transfer complaint (6.4).	Damast, Craig A.	11.80	10,915.00
11-Jul-19	Review and fact/cite check standing motion.	Delehanty, Danielle Ei	4.80	1,728.00
11-Jul-19	Analyze comments to standing motion (1.3); discuss standing motion and next steps with C. Damast (1.1); revise same (4.4); analyze draft complaint (1.6); analyze comments to (.8) and revise (1.1) same.	Ferraioli, Raff	10.30	5,665.00
11-Jul-19	Review and revise further updated drafts of standing motion (1.7) and complaint (.8).	Goren, Todd M.	2.50	2,875.00
11-Jul-19	Revise draft declaration accompanying standing motion (2.1); review correspondence regarding same (.2); revise Uniti complaint draft (3.8).	Greer, Jocelyn Edith	6.10	4,270.00
11-Jul-19	Review draft and revisions to standing motion (3.2); revise draft adversary complaint regarding Uniti lease characterization (2.8); correspond with internal working group regarding revisions to same (.8).	Levitt, Jamie A.	6.80	8,330.00
11-Jul-19	Review and revise motion for standing to assert Uniti claims (1.9); review proposed Uniti complaint (.8).	Marinuzzi, Lorenzo	2.70	3,510.00
11-Jul-19	Review and revise Uniti recharacterization complaint.	Rappoport, Steve	2.20	1,969.00
11-Jul-19	Review letter from UMB requesting telephonic conference (.1); review and comment on draft standing motion regarding Uniti claims (.8).	Richards, Erica J.	0.90	832.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
11-Jul-19	Review standing motion (1.7); review indenture trustee's motion and related declaration (.9); correspond with C. Damast, R. Ferraioli and J. Greer regarding attorney declaration for standing motion (.9); compile publicly filed exhibits in connection with same (1.9); correspond with A. Masykanova and J. Greer regarding same (.6); draft declaration (1.8); correspond with J. Greer regarding same (.4); revise same (.3); draft notice of hearing (.9); correspond with internal working group regarding same (.2); review letter filed on behalf of indenture trustees requesting status conference (.2); draft and circulate summary for internal purposes (.4).	Richardson Arnould, Ka	10.20	5,355.00
12-Jul-19	Review standing motion and draft complaint (1.2); review correspondence regarding same (.4).	Aikman, Amanda	1.60	1,480.00
12-Jul-19	Correspond with internal working group regarding notice of hearing on Committee's standing motion regarding Uniti claims (.2); review and revise same (.3); correspond with internal working group regarding declaration accompanying standing motion (.3); review and revise same (.5); review and revise current drafts of standing motion (4.1); discuss revisions to standing motion and accompanying declaration with R. Ferraioli (1.1); correspond with internal working group regarding final changes and finalizing standing motion and accompanying declaration (.7); correspond with internal working group and Committee members regarding filed standing motion, discussions with Uniti and prospects for mediation (.4).	Damast, Craig A.	7.60	7,030.00
12-Jul-19	Review L. Marinuzzi declaration in support of Uniti standing motion and compile exhibits to same (1.4); update draft notice of hearing (.2); coordinate preparation of TOC and proof same (.3) prepare TOA and proof same for accuracy and edit same (.8); prepare same for filing and file and serve same (1.0).	Delehanty, Danielle Ei	3.70	1,332.00
12-Jul-19	Correspond with internal working group regarding standing motion and next steps (.3); analyze and revise same (4.6); discuss revisions to standing motion and accompanying declaration with C. Damast (1.1); analyze and revise declaration (.6).	Ferraioli, Raff	6.60	3,630.00
12-Jul-19	Review and revise further updated drafts of standing motion and supporting declaration (1.3); call with DPW regarding Uniti status (.4); call with M. Brod (Milbank) regarding standing motion (.2); correspond with E. Vonnegut (DPW) regarding recent motions (.2).	Goren, Todd M.	2.10	2,415.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
 Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
12-Jul-19	Revise Uniti complaint and declaration to standing motion.	Greer, Jocelyn Edith	4.30	3,010.00
12-Jul-19	Review revised and final Committee standing motion regarding Uniti claims (1.3); review and revise adversary complaint regarding Uniti lease characterization (1.8); correspond with internal working group regarding revisions to Uniti complaint (.5).	Levitt, Jamie A.	3.60	4,410.00
12-Jul-19	Review and finalize standing motion and declaration (2.2); call with Uniti counsel regarding standing motion (.4); call with B. Weiland (Kirkland) regarding standing motion (.4); correspond with R. Ferraioli regarding hearing and noticing (.3).	Marinuzzi, Lorenzo	3.30	4,290.00
12-Jul-19	Review declaration and standing motion (.5); review and revise complaint for recharacterization (1.3).	Rappoport, Steve	1.80	1,611.00
12-Jul-19	Review case management requirements in connection with motion practice (.3); correspond with C. Damast regarding same (.2); correspond with D. Delehanty regarding filing of standing motion (.8); revise declaration and notice of hearing in connection with same (.9); correspond with R. Ferraioli regarding same (.3); correspond with C. Damast and further revise same (.4); review standing motion declaration and exhibits (1.6); correspond with R. Ferraioli regarding same (.4); review exhibits to ensure consistency with standing motion (1.7); review draft of Uniti lease rejection complaint (1.3).	Richardson Arnould, Ka	7.90	4,147.50
15-Jul-19	Review and revise current draft of Committee's complaint against Uniti (2.2); conduct legal research regarding same (.5); correspond with J. Greer regarding same (.2).	Damast, Craig A.	2.90	2,682.50
15-Jul-19	Correspond with E. Richards regarding potential lien challenge standing motion (.1); conduct and analyze research regarding same (.1).	Ferraioli, Raff	0.20	110.00
15-Jul-19	Call with M. Brod (Milbank) regarding mediation motion and Committee standing motion (.3); review status of standing and mediation motions (.2); review updated draft of Uniti complaint (.7).	Goren, Todd M.	1.20	1,380.00
15-Jul-19	Review C. Damast's changes to Uniti complaint (.6);	Greer, Jocelyn Edith	0.60	420.00
15-Jul-19	Review comments regarding draft adversary complaint regarding Uniti lease characterization (.6); correspond with internal working group regarding revisions to same (.2).	Levitt, Jamie A.	0.80	980.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
15-Jul-19	Call with B. Weiland (Kirkland) regarding standing and mediation motions (.4); review strategy regarding standing motion and timing (.9).	Marinuzzi, Lorenzo	1.30	1,690.00
16-Jul-19	Review comments to draft complaint (.4); review correspondence regarding same (.2).	Aikman, Amanda	0.60	555.00
16-Jul-19	Correspond with R. Ferraioli and D. Delehanty regarding amended notice of hearing on Committee's standing motion regarding Uniti claims (.3); review and revise same (.1); correspond with R. Ferraioli regarding Committee standing motion regarding lien investigation claims (.2); correspond with J. Greer regarding draft complaint regarding Uniti recharacterization and fraudulent transfer claims (.7); review current draft of same (.7);	Damast, Craig A.	2.00	1,850.00
16-Jul-19	Correspond with E. Richards regarding potential lien challenge standing motion (.1); draft same (.6).	Ferraioli, Raff	0.70	385.00
16-Jul-19	Review letter from UMB regarding motion status.	Goren, Todd M.	0.30	345.00
16-Jul-19	Review revisions to Uniti lease characterization complaint.	Levitt, Jamie A.	0.40	490.00
17-Jul-19	Review correspondence regarding case status and developments in connection with Uniti related pleadings.	Aikman, Amanda	0.40	370.00
17-Jul-19	Correspond with White & Case, Kirkland and internal working group regarding adjournment of indenture trustees' motion regarding Uniti arrangement (.2); review current draft of Committee's complaint against Uniti (.6).	Damast, Craig A.	0.80	740.00
17-Jul-19	Correspond with M. Brod (Milbank) regarding Committee standing motion.	Goren, Todd M.	0.30	345.00
18-Jul-19	Review indenture trustees' letter to court regarding resolution of discovery issues regarding indenture trustees' motion to strike Uniti arrangement from schedules and modify cash management order (.5); correspond with R. Ferraioli regarding same (.2); correspond with internal working group regarding notice of adjournment of hearing on Committee's standing motion (.2); review same (.4).	Damast, Craig A.	1.30	1,202.50
18-Jul-19	Update notice of adjournment and prepare same for filing and file and serve same.	Delehanty, Danielle Ei	0.50	180.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
19-Jul-19	Review Uniti's objection to indenture trustees' motion to strike Uniti lease from Debtors' schedules and modify cash management order (.8); correspond with R. Ferraioli regarding same and summary for Committee (.4); review and revise such summary (.3); correspond with internal working group regarding same (.2); review and revise current draft of Committee's complaint against Uniti (.6); correspond with P. Dopsch regarding need for analysis of Uniti objection to indenture trustees' motion regarding recharacterization analysis (.2).	Damast, Craig A.	2.50	2,312.50
19-Jul-19	Review Uniti response to recharacterization arguments.	Dopsch, Peter C.	0.60	690.00
19-Jul-19	Analyze Uniti objection to indenture trustees' motion.	Ferraioli, Raff	0.60	330.00
19-Jul-19	Review and analyze Uniti objection to trustee motion.	Goren, Todd M.	0.80	920.00
19-Jul-19	Update recharacterization memorandum (1.2); discuss same with Alix (.4); review and summarize recent filings regarding Uniti (1.7).	Masykanova, Aisulu	3.30	2,788.50
22-Jul-19	Correspond with internal working group regarding review and analysis of Uniti objection to indenture trustees' motion to strike Uniti lease from schedules and modify cash management order.	Damast, Craig A.	0.70	647.50
22-Jul-19	Further review of Uniti reply to recharacterization.	Dopsch, Peter C.	1.60	1,840.00
22-Jul-19	Review Uniti objection to trustee motion regarding further investigation points.	Goren, Todd M.	0.60	690.00
22-Jul-19	Review Uniti response to indenture trustees' motion regarding Uniti lease.	Marinuzzi, Lorenzo	0.70	910.00
22-Jul-19	Analyze Uniti response to indenture trustees' motion regarding Uniti lease.	Richards, Erica J.	0.40	370.00
23-Jul-19	Review C. Shore (counsel for UMB) and E. Moskowitz correspondence regarding indenture trustees' motion to strike Uniti lease from schedules and modify cash management order/discovery issues (.4); correspond with P. Dopsch regarding analysis of Uniti's objection to indenture trustees' motion (.1); review same (.4); review indenture trustees' response to Committee's standing motion and Debtors' mediation motion (.6); correspond with internal working group regarding same (.3); discuss same with K. Richardson (.2).	Damast, Craig A.	2.00	1,850.00
23-Jul-19	Review correspondence with UMB and Uniti regarding indenture trustees' motion and discovery.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
23-Jul-19	Review correspondence between C. Shore (counsel for UMB) and E. Moskowitz regarding indenture trustees' motion and adjournment/discovery (.5); review Uniti response to indenture trustees' motion (.5).	Marinuzzi, Lorenzo	1.00	1,300.00
23-Jul-19	Review P. Dopsch analysis of Uniti objection.	Rappoport, Steve	0.30	268.50
23-Jul-19	Analyze responses filed in connection with mediation and Uniti lease recharacterization motions.	Richards, Erica J.	0.70	647.50
23-Jul-19	Discuss indenture trustees' response to Committee's standing motion and Debtors' mediation motion with C. Damast.	Richardson Arnould, Ka	0.20	105.00
24-Jul-19	Review indenture trustees' notice of adjournment of motion regarding Uniti lease to August 20.	Damast, Craig A.	0.20	185.00
25-Jul-19	Review Uniti complaint (.2); review correspondence regarding same (.1).	Aikman, Amanda	0.30	277.50
25-Jul-19	Review Debtors' motion to stay application of section 365(d)(4) deadline regarding Uniti arrangement (.4); correspond with internal working group regarding same (.2); analyze Debtors' adversary proceeding complaint against Uniti (1.7); correspond with internal working group regarding same (.3); discuss same with R. Ferraioli (.6).	Damast, Craig A.	3.20	2,960.00
25-Jul-19	Analyze correspondence regarding Debtors' complaint against Uniti (.1); discuss same with C. Damast (.6); analyze section 365(d)(4) extension motion (.2); analyze complaint (.7); draft memorandum regarding same (.6).	Ferraioli, Raff	2.20	1,210.00
25-Jul-19	Review and analyze motion to stay 365(d)(4) deadline (.4); review and analyze Debtors complaint vs. Uniti (2.2).	Goren, Todd M.	2.60	2,990.00
25-Jul-19	Review motion to extend 365(d)(4) to Uniti.	Marinuzzi, Lorenzo	0.60	780.00
29-Jul-19	Correspond with internal working group regarding status of 365(d)(4) extension discussions with Uniti.	Damast, Craig A.	0.20	185.00
29-Jul-19	Review court filings regarding Uniti master lease.	Masykanova, Aisulu	2.60	2,197.00
Total: 029	Other Motions/Applications		278.70	231,176.00
Schedules and Statements				
09-Jul-19	Analyze schedules and statements (.4); draft memoranda for Committee members regarding same (.4).	Ferraioli, Raff	0.80	440.00
10-Jul-19	Analyze schedules and statements (.9); correspond with Committee members regarding same (.2).	Ferraioli, Raff	1.10	605.00
Total: 030	Schedules and Statements		1.90	1,045.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
Time Entry Review				
02-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.20	1,210.00
03-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
08-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.80	440.00
15-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
17-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.10	605.00
18-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00
19-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.90	1,595.00
22-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.90	1,045.00
23-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
23-Jul-19	Review and revise invoice for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.30	1,690.00
25-Jul-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
Total: 032	Time Entry Review		12.50	7,850.00
Mediation				
08-Jul-19	Conduct and analyze research regarding mediation motion (1.1); draft same (1.4).	Ferraioli, Raff	2.50	1,375.00
09-Jul-19	Review and revise Committee's motion to appoint mediator regarding Uniti lease and claims.	Damast, Craig A.	2.90	2,682.50
09-Jul-19	Draft mediation statement.	Ferraioli, Raff	3.10	1,705.00
09-Jul-19	Review and revise Uniti mediation motion.	Goren, Todd M.	0.80	920.00
09-Jul-19	Review and revise motion to mediate Uniti dispute.	Marinuzzi, Lorenzo	1.30	1,690.00
09-Jul-19	Review request for mediation.	Richardson Arnould, Ka	0.30	157.50
11-Jul-19	Review Debtors' draft mediation motion.	Marinuzzi, Lorenzo	0.50	650.00
12-Jul-19	Review Debtors' motion to appoint mediator regarding Uniti claims (.5) and summary of same for Committee (.2).	Damast, Craig A.	0.70	647.50
12-Jul-19	Analyze proposed mediation motion.	Ferraioli, Raff	0.20	110.00
12-Jul-19	Review mediation motion.	Goren, Todd M.	0.30	345.00
12-Jul-19	Review Debtors mediation motion.	Levitt, Jamie A.	1.60	1,960.00
12-Jul-19	Review Debtors' draft motion to compel mediation.	Richards, Erica J.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
15-Jul-19	Review Debtors' motion to appoint mediator regarding Uniti claims (.3); correspond with internal working group regarding same and proposed order (.3).	Damast, Craig A.	0.60	555.00
15-Jul-19	Review mediation motion.	Goren, Todd M.	0.40	460.00
15-Jul-19	Review Debtors' filed mediation motion (.6); review Committee proposed mediation order (.4).	Marinuzzi, Lorenzo	1.00	1,300.00
16-Jul-19	Review strategy regarding mediation and review precedent orders (.8); discuss parameters of mediation with R. Kwastienet (Kirkland) (.5); review possible mediation candidates (.7); discuss mediation with B. Lohan (AT&T) (.4).	Marinuzzi, Lorenzo	2.40	3,120.00
17-Jul-19	Discuss Committee's statement in support of Debtors' mediation motion regarding Uniti with R. Ferraioli.	Damast, Craig A.	0.20	185.00
17-Jul-19	Discuss Committee's statement in support of Debtors' mediation motion regarding Uniti with C. Damast.	Ferraioli, Raff	0.20	110.00
17-Jul-19	Correspond with Kirkland regarding mediation order.	Goren, Todd M.	0.30	345.00
17-Jul-19	Review and analyze mediation motion and revisions.	Marines, Jennifer L.	0.60	660.00
17-Jul-19	Analyze proposed protocol for mediation and framework for organization (.3); review precedent (1.4).	Marinuzzi, Lorenzo	1.70	2,210.00
18-Jul-19	Conduct and analyze legal research regarding mediation (.8); draft Committee statement regarding same (2.8).	Ferraioli, Raff	3.60	1,980.00
19-Jul-19	Review and revise Committee's statement regarding Debtors' motion to appoint mediator (1.9); review Debtors' motion in connection with same (.5); review comments to statement regarding mediation (.2); discuss same with R. Ferraioli (.2); correspond with J. Luze (Kirkland) and internal working group regarding amended proposed order appointing mediator regarding Uniti dispute and proposed mediation timeline (.2); review same (.4).	Damast, Craig A.	3.40	3,145.00
19-Jul-19	Analyze comments to statement regarding mediation (.3); discuss same with C. Damast (.2).	Ferraioli, Raff	0.50	275.00
19-Jul-19	Review mediation motion (1.0); review correspondence regarding mediation motion (.3).	Levitt, Jamie A.	1.30	1,592.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
22-Jul-19	Correspond with internal working group regarding proposed mediation order regarding Uniti and timeline (.4); review internal working group comments to Committee's statement in support of Debtors' mediation motion (.4); review current drafts of statement (.8); correspond with R. Ferraioli regarding comments and markup to proposed mediation order (.1); review same (.4); review Debtors' mediation motion regarding same (.3).	Damast, Craig A.	2.40	2,220.00
22-Jul-19	Analyze proposed mediation order (.3); analyze comments to (.6) and revise (.4) statement regarding mediation; discuss same with T. Goren (.2); provide comments to mediation order (1.4); correspond with internal working group regarding same (.2).	Ferraioli, Raff	3.10	1,705.00
22-Jul-19	Review and revise Committee statement regarding mediation (.8); review and revise proposed mediation order (.4); discuss same with R. Ferraioli (.2).	Goren, Todd M.	1.40	1,610.00
22-Jul-19	Review and revise Committee statement regarding mediation (.9); review proposed timeline regarding mediation (.6); review precedent mediation time lines (.8).	Marinuzzi, Lorenzo	2.30	2,990.00
22-Jul-19	Analyze mediation statement.	Richardson Arnould, Ka	0.60	315.00
23-Jul-19	Correspond with Committee members regarding revisions to Committee's statement in support of Debtors' mediation motion (.2); review Uniti's statement in response to Debtors' mediation motion (.4).	Damast, Craig A.	0.60	555.00
23-Jul-19	Analyze proposed mediation order (.2); revise Committee's statement regarding mediation (.2).	Ferraioli, Raff	0.40	220.00
23-Jul-19	Review updated draft mediation statement (.3); review updated draft order (.4); correspond with Kirkland regarding same (.2).	Goren, Todd M.	0.90	1,035.00
23-Jul-19	Review revised proposed mediation order reflecting Committee comments (.4); correspond with B. Weiland (Kirkland) regarding Committee comments to mediation order (.3); review updated proposed mediation order (.6); review possible mediation candidates (.6); call with Perella and Alix to prepare for Committee discussion on mediation and Uniti proposal (.6); call with H. Denman (White & Case) regarding process and mediation (.3).	Marinuzzi, Lorenzo	2.80	3,640.00
23-Jul-19	Analyze joinder to motion to appoint mediator filed by indenture trustees.	Richardson Arnould, Ka	0.30	157.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
24-Jul-19	Correspond with internal working group regarding finalizing Committee's statement in support of Debtors' mediation motion (.2); review final version of same (.2).	Damast, Craig A.	0.40	370.00
24-Jul-19	Analyze statement regarding mediation (.1); prepare same for filing (.1).	Ferraioli, Raff	0.20	110.00
24-Jul-19	Review updated draft of mediation statement for filing (.4); correspond with S. Lovett (Paul Weiss) regarding same (.2).	Goren, Todd M.	0.60	690.00
24-Jul-19	Review mediation motion papers.	Levitt, Jamie A.	0.70	857.50
24-Jul-19	Review proposed mediation schedule and next steps (.6); review possible mediation candidates (.6); review updated mediation order (.4); review, revise and finalize Committee mediation statement (.8).	Marinuzzi, Lorenzo	2.40	3,120.00
24-Jul-19	Review and finalize Committee's statement regarding mediation (.6); correspond with D. Delehanty and R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.80	420.00
25-Jul-19	Review redline of proposed order regarding Debtors' mediation motion (.4); review first lien ad hoc group's statement in support of Debtors' mediation motion (.1).	Damast, Craig A.	0.50	462.50
25-Jul-19	Review and analyze updated drafts of mediation order (.7); correspond and call with Kirkland regarding same (.3); call with C. Shore (counsel for UMB) regarding mediation status (.2).	Goren, Todd M.	1.20	1,380.00
26-Jul-19	Correspond with F. Petrie (Kirkland) and internal working group regarding amended proposed mediation order regarding Uniti dispute (.3); review same (.4).	Damast, Craig A.	0.70	647.50
26-Jul-19	Review updated draft of mediation order and correspondence with parties regarding status of mediator selection.	Goren, Todd M.	0.70	805.00
26-Jul-19	Correspond with internal working group regarding mediator (.2); review mediation papers and proposed mediation order (.5).	Levitt, Jamie A.	0.70	857.50
26-Jul-19	Review and revise mediation order (.6); call and correspond with R. Kwastienet (Kirkland) regarding mediation order and mediator (.5); correspond with internal working group regarding mediation and selection of mediator (.3).	Marinuzzi, Lorenzo	1.40	1,820.00
27-Jul-19	Correspond with S. Golden (Kirkland) and Judge Drain's Chambers regarding selection of Judge Chapman as mediator (.2); review final version of proposed mediation order (.2).	Damast, Craig A.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
29-Jul-19	Correspond with F. Petrie (Kirkland) and L. Marinuzzi regarding upcoming call with mediator (Judge Chapman) (.2); correspond with internal working group regarding Uniti mediation protocol (.2).	Damast, Craig A.	0.40	370.00
29-Jul-19	Analyze comments to mediation order.	Ferraioli, Raff	0.10	55.00
29-Jul-19	Call with B. Weiland (Kirkland) regarding mediation status (.4); review updated mediation order (.2); discuss same with L. Marinuzzi (.3).	Goren, Todd M.	0.90	1,035.00
29-Jul-19	Review further revised proposed mediation order (.4); discuss same with T. Goren (.3); review T. Lauria correspondence regarding form of order (.4).	Marinuzzi, Lorenzo	1.10	1,430.00
30-Jul-19	Call with S. Rappoport regarding mediation.	Aikman, Amanda	0.30	277.50
30-Jul-19	Participate on mediation call with Judge Chapman (.4); review entered mediation order (.6); correspond with J. Carr (UMB Bank) regarding same (.1); call with L. Marinuzzi regarding position statement and planning for mediation (.4).	Goren, Todd M.	1.50	1,725.00
30-Jul-19	Review entered mediation order (.6); correspond with T. Lauria regarding mediation (.2); participate on mediation call with Judge Chapman (.4); call with S. Hessler (Kirkland) regarding mediation process (.4); call with T. Goren regarding position statement and planning for mediation (.4); review information sharing restrictions and current case law on mediation privilege (.8).	Marinuzzi, Lorenzo	2.80	3,640.00
30-Jul-19	Call with A. Aikman regarding mediation.	Rappoport, Steve	0.30	268.50
31-Jul-19	Review Debtors' filings in advance of Uniti mediation.	Rappoport, Steve	0.50	447.50
Total: 034	Mediation		64.10	64,063.50
Governmental/Regulatory				
09-Jul-19	Review FCC perfection materials.	Marinuzzi, Lorenzo	0.60	780.00
19-Jul-19	Call with L. Marinuzzi, J. Palmore and E. Richards regarding potential FCC issues related to upcoming mediation and claims investigation (.6); conduct legal research regarding same (2.1).	Blaivas, Jay	2.70	3,172.50
19-Jul-19	Call (.6) and correspond (.1) with J. Palmore, E. Richards and J. Blaivas regarding potential FCC issues related to upcoming mediation and claims investigation.	Marinuzzi, Lorenzo	0.70	910.00
19-Jul-19	Call with L. Marinuzzi, E. Richards and J. Blaivas regarding potential FCC issues related to upcoming mediation and claims investigation.	Palmore, Joseph R.	0.20	225.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
 Invoice Date: August 28, 2019

Date	Services	Timekeeper	Hours	Value
19-Jul-19	Call with L. Marinuzzi, J. Blaivas and J. Palmore regarding potential FCC issues related to upcoming mediation and claims investigation.	Richards, Erica J.	0.60	555.00
30-Jul-19	Conduct legal research regarding FCC issues related to mediation and claims investigation.	Plymale, Rachael K.	3.30	2,293.50
31-Jul-19	Analyze FCC issues that can arise in bankruptcy proceedings.	Palmore, Joseph R.	0.20	225.00
31-Jul-19	Conduct legal research regarding FCC issues related to mediation and claims investigation.	Plymale, Rachael K.	1.30	903.50
Total: 035	Governmental/Regulatory		9.60	9,064.50
				Current Fees
				865,110.25

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
19463	Aikman, Amanda	925.00	19.10	17,667.50
22690	Blaivas, Jay	1,175.00	5.90	6,932.50
14140	Goren, Todd M.	1,150.00	75.60	86,940.00
10213	Kaufman, David H.	1,225.00	3.00	3,675.00
04458	Levitt, Jamie A.	1,225.00	31.80	38,955.00
17456	Marines, Jennifer L.	1,100.00	26.60	29,260.00
14116	Marinuzzi, Lorenzo	1,300.00	107.30	139,490.00
19284	Palmore, Joseph R.	1,125.00	0.40	450.00
12345	Peck, Geoffrey R.	1,125.00	22.90	25,762.50
20387	Bullard, Miranda	550.00	4.20	2,310.00
22181	Ferraioli, Raff	550.00	140.40	77,220.00
21115	Good, Thomas H.	750.00	8.40	6,300.00
23534	Greer, Jocelyn Edith	700.00	51.10	35,770.00
22117	Heo, Min W.	750.00	0.80	600.00
19988	Masykanova, Aisulu	845.00	34.80	29,406.00
20344	Plymale, Rachael K.	695.00	4.60	3,197.00
19721	Rappoport, Steve	895.00	19.90	17,810.50
21823	Richardson Arnould, Ka	525.00	117.20	61,530.00
23425	Sullivan, Lauren Marie	750.00	27.30	20,475.00
21829	Westergaard, Lily Vale	525.00	27.20	14,280.00
19952	William, Sherry A.	835.00	23.60	19,706.00
08676	Dopsch, Peter C.	1,150.00	32.90	37,835.00
14078	Richards, Erica J.	925.00	39.10	36,167.50
17323	Damast, Craig A.	925.00	152.50	141,062.50
13849	Guido, Laura	375.00	0.30	112.50
20130	Haley, Sharon L.	400.00	2.20	880.00
18387	Delehanty, Danielle Ei	360.00	27.80	10,008.00
19867	Zaccarelli, Monet D.	290.00	1.00	290.00
22651	Serna, Daniela	285.00	0.30	85.50
23415	Jensen, Sofie	275.00	22.70	6,242.50
15029	Bergelson, Vadim	345.00	10.20	3,519.00
15298	Nguyen, Thuan H.	345.00	1.30	448.50
99850	Research Services*	325.00	1.50	487.50
99850	Research Services*	300.00	1.50	450.00
99851	eDiscovery Services**	320.00	1.30	416.00
	Client Accommodation – ½ Non-Working Travel			(2,781.25)
	Client Accommodation – Time Entry Review			(7,850.00)
	TOTAL		1,046.70	865,110.25

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: 5847321
Invoice Date: August 28, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	37.90	34,426.00
003	Assumption and Rejection of Leases and Contracts	1.00	925.00
006	Business Operations	5.80	4,795.00
007	Case Administration	61.50	49,159.00
008	Claims Administration and Objections	1.70	1,707.50
011	Employment and Fee Applications	19.70	12,490.50
013	Financing and Cash Collateral	5.00	3,027.50
014	Other Litigation	38.90	35,464.50
015	Meetings and Communications with Creditors	123.00	108,506.50
016	Non-Working Travel	5.50	5,562.50
018	Real Estate	1.20	1,200.00
019	Relief from Stay and Adequate Protection	15.90	11,961.50
020	Reporting	1.20	1,110.00
021	Tax	3.60	4,220.00
022	Valuation	1.60	1,960.00
023	Discovery	116.10	77,234.50
024	Hearings	25.80	20,173.00
026	Claims Investigation	133.70	122,427.50
027	Lien Investigation	80.80	66,192.00
029	Other Motions/Applications	278.70	231,176.00
030	Schedules and Statements	1.90	1,045.00
032	Time Entry Review	12.50	7,850.00
034	Mediation	64.10	64,063.50
035	Governmental/Regulatory	9.60	9,064.50
	Client Accommodation – ½ Non-Working Travel		(2,781.25)
	Client Accommodation – Time Entry Review		(7,850.00)
	TOTAL	1,046.70	865,110.25

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Disbursement Detail

Date	Description	Value
31-Jul-19	Postage	21.89
31-Jul-19	On-line Research - LEXIS	126.70
31-Jul-19	On-line Research - WESTLAW	5,775.00
31-Jul-19	On-line Research - OTHER DATABASE	74.80
31-Jul-19	Air Freight	12.35
12-Jul-19	Government fees, Continental Corporate Services, copies of recorded documents from Oklahoma	394.44
03-Jun-19	Reporting fees, Veritext, transcript services for deposition	920.15
26-Jul-19	Court filing services, CourtSolutions, R. Ferraioli, 7/26/19, hearing	70.00
26-Jul-19	Travel, taxi/car service, K. Richardson, ground travel to White Plains for omnibus hearing, 7/26/19	106.67
26-Jul-19	Travel, taxi/car service, K. Richardson, ground travel from White Plains following omnibus hearing, 7/26/19	69.79
29-Jul-19	Travel, taxi/car service, T. Goren, ground travel from White Plains following omnibus hearing, 7/26/19	41.60
01-Jul-19	EDiscovery, Epiq Managed Services, June, 2019	958.81
01-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/2/19	140.00
08-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/9/19	140.00
15-Jul-19	Business meals, 6 attendees, Windstream meeting, 7/16/19	120.00
22-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/23/19	140.00
29-Jul-19	Business meals, 7 attendees, Windstream meeting, 7/30/19	140.00
09-Jul-19	Local travel, taxi/car service, R. Ferraioli, 9:23 pm, 7/9/19	15.95
Current Disbursements		9,268.15

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	865,110.25
Total Disbursements	9,268.15
Total Amount Due	874,378.40

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5847321
Invoice Date: August 28, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	751,083.64	184,374.65
25-Jul-19	5839059	USD	619,933.00	499,069.90	120,863.10

August 2019

MORRISON | FOERSTER

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CALIFORNIA 90074-2335

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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: 5853864
Invoice Date: September 26, 2019

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, 2019

	<u>U.S.Dollars</u>
Current Fees	563,587.50
Client Accommodation – ½ Non-Working Travel	(4,625.00)
Client Accommodation – Time	(6,435.00)
Entry Review	
Current Fees Value	<hr/> 552,527.50
Current Disbursements	<hr/> 4,007.06
Total This Invoice	<hr/> 556,534.56 <hr/>

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

[REDACTED]

[REDACTED]

[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
01-Aug-19	Call with G. Peck regarding fixture analysis and application to transmitting assets (.2); follow-up research regarding same (1.1).	Dopsch, Peter C.	1.30	1,495.00
01-Aug-19	Review research regarding fixture analysis and application to transmitting assets.	Goren, Todd M.	0.20	230.00
01-Aug-19	Call with P. Dopsch regarding fixture analysis and application to transmitting assets (.2); analyze perfection issues relating to fixtures (1.6).	Peck, Geoffrey R.	1.80	2,025.00
08-Aug-19	Review analysis regarding fixture analysis and application to transmitting assets.	Peck, Geoffrey R.	0.20	225.00
Total: 001	Asset Analysis and Recovery		3.50	3,975.00
Assumption and Rejection of Leases and Contracts				
01-Aug-19	Analyze terms of potential agreement with Uniti regarding 365(d)(4) deadline.	Ferraioli, Raff	0.10	55.00
01-Aug-19	Review terms of proposed stipulation regarding 365(d)(4) extension.	Goren, Todd M.	0.20	230.00
02-Aug-19	Correspond with internal working group regarding status of extension of section 365(d)(4) deadline regarding Uniti master lease and issues (.4); review and revise summary of terms of extension for Committee (.5); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.20	1,110.00
02-Aug-19	Analyze correspondence regarding stipulation to extend 365(d)(4) deadline with respect to Uniti master lease.	Ferraioli, Raff	0.20	110.00
02-Aug-19	Call with C. Shore (UMB) regarding 365(d)(4) extension (.3); correspond with internal working group regarding same (.4); review correspondence regarding 365(d)(4) extension (.4).	Goren, Todd M.	1.10	1,265.00
02-Aug-19	Review proposed terms of stipulation between Debtors and Uniti regarding 365(d)(4) extension (.5); review related correspondence (.2).	Richardson Arnould, Ka	0.70	367.50
04-Aug-19	Correspond with internal working group and Kirkland team regarding proposed form of stipulation extending section 365(d)(4) deadline regarding Uniti master lease (.3); review same (.3).	Damast, Craig A.	0.60	555.00
04-Aug-19	Review and revise draft of 365(d)(4) stipulation.	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
04-Aug-19	Review draft stipulation from Debtors regarding extension of 365(d)(4) (.6); review correspondence from T. Lauria to Judge Chapman regarding same (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
06-Aug-19	Correspond with T. Goren regarding final version of section 365(d)(4) extension with Uniti (.2); review same (.3).	Damast, Craig A.	0.50	462.50
06-Aug-19	Review updated draft of 365(d)(4) stipulation.	Goren, Todd M.	0.40	460.00
06-Aug-19	Analyze stipulation extending deadline to assume or reject Uniti master lease (.6); summarize same (.2).	Richardson Arnould, Ka	0.80	420.00
08-Aug-19	Analyze Uniti response to Debtors' motion to extend section 365(d)(4) deadline.	Ferraioli, Raff	0.30	165.00
09-Aug-19	Correspond with internal working group regarding Uniti objection to Debtors' motion to stay application of section 365(d)(4) deadline (.2); review same (.3); correspond with internal working group regarding summary of same for Committee (.2); review summary (.2).	Damast, Craig A.	0.90	832.50
09-Aug-19	Analyze objection to Debtors' motion to extend deadline regarding Uniti master lease (.6); draft summary for Committee regarding same (.5); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	1.30	682.50
21-Aug-19	Correspond with internal working group and Alix team regarding lease rejection analysis (.2); review same (.2).	Damast, Craig A.	0.40	370.00
22-Aug-19	Review Debtors' notice of rejection of certain executory contracts.	Damast, Craig A.	0.10	92.50
Total: 003	Assumption and Rejection of Leases and Contracts		10.30	9,037.50
Budgeting (Case)				
19-Aug-19	Draft budget for second interim period.	Ferraioli, Raff	0.30	165.00
27-Aug-19	Correspond with E. Richards regarding budget and staffing plan; conduct and analyze research regarding same.	Ferraioli, Raff	0.40	220.00
Total: 005	Budgeting (Case)		0.70	385.00
Business Operations				
16-Aug-19	Review first day motion reporting and cash variance reports.	Goren, Todd M.	0.30	345.00
16-Aug-19	Review June monthly operating report.	Marinuzzi, Lorenzo	0.40	520.00
Total: 006	Business Operations		0.70	865.00

Case Administration

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
01-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
02-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
02-Aug-19	Update Committee administrative documents to reflect changes to Committee personnel.	Richardson Arnould, Ka	0.30	157.50
05-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar regarding mediation dates (.2).	Delehanty, Danielle Ei	0.40	144.00
05-Aug-19	Review updated Committee bylaws (.4); discuss same with B. Lohan (AT&T) (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
06-Aug-19	Correspond with D. Delehanty regarding docketing and calendaring matters (.2); participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Damast, Craig A.	1.10	1,017.50
06-Aug-19	Review dockets and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
06-Aug-19	Participate on weekly professionals' call.	Dopsch, Peter C.	0.50	575.00
06-Aug-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Ferraioli, Raff	0.90	495.00
06-Aug-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Goren, Todd M.	0.90	1,035.00
06-Aug-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.50	350.00
06-Aug-19	Participate on weekly professionals' call (.5); follow-up discussion with internal working group regarding same (.4).	Marines, Jennifer L.	0.90	990.00
06-Aug-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
06-Aug-19	Analyze comments from White & Case to Committee bylaws (.4); review final draft of same (.7); correspond with Committee regarding same (.4); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	1.60	840.00
07-Aug-19	Review current draft of Committee bylaws.	Damast, Craig A.	0.20	185.00
07-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
08-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
08-Aug-19	Analyze correspondence regarding Committee bylaws.	Ferraioli, Raff	0.10	55.00
08-Aug-19	Correspond and call with H. Denman (White & Case) and C. Shore (UMB) regarding Committee bylaws and conflicts.	Marinuzzi, Lorenzo	0.70	910.00
09-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
12-Aug-19	Revise internal distribution groups (.1); circulate notice of ECF filings to attorneys (.1).	Guido, Laura	0.20	75.00
12-Aug-19	Update Committee administrative documents to reflect addition of new personnel.	Richardson Arnould, Ka	0.30	157.50
13-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys.	Guido, Laura	0.10	37.50
14-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys (.2); update case calendar and provide updates to internal working group (.5).	Guido, Laura	0.70	262.50
15-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys (.2); prepare courtesy copies of recently filed pleadings for delivery to Chambers (.6).	Guido, Laura	0.80	300.00
16-Aug-19	Circulate notice of ECF filings and distribution of recently filed pleadings to attorneys (.1); update case calendar and provide updates to internal working group (.2).	Guido, Laura	0.30	112.50
19-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
20-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
20-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
21-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
21-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
22-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.1); update calendar with critical deadlines (.1).	Delehanty, Danielle Ei	0.20	72.00
23-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.10	92.50
23-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
26-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
27-Aug-19	Participate on weekly professionals' call (.4); correspond with D. Delehanty regarding docketing and calendar matters (.2).	Damast, Craig A.	0.60	555.00
27-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
27-Aug-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
27-Aug-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.40	440.00
27-Aug-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.40	520.00
27-Aug-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00
27-Aug-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.40	210.00
28-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
29-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
30-Aug-19	Correspond with D. Delehanty regarding docketing and calendar matters.	Damast, Craig A.	0.20	185.00
30-Aug-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
30-Aug-19	Update Committee administrative documents (.4); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
Total: 007	Case Administration		22.00	14,747.00

Claims Administration and Objections

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
01-Aug-19	Review summary of Debtors' settlement with NYS Dept. of Taxation and Finance (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.40	370.00
01-Aug-19	Analyze recently filed proposed settlement agreement between Debtors and NYS Dept. of Taxation (.9); draft summary of same for internal working group (.8).	Richardson Arnould, Ka	1.70	892.50
02-Aug-19	Further analyze potential OID claims objection.	Richards, Erica J.	0.80	740.00
Total: 008	Claims Administration and Objections		2.90	2,002.50

Employment and Fee Applications

06-Aug-19	Begin drafting first interim fee application.	Delehanty, Danielle Ei	0.70	252.00
07-Aug-19	Complete draft of first interim fee application and input all amounts into same (4.2); correspond with internal working group regarding same for review (.2).	Delehanty, Danielle Ei	4.40	1,584.00
07-Aug-19	Correspond with Committee professionals regarding interim fee applications.	Ferraioli, Raff	0.20	110.00
08-Aug-19	Revise first interim fee application regarding blended rates.	Delehanty, Danielle Ei	0.40	144.00
09-Aug-19	Review, prepare, file and serve Perella's June monthly fee statement.	Delehanty, Danielle Ei	0.50	180.00
09-Aug-19	Correspond with Committee professionals regarding interim fee application.	Ferraioli, Raff	0.10	55.00
12-Aug-19	Analyze draft interim fee application (.8); revise same (3.8).	Ferraioli, Raff	4.60	2,530.00
13-Aug-19	Analyze comments to interim fee application (.1); discuss same with L. Marinuzzi (.1); discuss same with L. Guido (.3); discuss same with F. Munshi (Perella) (.1); correspond with Perella regarding interim fee application (.2); revise same (1.1).	Ferraioli, Raff	1.90	1,045.00
13-Aug-19	Revise first interim fee application (1.4); discuss same with R. Ferraioli (.3).	Guido, Laura	1.70	637.50
13-Aug-19	Review and revise first interim fee application (1.1); discuss same with R. Ferraioli (.1).	Marinuzzi, Lorenzo	1.20	1,560.00
14-Aug-19	Revise draft interim fee application; correspond with L. Marinuzzi regarding same; finalize interim fee application; coordinate filing of same.	Ferraioli, Raff	0.40	220.00
14-Aug-19	Finalize and compile MoFo's first interim fee application (.8); file and coordinate service of same and Alix first interim fee application (.5); review Perella first interim fee application (.2); file and coordinate service of same (.3).	Guido, Laura	1.80	675.00
15-Aug-19	Correspond with J. Bregman regarding objection deadline, invoice and expenses.	Ferraioli, Raff	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
16-Aug-19	Analyze status of monthly fee applications; correspond with L. Marinuzzi regarding same; coordinate request to Company regarding same with internal working group.	Ferraioli, Raff	0.40	220.00
20-Aug-19	Analyze U.S. Trustee's comments to fee application (.1); correspond with internal working group regarding same (.2); discuss same with J. Bregman (.3).	Ferraioli, Raff	0.60	330.00
22-Aug-19	Prepare responses to U.S. Trustee's inquiries regarding interim fee application.	Ferraioli, Raff	0.70	385.00
27-Aug-19	Correspond with L. Marinuzzi regarding U.S. Trustee's comments to interim fee application (.3); analyze blended rate detail in connection with same (.6).	Ferraioli, Raff	0.90	495.00
28-Aug-19	Draft July fee application.	Delehanty, Danielle Ei	1.20	432.00
28-Aug-19	Analyze Perella monthly fee application.	Ferraioli, Raff	0.20	110.00
29-Aug-19	Review, redact and compile Perella and MoFo's July fee applications (.6); file and serve same (.6).	Delehanty, Danielle Ei	1.20	432.00
29-Aug-19	Analyze monthly fee application (1.3); coordinate filing of same (.1).	Ferraioli, Raff	1.40	770.00
30-Aug-19	Discuss filing error for monthly fee statements with Chambers (.3); prepare Alix monthly fee statement for filing and redact same (.3).	Delehanty, Danielle Ei	0.60	216.00
30-Aug-19	Analyze Committee professional fee statement; coordinate filing of same.	Ferraioli, Raff	0.30	165.00
Total: 011	Employment and Fee Applications		25.50	12,602.50
Other Litigation				
01-Aug-19	Review and revise motion to intervene in Debtors' adversary proceeding against Uniti (.4); correspond with internal working group regarding same and status (.3); correspond with J. Greer regarding preparation of proposed order (.3); review and revise same (.2); discuss same with J. Greer (.2); correspond with internal working group regarding status of stipulation to intervene in Debtors' adversary proceeding against Uniti (.8).	Damast, Craig A.	2.20	2,035.00
01-Aug-19	Review second lien ad hoc group's motion to intervene in Debtors' adversary proceeding against Uniti.	Goren, Todd M.	0.40	460.00
01-Aug-19	Draft proposed intervention order (.3); discuss same with C. Damast (.2); review correspondence regarding timing of motion to intervene (.6); review second lien motion to intervene in Uniti case (.8).	Greer, Jocelyn Edith	1.90	1,330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
01-Aug-19	Review draft order (.3); review correspondence regarding motion to intervene (.3); review second lien ad hoc group's motion to intervene in Uniti (.5).	Levitt, Jamie A.	1.10	1,347.50
02-Aug-19	Correspond with J. Greer regarding proposed order granting Committee's motion to intervene in Debtors' adversary proceeding (.3); review same (.4).	Damast, Craig A.	0.70	647.50
02-Aug-19	Review and revise order regarding intervention in Debtors' adversary proceeding against Uniti (.4); review Milbank intervention motion (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
06-Aug-19	Correspond with J. Greer regarding status of motion to intervene in Debtors' adversary proceeding against Uniti, finalizing and timing (.4); correspond with internal working group regarding same and status of intervention stipulation (.6); review and revise motion to intervene, notice and proposed order for filing (.9); discuss same with J. Greer (.2); correspond with R. Ferraioli regarding same (.2); review and revise notice of hearing regarding same (.3); correspond with J. Greer regarding same and final revisions to motion to intervene (.3); review first lien ad hoc group's motion to intervene in Debtors' adversary proceeding against Uniti (.5).	Damast, Craig A.	3.40	3,145.00
06-Aug-19	Analyze status update of intervention in Windstream vs. Uniti adversary proceeding.	Ferraioli, Raff	0.40	220.00
06-Aug-19	Review and revise draft motion for intervention.	Goren, Todd M.	0.60	690.00
06-Aug-19	Finalize motion to intervene, notice and proposed order for filing (.9); discuss same with C. Damast (.2).	Greer, Jocelyn Edith	1.10	770.00
06-Aug-19	Review final intervention motion papers (.5); correspond with internal working group regarding same (.3).	Levitt, Jamie A.	0.80	980.00
06-Aug-19	Review draft of Uniti intervention motion.	Rappoport, Steve	0.40	358.00
06-Aug-19	Review other motions to intervene in same proceeding filed by indenture trustees and ad hoc groups (1.1); review motion to intervene in Debtors' adversary proceeding against Uniti by Committee (.7).	Richardson Arnould, Ka	1.80	945.00
07-Aug-19	Review indenture trustees' motion to intervene in Debtors' adversary proceeding against Uniti.	Damast, Craig A.	0.20	185.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
09-Aug-19	Correspond with internal working group regarding update to Committee on proposed schedule for Debtors' adversary proceeding against Uniti (.2); review same (.2); correspond with internal working group regarding proposed stipulation to intervene in Debtors' adversary proceeding against Uniti (.6); review same (.3).	Damast, Craig A.	1.30	1,202.50
09-Aug-19	Review and analyze proposed litigation schedule regarding Uniti claim with L. Marinuzzi and C. Shore (UMB).	Goren, Todd M.	0.70	805.00
09-Aug-19	Review draft intervention stipulation (.4); analyze draft schedule from Debtors (.4); provide analysis of same to internal working group (.3).	Greer, Jocelyn Edith	1.10	770.00
09-Aug-19	Review Debtors' proposed Uniti adversary intervention stipulation (1.1); review correspondence regarding same (.2); correspond with internal working group regarding response to proposed stipulation (.5).	Levitt, Jamie A.	1.80	2,205.00
09-Aug-19	Review proposed litigation schedule regarding Uniti claim (.8); review same with C. Shore (UMB) and T. Goren (.7); correspond with litigators regarding schedule (.2).	Marinuzzi, Lorenzo	1.70	2,210.00
09-Aug-19	Review draft intervention stipulation for Debtors' adversary proceeding against Uniti.	Rappoport, Steve	0.40	358.00
12-Aug-19	Review and respond to correspondence regarding proposed schedule for adversary proceeding (.2); discuss proposed schedule for Uniti litigation with T. Goren, J. Greer and J. Levitt (.6).	Aikman, Amanda	0.80	740.00
12-Aug-19	Correspond with internal working group regarding comments and revisions to proposed schedule for Debtors' adversary proceeding against Uniti.	Damast, Craig A.	0.20	185.00
12-Aug-19	Review and revise proposed schedule for Uniti litigation (.8); discuss same with J. Greer, A. Aikman and J. Levitt (.6); correspond with J. Winters (White & Case) regarding same (.2). review and revise proposed intervention stipulation (.5); review updated drafts of same (.2); call with Kirkland and White & Case regarding Uniti litigation (1.1).	Goren, Todd M.	3.40	3,910.00
12-Aug-19	Correspond with internal working group regarding changes to intervention stipulation (.7); review correspondence regarding changes to Uniti adversary proceeding schedule (2.9); discuss proposed schedule for Uniti litigation with A. Aikman, J. Levitt and T. Goren (.6); chart various proposals for adversary proceeding schedule (1.2).	Greer, Jocelyn Edith	5.40	3,780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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12-Aug-19	Review correspondence regarding revisions to proposed Uniti adversary intervention stipulation (.4); review chart of competing adversary scheduling proposals (.7); discuss proposed schedule for Uniti litigation with T. Goren, J. Greer and A. Aikman (.6).	Levitt, Jamie A.	1.70	2,082.50
12-Aug-19	Correspond (.5) and call (1.1) with White & Case and Kirkland regarding Uniti litigation; review and revise litigation schedule for bifurcation of Uniti trial (.8); review comments from litigators regarding discovery schedule (.4).	Marinuzzi, Lorenzo	2.80	3,640.00
12-Aug-19	Correspond with A. Aikman and T. Goren regarding timing of Uniti litigation (.4); review draft intervention stipulation (.4).	Rappoport, Steve	0.80	716.00
13-Aug-19	Conduct and analyze research regarding Debtors' adversary proceeding against Uniti for L. Guido.	Duggan, Tom*	0.30	105.00
14-Aug-19	Review revised stipulation regarding intervention in adversary proceeding and correspondence regarding same.	Aikman, Amanda	0.30	277.50
14-Aug-19	Correspond with internal working group and Kirkland team regarding proposed revisions to Uniti adversary proceeding intervention stipulation (.8); review same (.3).	Damast, Craig A.	1.10	1,017.50
14-Aug-19	Review updated draft of intervention protocol (.4); review White & Case mark-up of same (.2).	Goren, Todd M.	0.60	690.00
14-Aug-19	Review draft intervention stipulation from Debtors (.9); correspond with internal working group regarding same (.2).	Greer, Jocelyn Edith	1.10	770.00
14-Aug-19	Review correspondence regarding revisions to proposed Uniti adversary intervention stipulation and schedule (.5); correspond with internal working group regarding Uniti depositions (.2).	Levitt, Jamie A.	0.70	857.50
14-Aug-19	Review updated proposed litigation schedule for Debtors' adversary proceeding against Uniti (.8); review proposed intervention stipulation for same (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Aug-19	Correspond with internal working group regarding comments to draft stipulation regarding intervention in Debtors' adversary proceeding against Uniti (.3); correspond with internal working group, White & Case and Kirkland teams regarding adversary and discovery schedule for Uniti litigation (.9).	Damast, Craig A.	1.20	1,110.00
15-Aug-19	Review and revise updated drafts of intervention stipulation.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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15-Aug-19	Review correspondence regarding draft intervention stipulation for adversary proceeding against Uniti.	Greer, Jocelyn Edith	1.10	770.00
15-Aug-19	Review correspondence regarding revisions to proposed Uniti adversary intervention stipulation and schedule.	Levitt, Jamie A.	0.60	735.00
15-Aug-19	Review updated intervention stipulation regarding Debtors' adversary proceeding against Uniti (.5); review comments from J. Greer regarding same (.3); review correspondence from UMB regarding litigation schedule (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
16-Aug-19	Review Uniti's limited objection to various motions to intervene in Debtors' adversary proceeding against Uniti (.4); correspond with internal working group regarding same (.2); review summary of same for Committee (.1); correspond with Committee members regarding same (.1).	Damast, Craig A.	0.80	740.00
16-Aug-19	Analyze Uniti's objection to motion to intervene (.4); draft update for Committee regarding same (.3).	Ferraioli, Raff	0.70	385.00
16-Aug-19	Review Uniti's objection to motion to intervene (.4); review proposed modifications to stipulation regarding intervention with L. Marinuzzi (.3); calls with M. Brod (Milbank) (.2), R. Shanker (Kirkland) (.2) and J. Winters (White & Case) (.3) regarding same.	Goren, Todd M.	1.40	1,610.00
16-Aug-19	Review Uniti's objection to motion to intervene (.7); review correspondence regarding same (.4).	Greer, Jocelyn Edith	1.10	770.00
16-Aug-19	Review Uniti's objection to motion to intervene (.7); correspond with internal working group regarding intervention opposition (.4).	Levitt, Jamie A.	1.10	1,347.50
16-Aug-19	Review Uniti's objection to motion to intervene (.6); review proposed modifications to stipulation regarding intervention with T. Goren (.3); review proposed reply to Uniti objection (.5).	Marinuzzi, Lorenzo	1.40	1,820.00
18-Aug-19	Correspond with internal working group regarding status of intervention in Debtors' adversary proceeding against Uniti.	Damast, Craig A.	0.20	185.00
18-Aug-19	Correspond with intervenors regarding intervention reply and intervention stipulation.	Goren, Todd M.	0.40	460.00
19-Aug-19	Review filings in adversary proceeding regarding motions to intervene and proposed stipulation regarding same in preparation for omnibus hearing (.9); review correspondence with E. Moskowitz (DPW) and J. Greer regarding same (.3).	Aikman, Amanda	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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19-Aug-19	Correspond with internal working group regarding reply in support of Committee's intervention in Debtors' adversary proceeding against Uniti (.4); review and revise draft of same (.8); correspond with internal working group regarding same, comments and revisions (.6); correspond with internal working group, White & Case and Kirkland teams regarding revisions to case schedule regarding adversary proceeding against Uniti (.4); review same (.2); review draft of joint reply in support of Committee's intervention in adversary proceeding (.2); correspond with internal working group regarding same and joinder in intervenors' reply (.5); correspond with internal working group regarding revised proposed intervention stipulation (.2); review same (.2); correspond with intervenors' counsel and internal working group regarding revisions to and finalizing intervention stipulation (.7).	Damast, Craig A.	4.20	3,885.00
19-Aug-19	Analyze correspondence regarding intervention (.2); analyze draft response to Uniti's objection to intervention stipulation (.3); analyze comments to same (.2); analyze revised litigation schedule (.1).	Ferraioli, Raff	0.80	440.00
19-Aug-19	Correspond with intervenors regarding reply and amended stipulation (.8); review and revise updated drafts of same (.9); correspond with Kirkland and DPW regarding same (.4).	Goren, Todd M.	2.10	2,415.00
19-Aug-19	Review correspondence regarding revised intervention stipulation (.9); draft reply to Uniti's objection to intervention (3.1); revise proposed intervention stipulation (.8).	Greer, Jocelyn Edith	4.80	3,360.00
19-Aug-19	Review draft reply regarding Uniti intervention motion (1.0); review proposed intervention stipulation (.5); correspond with internal working group regarding intervention stipulation issues (.3).	Levitt, Jamie A.	1.80	2,205.00
19-Aug-19	Review and finalize reply regarding intervention motion (.6); review and revise proposed compromise stipulation regarding intervention (.5); analyze research regarding intervention (.5).	Marinuzzi, Lorenzo	1.60	2,080.00
19-Aug-19	Review information sharing protocol.	Marinuzzi, Lorenzo	0.70	910.00
19-Aug-19	Review UMB reply regarding motion to intervene (.3); review draft of same (.5); comment on draft reply regarding motion to intervene (.3).	Rappoport, Steve	1.10	984.50
20-Aug-19	Review briefing regarding motion to intervene.	Aikman, Amanda	1.20	1,110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
20-Aug-19	Correspond with internal working group regarding Chambers conference regarding Debtors' adversary proceeding against Uniti (.2); review signed stipulation and order regarding intervention in adversary proceeding against Uniti (.1); correspond with internal working group and White & Case team regarding comments to proposed adversary proceeding schedule (.2); review same (.2); correspond with internal working group regarding Debtors' information sharing protocol motion (.2).	Damast, Craig A.	0.90	832.50
20-Aug-19	Correspond with K. Richardson regarding scheduling conference for adversary proceeding.	Greer, Jocelyn Edith	0.20	140.00
20-Aug-19	Review intervention papers.	Marinuzzi, Lorenzo	1.20	1,560.00
21-Aug-19	Review proposed schedule for adversary proceeding (.1); correspond with J. Greer, J. Levitt and S. Rappoport regarding same (.2); review draft document requests in adversary proceeding (.3).	Aikman, Amanda	0.60	555.00
21-Aug-19	Review and comments on Uniti adversary proceeding schedule.	Rappoport, Steve	0.30	268.50
22-Aug-19	Review correspondence regarding adversary proceeding schedule.	Aikman, Amanda	0.20	185.00
22-Aug-19	Correspond with counsel and internal working group regarding comments to Uniti adversary proceeding schedule (.5); review same (.2); correspond with internal working group regarding same (.5); review revised proposed schedule (.2); correspond with internal working group and other intervenors' respective counsel regarding revisions to proposed adversary proceeding schedule (.7).	Damast, Craig A.	2.10	1,942.50
22-Aug-19	Review and analyze proposed schedules (.7); correspond with internal working group regarding revisions to same (.5).	Goren, Todd M.	1.20	1,380.00
22-Aug-19	Review correspondence regarding proposed adversary schedule.	Greer, Jocelyn Edith	1.30	910.00
22-Aug-19	Review Debtors' and UMB proposed Uniti adversary schedules.	Levitt, Jamie A.	0.80	980.00
22-Aug-19	Review schedule for adversary proceeding (.5); correspond with internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
22-Aug-19	Review various scheduling proposals (.2); correspond with J. Greer regarding same (.3).	Rappoport, Steve	0.50	447.50
23-Aug-19	Call with A. Reneger (Milbank) regarding adversary proceeding schedule (.1); correspond with internal working group regarding same (.3).	Aikman, Amanda	0.40	370.00
23-Aug-19	Correspond with internal working group regarding proposed Uniti adversary proceeding schedule and revisions (.8); review same (.3).	Damast, Craig A.	1.10	1,017.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
23-Aug-19	Review adversary proceeding schedule proposals and quality check chart summarizing same.	Delehanty, Danielle Ei	0.60	216.00
23-Aug-19	Review correspondence regarding proposed adversary schedule.	Greer, Jocelyn Edith	2.10	1,470.00
23-Aug-19	Correspond with J. Greer regarding proposed schedule.	Rappoport, Steve	0.30	268.50
23-Aug-19	Review revised proposed adversary schedule (.4) and correspondence regarding Uniti adversary proceeding (.2).	Richardson Arnould, Ka	0.60	315.00
26-Aug-19	Correspond with Sidley and Kirkland regarding Uniti adversary proceeding and scheduling.	Aikman, Amanda	0.20	185.00
26-Aug-19	Correspond with internal working group and other intervenors' counsel regarding proposed Uniti adversary proceeding schedule and scheduling call (.6); review proposed schedule (.4); correspond with internal working group regarding same (.2); calls with White & Case (.4) and intervenor group (.5) regarding adversary proceeding schedule; review Debtors' complaint against Uniti (.3).	Damast, Craig A.	2.40	2,220.00
26-Aug-19	Review updated Uniti adversary proceeding schedule (.7); calls with White & Case (.4) and intervenor group (.5) regarding same.	Goren, Todd M.	1.60	1,840.00
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule.	Greer, Jocelyn Edith	0.90	630.00
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule; correspond with internal working group regarding discovery cutoff dates and scheduling (.6); review underlying claims in connection with scheduling discussion and fact discovery requirements (.6).	Marinuzzi, Lorenzo	2.10	2,730.00
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule.	Rappoport, Steve	0.90	805.50
26-Aug-19	Calls with White & Case (.4) and intervenor group (.5) regarding Uniti adversary proceeding schedule.	Richardson Arnould, Ka	0.90	472.50
27-Aug-19	Review and respond to correspondence regarding proposed Uniti adversary schedule.	Aikman, Amanda	0.20	185.00
27-Aug-19	Correspond with intervenors' respective counsel regarding proposed Uniti adversary proceeding schedule (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.70	647.50
27-Aug-19	Analyze proposed Uniti adversary proceeding schedule; analyze correspondence regarding same.	Ferraioli, Raff	0.20	110.00
27-Aug-19	Review updated Uniti adversary schedule (.2); correspond with intervenors regarding same (.2).	Goren, Todd M.	0.40	460.00
27-Aug-19	Correspond with internal working group and other counsel regarding Uniti adversary schedule.	Levitt, Jamie A.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
27-Aug-19	Correspond with internal working group and counsel for first and second liens regarding Uniti schedule (.3); prepare correspondence to White & Case regarding same (.5).	Rappoport, Steve	0.80	716.00
28-Aug-19	Review draft protective order.	Aikman, Amanda	0.20	185.00
28-Aug-19	Correspond with internal working group and other intervenors' counsel regarding final version of creditors' proposed Uniti adversary proceeding schedule and transmittal to Debtors (.6); correspond with internal working group and Kirkland team regarding same (.2).	Damast, Craig A.	0.80	740.00
28-Aug-19	Analyze proposed adversary proceeding schedule; analyze correspondence regarding same.	Ferraioli, Raff	0.20	110.00
28-Aug-19	Correspond with internal working group and Debtors regarding updated proposed schedule.	Goren, Todd M.	0.30	345.00
28-Aug-19	Review correspondence regarding Uniti adversary schedule (.3); review draft of protective order for Uniti adversary proceeding (.5).	Greer, Jocelyn Edith	0.80	560.00
28-Aug-19	Review proposed Uniti trial schedule (.2); correspond with C. Shore (UMB) regarding same (.2).	Marinuzzi, Lorenzo	0.40	520.00
28-Aug-19	Draft and send scheduling correspondence regarding Uniti adversary proceeding to Debtors.	Rappoport, Steve	0.30	268.50
29-Aug-19	Correspond with J. Greer, J. Levitt and S. Rappoport regarding potential expert witness.	Aikman, Amanda	0.10	92.50
29-Aug-19	Review proposed changes to protective order.	Goren, Todd M.	0.30	345.00
29-Aug-19	Review correspondence regarding Uniti adversary protective order (.2); correspond with Kirkland regarding potential expert witness for Uniti adversary proceeding (.2).	Greer, Jocelyn Edith	0.40	280.00
30-Aug-19	Analyze revised draft protective order prepared by White & Case (.2); correspond with J. Greer and S. Rappoport regarding same (.1); review correspondence regarding adversary proceeding schedule (.1).	Aikman, Amanda	0.40	370.00
30-Aug-19	Correspond with internal working group regarding protective order for Uniti adversary proceeding (.2); review correspondence regarding Uniti adversary schedule (.3); schedule call with Kirkland regarding potential expert witness (.2).	Greer, Jocelyn Edith	0.70	490.00
30-Aug-19	Correspond with internal working group and other counsel regarding Uniti adversary schedule.	Levitt, Jamie A.	0.40	490.00
30-Aug-19	Correspond with R. Howell (Kirkland) regarding Uniti adversary schedule (.3); correspond with internal working group regarding same (.3).	Rappoport, Steve	0.60	537.00
Total: 014	Other Litigation		107.30	103,454.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
Meetings and Communications with Creditors				
01-Aug-19	Correspond with Committee regarding intervention in Uniti adversary proceeding; correspond with Committee regarding initial mediation session.	Ferraioli, Raff	0.30	165.00
02-Aug-19	Correspond with Committee regarding stipulation to extend 365(d)(4) deadline with respect to Uniti master lease; correspond with internal working group regarding update to Committee on same.	Ferraioli, Raff	0.40	220.00
02-Aug-19	Review and revise status update to Committee.	Goren, Todd M.	0.30	345.00
06-Aug-19	Discuss agenda and presentation materials for upcoming Committee call with K. Richardson (.5); review and revise same (.3).	Damast, Craig A.	0.80	740.00
06-Aug-19	Correspond with Committee regarding case updates and status.	Ferraioli, Raff	0.30	165.00
06-Aug-19	Review and revise materials for Committee call (.7); call with AT&T regarding mediation (.4).	Goren, Todd M.	1.10	1,265.00
06-Aug-19	Prepare for Committee call (.4); review financial update from Alix (.3); call with Alix and Perella to review agenda for Committee call (.6); call with Committee members regarding status of mediation (.5).	Marinuzzi, Lorenzo	1.80	2,340.00
06-Aug-19	Draft agenda for upcoming Committee call (.3); discuss same and presentation materials with C. Damast (.5); review financial presentation from Alix (.7); provide comments to J. Wooding (Alix) regarding same (.2); review weekly trading update from Perella (.2).	Richardson Arnould, Ka	1.90	997.50
07-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.70	1,572.50
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Dopsch, Peter C.	1.10	1,265.00
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	1.10	605.00
07-Aug-19	Prepare for (.2) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); review Alix and Perella materials for call (.6).	Goren, Todd M.	1.90	2,185.00
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Marines, Jennifer L.	1.10	1,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3); call with J. Carr (UMB) regarding Committee bylaws (.3).	Marinuzzi, Lorenzo	1.40	1,820.00
07-Aug-19	Participate on weekly Committee call.	Peck, Geoffrey R.	0.80	900.00
07-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	1.10	1,017.50
07-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.3); draft initial agenda for next Committee call (.2); update Committee administrative documents (.2).	Richardson Arnould, Ka	2.10	1,102.50
08-Aug-19	Correspond with internal working group regarding update for Committee; correspond with Committee regarding same.	Ferraioli, Raff	0.20	110.00
08-Aug-19	Review and revise correspondence to Committee regarding mediation status and update (.7); correspond with J. Grudus (AT&T) regarding mediation (.2).	Goren, Todd M.	0.90	1,035.00
09-Aug-19	Correspond with Committee regarding mediation and update regarding challenge period; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
09-Aug-19	Review and revise update to Committee regarding Uniti schedule and mediation (.4); correspond with Committee members regarding mediation scheduling and attendance (.3).	Goren, Todd M.	0.70	805.00
09-Aug-19	Draft update to Committee regarding mediation and recently filed motion.	Richardson Arnould, Ka	0.30	157.50
12-Aug-19	Review and revise agenda for Committee call (.2); call with J. Grudus (AT&T) and B. Lohan (AT&T) regarding Committee call (.4).	Goren, Todd M.	0.60	690.00
12-Aug-19	Review and revise draft agenda for Committee call.	Richards, Erica J.	0.20	185.00
12-Aug-19	Draft agenda and Committee update for upcoming Committee call (.6); revise per comments from E. Richards (.3).	Richardson Arnould, Ka	0.90	472.50
13-Aug-19	Correspond with internal working group regarding agenda for upcoming Committee call (.3); review same (.3).	Damast, Craig A.	0.60	555.00
13-Aug-19	Prepare for (.1) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Ferraioli, Raff	0.70	385.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
13-Aug-19	Prepare for (.3) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.90	1,035.00
13-Aug-19	Participate on weekly Committee call regarding mediation update and case status (.4); follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.60	660.00
13-Aug-19	Call with R. Seltzer (CWA) regarding mediation (.3); participate on weekly Committee call regarding mediation update and case status (.4); follow-up discussion with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
13-Aug-19	Prepare for (.2) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.80	740.00
13-Aug-19	Prepare for (.2) and participate on (.4) weekly Committee call regarding mediation update and case status; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	0.80	420.00
14-Aug-19	Correspond with Committee regarding mediation status and case updates.	Ferraioli, Raff	0.30	165.00
15-Aug-19	Correspond with Committee regarding mediation update; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
16-Aug-19	Review and revise status update to Committee.	Goren, Todd M.	0.20	230.00
16-Aug-19	Review update to Committee and circulate.	Richardson Arnould, Ka	0.30	157.50
19-Aug-19	Draft update for Committee regarding upcoming hearing and case status; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
20-Aug-19	Review and revise draft agenda for upcoming Committee call (.3); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.60	555.00
20-Aug-19	Correspond and call with M. Wolford (Bull Communications) regarding case status and next steps (.6); call and correspond with R. Seltzer (CWA) regarding Committee call agenda (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
20-Aug-19	Review and revise summary of hearing and agenda for upcoming Committee call.	Richards, Erica J.	0.90	832.50
20-Aug-19	Draft agenda for upcoming Committee call (.5); revise same (.3); review financial presentation from Alix (.8); provide comments to J. Wooding (Alix) regarding same (.4); correspond with F. Munshi (Perella) regarding materials for distribution in advance of upcoming Committee call (.2).	Richardson Arnould, Ka	2.20	1,155.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
21-Aug-19	Prepare for (.7) and participate on (.9) weekly Committee call.	Damast, Craig A.	1.60	1,480.00
21-Aug-19	Prepare for (.3) and participate on (.9) weekly Committee call.	Ferraioli, Raff	1.20	660.00
21-Aug-19	Prepare for (.5) and participate on (.9) weekly Committee call; call with S. Lovett (Paul Weiss) regarding Uniti litigation (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
21-Aug-19	Participate on weekly Committee call.	Richards, Erica J.	0.90	832.50
21-Aug-19	Prepare for (.4) and participate on weekly Committee call (.9).	Richardson Arnould, Ka	1.30	682.50
27-Aug-19	Review and revise draft of agenda for upcoming Committee call (.4); discuss same with K. Richardson (.3); correspond with internal working group regarding same and update to Committee (.4).	Damast, Craig A.	1.10	1,017.50
27-Aug-19	Analyze agenda for upcoming Committee call (.1); correspond with internal working group regarding same (.1); correspond with Committee member regarding same (.1); analyze materials for upcoming Committee call (.7); correspond with Committee professionals regarding same (.2); discuss same with K. Richardson (.2).	Ferraioli, Raff	1.40	770.00
27-Aug-19	Draft agenda and update for upcoming Committee call (.7); discuss same with C. Damast (.3); correspond with Perella regarding materials for upcoming Committee call (.2); discuss same with R. Ferraioli (.2).	Richardson Arnould, Ka	1.40	735.00
28-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	1.60	1,480.00
28-Aug-19	Prepare for (.3) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	1.30	715.00
28-Aug-19	Prepare for (.2) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	1.20	1,380.00
28-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Levitt, Jamie A.	1.00	1,225.00
28-Aug-19	Prepare for (.1) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Marines, Jennifer L.	1.10	1,210.00
28-Aug-19	Prepare for (.7) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Marinuzzi, Lorenzo	1.70	2,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
28-Aug-19	Participate on weekly Committee call (.8); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	1.00	925.00
28-Aug-19	Prepare for (.6) and participate on (.8) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	1.60	840.00
29-Aug-19	Correspond with R. Seltzer (CWA) regarding status update.	Marinuzzi, Lorenzo	0.20	260.00
Total: 015	Meetings and Communications with Creditors		56.10	49,912.50
Non-Working Travel				
12-Aug-19	Travel to/from Kirkland for mediation.	Aikman, Amanda	1.10	1,017.50
14-Aug-19	Travel to/from Kirkland for mediation.	Aikman, Amanda	0.90	832.50
14-Aug-19	Travel to/from Kirkland for mediation.	Richards, Erica J.	0.30	277.50
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Aikman, Amanda	2.00	1,850.00
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Greer, Jocelyn Edith	1.20	840.00
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	2.20	2,860.00
20-Aug-19	Travel to/from White Plains for omnibus hearing.	Richards, Erica J.	1.70	1,572.50
Total: 016	Non-Working Travel		9.40	9,250.00
Relief from Stay and Adequate Protection				
08-Aug-19	Review notice of presentment and stipulation with Citibank regarding limited relief from automatic stay to effectuate a setoff.	Damast, Craig A.	0.20	185.00
13-Aug-19	Review lift stay reply for Florida action (.8); review U.S. Government pleading regarding Florida stay action (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
16-Aug-19	Review proposed order lifting stay for Apache nation.	Marinuzzi, Lorenzo	0.40	520.00
Total: 019	Relief from Stay and Adequate Protection		1.80	2,265.00
Reporting				
07-Aug-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
21-Aug-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
23-Aug-19	Correspond with T. Scheffer (Kirkland) regarding first day and cash reporting (.1); review same (.2).	Damast, Craig A.	0.30	277.50
28-Aug-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
Total: 020	Reporting		0.80	740.00
Valuation				
07-Aug-19	Correspond with Alix regarding valuation model.	Goren, Todd M.	0.30	345.00
Total: 022	Valuation		0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
Discovery				
01-Aug-19	Discuss document review status with K. Richardson (.2); correspond with P. Dopsch regarding discovery related to recharacterization analysis (.4); review document production for purposes of recharacterization claim (.1).	Bullard, Miranda	0.70	385.00
01-Aug-19	Discuss document review status with M. Bullard.	Richardson Arnould, Ka	0.20	105.00
02-Aug-19	Review and retrieve newly added dataroom files and circulate same to internal working group.	Delehanty, Danielle Ei	0.30	108.00
02-Aug-19	Correspond with D. Kaufman regarding Aurelius documents.	Greer, Jocelyn Edith	0.10	70.00
02-Aug-19	Review Aurelius documents (1.1); correspond with D. Kaufman regarding same (.3).	Levitt, Jamie A.	1.40	1,715.00
05-Aug-19	Prepare production documents for attorney review.	Chan, David**	0.80	256.00
05-Aug-19	Review correspondence regarding Aurelius document review.	Greer, Jocelyn Edith	0.40	280.00
05-Aug-19	Review correspondence regarding Aurelius document production and review.	Levitt, Jamie A.	0.40	490.00
05-Aug-19	Review and summarize key documents from second Aurelius production.	Westergaard, Lily Vale	1.10	577.50
06-Aug-19	Correspond with K. Richardson regarding document review process in connection with recharacterization claim.	Bullard, Miranda	0.10	55.00
06-Aug-19	Review and retrieve recently added documents to dataroom and circulate same to internal working group.	Delehanty, Danielle Ei	0.10	36.00
06-Aug-19	Review and summarize key documents from second Aurelius production.	Westergaard, Lily Vale	1.30	682.50
07-Aug-19	Review summary of second Aurelius production (.5); call with L. Westergaard regarding same (.3); review summary of findings and provide comments (.4).	Richardson Arnould, Ka	1.20	630.00
07-Aug-19	Finalize summary of second Aurelius production (.3); call with K. Richardson regarding same (.3).	Westergaard, Lily Vale	0.60	315.00
09-Aug-19	Review and retrieve newly added dataroom files and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00
10-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.20	630.00
11-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.80	945.00
12-Aug-19	Review document production relating to true lease recharacterization claim.	Bullard, Miranda	0.30	165.00
12-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	2.10	1,102.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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13-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.30	682.50
14-Aug-19	Review correspondence regarding Uniti and Gunderman depositions.	Greer, Jocelyn Edith	0.40	280.00
14-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.20	630.00
20-Aug-19	Correspond with internal working group, Perella and Alix teams regarding draft document requests directed to Uniti.	Damast, Craig A.	0.40	370.00
20-Aug-19	Review bankruptcy documents relating to document requests and related discovery.	Dopsch, Peter C.	0.40	460.00
20-Aug-19	Review correspondence regarding Uniti RFPs (.3); review correspondence regarding scheduling depositions in Windstream vs. Charter litigation (.6).	Greer, Jocelyn Edith	0.90	630.00
20-Aug-19	Review production materials provided by Aurelius.	Kaufman, David H.	0.80	980.00
20-Aug-19	Review correspondence regarding RFPs in Uniti action.	Levitt, Jamie A.	0.80	980.00
20-Aug-19	Review Debtors' proposed RFP to Uniti (.4); correspond with Perella and Alix teams regarding crafting document requests for Uniti (.3).	Marinuzzi, Lorenzo	0.70	910.00
21-Aug-19	Correspond with J. Greer regarding diligence related to Committee claims; discuss and correspond with Alix regarding same.	Ferraioli, Raff	0.20	110.00
21-Aug-19	Review document production by Aurelius.	Kaufman, David H.	2.90	3,552.50
22-Aug-19	Correspond with internal working group regarding comments and additions to draft document requests to Uniti (.4); review same (.5).	Damast, Craig A.	0.90	832.50
22-Aug-19	Follow up on issues related to document requests.	Dopsch, Peter C.	0.70	805.00
22-Aug-19	Analyze draft Uniti document requests; correspond with J. Greer regarding same.	Ferraioli, Raff	0.20	110.00
22-Aug-19	Correspond with internal working group regarding Debtors' Uniti RFPs.	Greer, Jocelyn Edith	0.60	420.00
22-Aug-19	Review document production from Aurelius.	Kaufman, David H.	1.60	1,960.00
22-Aug-19	Review list of document requests from Committee financial advisers for including in consolidated requests (.4); correspond with A. Aikman regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
23-Aug-19	Review Debtors' draft RFP and proposed edits.	Aikman, Amanda	0.60	555.00
23-Aug-19	Correspond with internal working group regarding revisions to Debtors' document requests for Uniti (.2); review same (.4).	Damast, Craig A.	0.60	555.00
23-Aug-19	Review and retrieve newly added dataroom files and circulate same to internal working group.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
23-Aug-19	Review draft of Uniti RFPs (.6); call with J. Greer regarding revisions to same (.9); review second draft of same (.4).	Dopsch, Peter C.	1.90	2,185.00
23-Aug-19	Call with P. Dopsch regarding Uniti RFPs (.9); revise same (.4).	Greer, Jocelyn Edith	1.30	910.00
23-Aug-19	Review document production from Aurelius.	Kaufman, David H.	1.10	1,347.50
24-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	2.70	1,417.50
25-Aug-19	Correspond with Kirkland regarding Uniti RFPs.	Greer, Jocelyn Edith	0.30	210.00
25-Aug-19	Conduct first-pass review of documents from fourth Aurelius production.	Westergaard, Lily Vale	1.70	892.50
26-Aug-19	Review revised RFP (.1); correspond with J. Greer regarding same (.1).	Aikman, Amanda	0.20	185.00
26-Aug-19	Correspond with A. McDonald (Kirkland) regarding draft of Uniti RFPs (.1); review same (.8).	Damast, Craig A.	0.90	832.50
26-Aug-19	Review updated Uniti RFPs.	Greer, Jocelyn Edith	0.80	560.00
26-Aug-19	Review updated Uniti RFPs.	Marinuzzi, Lorenzo	0.40	520.00
26-Aug-19	Review White & Case letter to Debtors regarding waiver of objection to discovery (.3); review Uniti related RFPs (.3).	Richardson Arnould, Ka	0.60	315.00
27-Aug-19	Update relativity database with newly uploaded Windstream dataroom materials.	Bergelson, Vadim	1.20	414.00
27-Aug-19	Review diligence documents for purposes of recharacterization claim.	Bullard, Miranda	0.30	165.00
27-Aug-19	Correspond with internal working group regarding current draft of document requests to Uniti (.3); review same (.4).	Damast, Craig A.	0.70	647.50
27-Aug-19	Review correspondence regarding Uniti RFPs.	Greer, Jocelyn Edith	0.60	420.00
27-Aug-19	Correspond with M. Bullard regarding documents related to recharacterization claim (.2); correspond with V. Bergelson regarding same (.6).	Richardson Arnould, Ka	0.80	420.00
28-Aug-19	Identify select Uniti documents in relativity (.3); create saved searches (.4).	Bergelson, Vadim	0.70	241.50
28-Aug-19	Review correspondence regarding depositions of A. Sites and E. Walker.	Greer, Jocelyn Edith	0.20	140.00
29-Aug-19	Review Uniti diligence responses.	Goren, Todd M.	1.40	1,610.00
30-Aug-19	Download incoming Windstream document production (.4); coordinate relativity database update (.7).	Bergelson, Vadim	1.10	379.50
30-Aug-19	Correspond with internal working group and White & Case team regarding discovery and Uniti claims.	Damast, Craig A.	0.40	370.00
30-Aug-19	Review and retrieve newly added dataroom files and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
30-Aug-19	Review correspondence relating to document production.	Dopsch, Peter C.	0.30	345.00
30-Aug-19	Review correspondence between J. Winters (White & Case) and E. Moskowitz (DPW) regarding failure to produce documents in response to UMB demand (.5); review White & Case letter to Hessler regarding objection to Uniti claims (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 023	Discovery		50.90	39,933.50
Hearings				
12-Aug-19	Prepare notice of adjournment of hearing (.2); file and coordinate service of same (.2).	Guido, Laura	0.40	150.00
16-Aug-19	Schedule CourtSolutions Aug. 20th telephonic hearing appearance for K. Richardson.	Guido, Laura	0.20	75.00
16-Aug-19	Correspond with D. Delehanty and L. Guido regarding upcoming omnibus hearing.	Richardson Arnould, Ka	0.30	157.50
19-Aug-19	Correspond with internal working group regarding update for Committee regarding upcoming omnibus hearing (.2); review agenda for same (.3); discuss hearing and materials with K. Richardson (.4).	Damast, Craig A.	0.90	832.50
19-Aug-19	Review agenda and draft index and prepare hearing binders for Aug. 20th hearing (2.8); correspond with Chambers regarding electronics orders and prepare same (.6); prepare additional binders for litigation team (1.0).	Delehanty, Danielle Ei	4.40	1,584.00
19-Aug-19	Correspond with K. Richardson regarding upcoming hearing; analyze agenda and materials for same.	Ferraioli, Raff	0.40	220.00
19-Aug-19	Prepare for hearing regarding intervention motion.	Greer, Jocelyn Edith	1.10	770.00
19-Aug-19	Review motions scheduled in preparation for upcoming omnibus hearing.	Richards, Erica J.	1.30	1,202.50
19-Aug-19	Correspond with Chambers, internal working group and D. Delehanty regarding upcoming hearing (2.7); discuss hearing and materials with C. Damast (.4).	Richardson Arnould, Ka	3.10	1,627.50
20-Aug-19	Attend omnibus hearing.	Aikman, Amanda	1.90	1,757.50
20-Aug-19	Attend omnibus hearing (1.9); review summary of hearing for Committee (.2); correspond with internal working group regarding same and revisions (.3).	Damast, Craig A.	2.40	2,220.00
20-Aug-19	Attend omnibus hearing.	Greer, Jocelyn Edith	1.90	1,330.00
20-Aug-19	Correspond with internal working group regarding intervention motion hearing.	Levitt, Jamie A.	0.20	245.00
20-Aug-19	Attend omnibus hearing.	Marinuzzi, Lorenzo	1.90	2,470.00
20-Aug-19	Attend omnibus hearing.	Richards, Erica J.	1.90	1,757.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
20-Aug-19	Attend omnibus hearing (telephonically) (1.9); draft summary of same (.9); revise same (.3).	Richardson Arnould, Ka	3.10	1,627.50
Total: 024	Hearings		25.40	18,026.50
Claims Investigation				
01-Aug-19	Draft memorandum regarding Uniti contingency analysis.	Richardson Arnould, Ka	4.60	2,415.00
02-Aug-19	Discuss memorandum regarding Uniti contingency analysis with R. Ferraioli (.3); conduct legal research regarding same and review (1.6); draft, review and revise insert for memorandum (1.8); discuss same with K. Richardson (.3); review and revise other sections of memorandum (1.6).	Damast, Craig A.	5.60	5,180.00
02-Aug-19	Review correspondence regarding White & Case comments relating to recharacterization analysis.	Dopsch, Peter C.	0.20	230.00
02-Aug-19	Discuss memorandum regarding Uniti contingency analysis with C. Damast (.3); conduct and analyze legal research regarding same (.8); analyze draft of same (1.6); revise same (1.9); correspond with K. Richardson regarding same (.2).	Ferraioli, Raff	4.80	2,640.00
02-Aug-19	Conduct and analyze research regarding pending sale leaseback reclassification litigation in Gypsum Resources.	Marines, Jennifer L.	0.90	990.00
02-Aug-19	Review and revise draft memorandum regarding Uniti contingency analysis (.9); correspond with internal working group regarding memorandum observations and follow up points (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
02-Aug-19	Draft memorandum regarding Uniti contingency analysis (3.8); draft insert for memorandum (2.1); discuss same with C. Damast (.3); research REIT issues (.6); correspond with R. Ferraioli regarding memorandum and revise accordingly (.6); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	7.60	3,990.00
03-Aug-19	Review and revise Uniti contingency analysis (3.1); correspond with R. Ferraioli and K. Richardson regarding same and comments (.3); correspond with internal working group regarding same, further comments and revisions (.9).	Damast, Craig A.	4.30	3,977.50
03-Aug-19	Analyze comments to Uniti contingency analysis memorandum; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
04-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum and analysis of issues.	Damast, Craig A.	0.80	740.00
05-Aug-19	Analyze Uniti contingency analysis memorandum.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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06-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum and revisions (.6); discuss same and additional research with K. Richardson (.8); review and revise same (.7); discuss same, revisions and additional research issues with T. Goren (.5).	Damast, Craig A.	2.60	2,405.00
06-Aug-19	Review status of Uniti contingency analysis memorandum.	Ferraioli, Raff	0.40	220.00
06-Aug-19	Review and revise Uniti contingency analysis memorandum regarding potential scenarios (.4); discuss same, revisions and additional research issues with C. Damast (.5).	Goren, Todd M.	0.90	1,035.00
06-Aug-19	Revise memorandum for Committee regarding potential Uniti contingency analysis (.8); revise same per comments from L. Marinuzzi (.5); conduct legal research per comments from T. Goren in connection with same (1.2); discuss Uniti contingency analysis regarding revisions and additional research with C. Damast (.8).	Richardson Arnould, Ka	3.30	1,732.50
07-Aug-19	Review and revise memorandum regarding Uniti contingency analysis.	Marinuzzi, Lorenzo	1.40	1,820.00
08-Aug-19	Review correspondence from K. Richardson relating to Uniti contingency analysis memorandum.	Bullard, Miranda	0.10	55.00
08-Aug-19	Review summary of Uniti Q2 results (.3); correspond with K. Richardson regarding Uniti contingency analysis memorandum (.7); discuss same with K. Richardson (.6); brief research regarding same (.6).	Damast, Craig A.	2.20	2,035.00
08-Aug-19	Conduct legal research and analyze Uniti filings in connection with Uniti contingency analysis memorandum (4.9); revise same (2.4); discuss same with C. Damast (.6).	Richardson Arnould, Ka	7.90	4,147.50
09-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum.	Damast, Craig A.	0.30	277.50
09-Aug-19	Conduct legal research regarding Uniti contingency analysis (1.1); further revise memorandum for Committee regarding same (1.7).	Richardson Arnould, Ka	2.80	1,470.00
12-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum (.3); review current draft of same (.5).	Damast, Craig A.	0.80	740.00
12-Aug-19	Review and revise draft memorandum regarding Uniti contingency analysis.	Richards, Erica J.	1.30	1,202.50
13-Aug-19	Correspond with P. Dopsch regarding true lease recharacterization memorandum.	Bullard, Miranda	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
13-Aug-19	Correspond with internal working group regarding comments to Uniti contingency analysis memorandum (.3); review same (.3).	Damast, Craig A.	0.60	555.00
13-Aug-19	Cite-check memorandum regarding Uniti contingency analysis.	Guido, Laura	2.10	787.50
13-Aug-19	Review and revise memorandum regarding Uniti contingency analysis and reactions.	Marinuzzi, Lorenzo	1.30	1,690.00
13-Aug-19	Further revise memorandum regarding Uniti contingency analysis per comments by E. Richards.	Richardson Arnould, Ka	1.10	577.50
14-Aug-19	Correspond with internal working group regarding revisions to Uniti contingency analysis memorandum (.3); review same (.3).	Damast, Craig A.	0.60	555.00
14-Aug-19	Analyze comments to (.2) and revise (.8) Uniti contingency analysis memorandum.	Ferraioli, Raff	1.00	550.00
14-Aug-19	Revise memorandum regarding Uniti contingency analysis.	Marinuzzi, Lorenzo	1.10	1,430.00
14-Aug-19	Further revise memorandum regarding Uniti contingency analysis.	Richardson Arnould, Ka	2.30	1,207.50
15-Aug-19	Review status of analysis of Uniti claims (.4); review materials regarding 2015 solvency (.3); review analysis of solvency law (.9).	Marinuzzi, Lorenzo	1.60	2,080.00
19-Aug-19	Review Uniti contingency analysis memorandum (.3); revise same (2.1); correspond with internal working group regarding same (.2); discuss same with K. Richardson (.2).	Damast, Craig A.	2.80	2,590.00
19-Aug-19	Review Uniti contingency analysis memorandum (.2); discuss same with C. Damast (.2).	Richardson Arnould, Ka	0.40	210.00
20-Aug-19	Correspond with internal working group regarding Uniti contingency analysis memorandum (.2); discuss same with R. Ferraioli and K. Richardson (.8); review and revise Uniti contingency analysis memorandum (2.4); correspond with K. Richardson regarding same and revisions (.4); correspond with T. Goren regarding same (.3).	Damast, Craig A.	4.10	3,792.50
20-Aug-19	Discuss Uniti contingency analysis memorandum with C. Damast and K. Richardson (.8); analyze comments to same (.3); conduct and analyze legal research regarding same (.6); revise same (.4); correspond with T. Goren regarding same (.2).	Ferraioli, Raff	2.30	1,265.00
20-Aug-19	Review and revise updated correspondence regarding potential Uniti scenarios.	Goren, Todd M.	0.60	690.00
20-Aug-19	Review status of Aurelius document review and claims analysis (.6); review and finalize Uniti contingency analysis (.5).	Marinuzzi, Lorenzo	1.10	1,430.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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20-Aug-19	Discuss Uniti contingency analysis memorandum with R. Ferraioli and C. Damast (.8); revise and review same (1.3).	Richardson Arnould, Ka	2.10	1,102.50
21-Aug-19	Review final version of Uniti contingency analysis memorandum.	Damast, Craig A.	0.50	462.50
21-Aug-19	Follow up on additional analysis relating to recharacterization.	Dopsch, Peter C.	0.60	690.00
21-Aug-19	Correspond with K. Richardson regarding key Windstream personnel.	Ferraioli, Raff	0.10	55.00
21-Aug-19	Review SEC filings in connection with potential Uniti claims (.2); correspond with L. Marinuzzi regarding same (.1).	Richardson Arnould, Ka	0.30	157.50
22-Aug-19	Participate in weekly claims investigation meeting.	Aikman, Amanda	0.50	462.50
22-Aug-19	Correspond with internal working group regarding claims investigation meeting (.2); participate in weekly claims investigation meeting (.5); correspond with J. Wooding (Alix) regarding entity by entity asset analysis regarding Uniti investigation (.2); review same (.3); correspond with internal working group regarding same and need for asset analysis (.3); review asset spreadsheet (.3).	Damast, Craig A.	1.80	1,665.00
22-Aug-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.50	575.00
22-Aug-19	Participate in weekly claims investigation meeting.	Ferraioli, Raff	0.50	275.00
22-Aug-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.50	350.00
22-Aug-19	Participate in weekly claims investigation meeting.	Levitt, Jamie A.	0.50	612.50
22-Aug-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.50	550.00
22-Aug-19	Prepare for (.4) and participate in (.5) weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.90	1,170.00
22-Aug-19	Participate in weekly claims investigation meeting.	Rappoport, Steve	0.50	447.50
22-Aug-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.50	462.50
22-Aug-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.50	262.50
26-Aug-19	Discuss status of claims investigation with P. Dopsch.	Bullard, Miranda	0.20	110.00
26-Aug-19	Discuss status of claims investigation with M. Bullard.	Dopsch, Peter C.	0.20	230.00
28-Aug-19	Review Alix materials and spreadsheet of recharacterization asset recovery analysis.	Damast, Craig A.	0.80	740.00
28-Aug-19	Follow up on filings relating to recharacterization claims.	Dopsch, Peter C.	0.80	920.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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29-Aug-19	Correspond with J. Greer and R. Ferraioli regarding claims investigation meeting (.2); correspond with P. Dopsch regarding same (.2); prepare for (.4) and participate in (.5) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.3); correspond with E. Richards regarding same (.3); review and analyze Alix spreadsheets regarding entity by entity asset values regarding Uniti transaction and list of Uniti transferors (1.4).	Damast, Craig A.	3.30	3,052.50
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Dopsch, Peter C.	0.80	920.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Ferraioli, Raff	0.80	440.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Greer, Jocelyn Edith	0.80	560.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Richards, Erica J.	0.80	740.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Richardson Arnould, Ka	0.80	420.00
29-Aug-19	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same and next steps (.3).	Westergaard, Lily Vale	0.80	420.00
30-Aug-19	Correspond with internal working group and Alix team regarding Uniti spin-off asset value and obligor vs. non-obligor analysis (.3); review and analyze same (1.4); correspond with E. Richards and R. Ferraioli regarding same (.6).	Damast, Craig A.	2.30	2,127.50
30-Aug-19	Review presentation by Alix regarding value of assets transferred to Uniti.	Richardson Arnould, Ka	0.40	210.00
Total: 026	Claims Investigation		101.40	78,977.50
Lien Investigation				
02-Aug-19	Correspond with internal working group regarding lien investigation letter to lenders and comments (.3); review same (.3).	Damast, Craig A.	0.60	555.00
02-Aug-19	Correspond with internal working group regarding lien investigation letter to lenders; analyze comments to same; revise same.	Ferraioli, Raff	0.40	220.00
02-Aug-19	Review updated lien investigation letter to lenders (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
02-Aug-19	Review and revise updated lien investigation letter to lenders.	Marinuzzi, Lorenzo	1.20	1,560.00
02-Aug-19	Review and further revise second lien investigation letter to lenders.	Richards, Erica J.	0.30	277.50
02-Aug-19	Review iterations of Committee letter regarding lien investigation.	Richardson Arnould, Ka	0.70	367.50
05-Aug-19	Correspond with E. Richards regarding lien investigation letter to lenders; analyze same; correspond with lenders regarding same.	Ferraioli, Raff	0.40	220.00
05-Aug-19	Review updated lien investigation letter to lenders regarding challenge claims.	Goren, Todd M.	0.30	345.00
07-Aug-19	Correspond with internal working group and various lenders' counsel regarding Committee's lien investigation letter and deadline.	Damast, Craig A.	0.30	277.50
07-Aug-19	Correspond with lenders regarding lien investigation.	Goren, Todd M.	0.20	230.00
07-Aug-19	Conduct legal research regarding ability to avoid liens on certain assets.	Richards, Erica J.	1.10	1,017.50
08-Aug-19	Correspond with L. Marinuzzi regarding lien challenge stipulations.	Ferraioli, Raff	0.40	220.00
08-Aug-19	Call with lenders regarding lien investigation letter (.4); review updated draft of letter and supporting documents (.4).	Goren, Todd M.	0.80	920.00
08-Aug-19	Correspond with N. Baker (STB) regarding challenge extension letter (.3); review draft lien investigation letter (.4); call with lenders regarding lien investigation letter (.4).	Marinuzzi, Lorenzo	1.10	1,430.00
08-Aug-19	Correspond with L. Sullivan regarding research on certain liens and review summary of same (.2); call with lenders regarding lien investigation letter (.4).	Richards, Erica J.	0.60	555.00
09-Aug-19	Correspond with internal working group and lenders' counsel regarding lien investigation letter and issues.	Damast, Craig A.	0.30	277.50
09-Aug-19	Review proposed changes to lien investigation letter to lenders.	Goren, Todd M.	0.40	460.00
09-Aug-19	Analyze proposed revisions to lien investigation letter to lenders.	Richards, Erica J.	0.10	92.50
09-Aug-19	Correspond with E. Richards regarding research on treatment of certain assets under bankruptcy code.	Sullivan, Lauren Marie	0.20	150.00
09-Aug-19	Review document productions from STB for security documentation (.4); compile list of remaining document requests (.6).	Sullivan, Lauren Marie	1.00	750.00
11-Aug-19	Correspond with internal working group regarding lien investigation letter, challenge extension and comments.	Damast, Craig A.	0.70	647.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
11-Aug-19	Review issues related to certain assets and claims of secured creditors.	Dopsch, Peter C.	1.20	1,380.00
11-Aug-19	Review updated lien investigation letter (.2); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.40	460.00
12-Aug-19	Correspond with internal working group regarding lien investigation letter to lenders, extension of challenge deadline and comments (.8); correspond with White & Case team regarding same (.3).	Damast, Craig A.	1.10	1,017.50
12-Aug-19	Meet with S. Jensen, G. Peck and L. Sullivan regarding revised lien investigation.	Dopsch, Peter C.	0.30	345.00
12-Aug-19	Review and revise draft lien investigation letter.	Goren, Todd M.	0.40	460.00
12-Aug-19	Meet with G. Peck, P. Dopsch and L. Sullivan regarding revised lien investigation letter (.3); review list of subsidiaries for which we have not received joinders (.1); review dataroom (.2).	Jensen, Sofie	0.60	165.00
12-Aug-19	Review and revise lien investigation letter extending challenge deadline.	Marinuzzi, Lorenzo	0.60	780.00
12-Aug-19	Review lien issues (.5); meet with S. Jensen, L. Sullivan and P. Dopsch regarding revised lien investigation letter (.3).	Peck, Geoffrey R.	0.80	900.00
12-Aug-19	Revise updated lien investigation letter and circulate same to parties in interest.	Richards, Erica J.	1.10	1,017.50
12-Aug-19	Meet with G. Peck, P. Dopsch and S. Jensen regarding revised lien investigation letter (.3); draft revisions to claims letter (1.8).	Sullivan, Lauren Marie	2.10	1,575.00
12-Aug-19	Review document productions from STB regarding lien review.	Sullivan, Lauren Marie	0.70	525.00
13-Aug-19	Review additional joinders to security agreement and update from lien team.	Marinuzzi, Lorenzo	0.40	520.00
13-Aug-19	Correspond with lenders regarding status of lien investigation letter and challenge extension.	Richards, Erica J.	0.10	92.50
18-Aug-19	Correspond with internal working group regarding status of challenge deadline extension.	Damast, Craig A.	0.20	185.00
18-Aug-19	Correspond with internal working group regarding STB revisions to lien investigation letter and research regarding collateral.	Sullivan, Lauren Marie	0.80	600.00
20-Aug-19	Correspond with internal working group and various lenders' counsel regarding challenge deadline extension.	Damast, Craig A.	0.40	370.00
20-Aug-19	Analyze correspondence regarding challenge extension.	Ferraioli, Raff	0.10	55.00
20-Aug-19	Correspond and call with 1L lender counsel regarding extension of challenge deadline.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
21-Aug-19	Correspond with lender group regarding challenge deadline extension.	Richards, Erica J.	0.10	92.50
22-Aug-19	Review and analyze property category spreadsheet.	Peck, Geoffrey R.	1.90	2,137.50
26-Aug-19	Meet with G. Peck, S. Jensen and L. Sullivan regarding lien review.	Dopsch, Peter C.	0.70	805.00
26-Aug-19	Meet with G. Peck, P. Dopsch and L. Sullivan regarding lien review.	Jensen, Sofie	0.70	192.50
26-Aug-19	Meet with P. Dopsch, S. Jensen and L. Sullivan regarding lien review.	Peck, Geoffrey R.	0.70	787.50
26-Aug-19	Meet with G. Peck, S. Jensen and P. Dopsch regarding lien review (.7); research same and draft summary of findings (1.5).	Sullivan, Lauren Marie	2.20	1,650.00
30-Aug-19	Draft and update overview of guarantors (4.4); correspond with E. Richards regarding same (.2).	Jensen, Sofie	4.60	1,265.00
Total: 027	Lien Investigation		34.50	29,420.00

Other Motions/Applications

02-Aug-19	Review M. Hiding (customer) letter to court regarding local and long distance charges.	Damast, Craig A.	0.10	92.50
11-Aug-19	Correspond with internal working group regarding Committee's standing motion and adjournment.	Damast, Craig A.	0.20	185.00
11-Aug-19	Correspond with M. Brod (Milbank) regarding standing motion.	Goren, Todd M.	0.20	230.00
12-Aug-19	Analyze and finalize notice of adjournment of standing motion.	Richardson Arnould, Ka	1.10	577.50
Total: 029	Other Motions/Applications		1.60	1,085.00

Time Entry Review

19-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.70	935.00
20-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.20	1,210.00
21-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.20	1,210.00
22-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00
26-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.30	1,265.00
26-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines (.4); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
27-Aug-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
27-Aug-19	Review and revise invoice for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	0.90	1,170.00
Total: 032	Time Entry Review		10.50	6,435.00
Mediation				
01-Aug-19	Prepare for (.7) and attend (5.1) initial mediation session; correspond with internal working group regarding same (.3); correspond with R. Ferraioli regarding summary of mediation session for Committee (.2); review and revise same (.3); discuss contents of Committee's mediation statement with T. Goren and R. Ferraioli (.3).	Damast, Craig A.	6.90	6,382.50
01-Aug-19	Prepare for (.7) and attend (5.1) initial mediation session; discuss contents of Committee's mediation statement with T. Goren and C. Damast (.3).	Ferraioli, Raff	6.10	3,355.00
01-Aug-19	Attend initial mediation session (5.1); discuss contents of Committee's mediation statement with C. Damast and R. Ferraioli (.3).	Goren, Todd M.	5.40	6,210.00
01-Aug-19	Review report from mediation (.4); review status of mediation statement and outline (.8); review financial information for mediation report (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
01-Aug-19	Attend initial Uniti mediation session (partial).	Rappoport, Steve	4.30	3,848.50
02-Aug-19	Discuss Uniti mediation with S. Rappoport.	Aikman, Amanda	0.10	92.50
02-Aug-19	Correspond with Committee member regarding mediation; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
02-Aug-19	Correspond with UMB regarding attendance at mediation.	Goren, Todd M.	0.20	230.00
02-Aug-19	Review summary of mediation agreement with Uniti (.5); call R. Howell (Kirkland) regarding scheduling (.3); discuss Uniti mediation with A. Aikman (.1).	Rappoport, Steve	0.90	805.50
04-Aug-19	Correspond with internal working group regarding mediation statement (.2); correspond with F. Munshi (Perella) regarding same (.2); draft mediation statement (1.5).	Ferraioli, Raff	1.90	1,045.00
05-Aug-19	Correspond with R. Ferraioli and E. Richards regarding draft of Committee's mediation statement (.8); review and brief comments to draft of same (1.4); discuss same with R. Ferraioli (.4); correspond with internal working group regarding comments to Committee's mediation statement (.4); review updated draft (.6).	Damast, Craig A.	3.60	3,330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5853864
Invoice Date: September 26, 2019

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05-Aug-19	Correspond with internal working group regarding upcoming mediation sessions (.2); conduct and analyze legal research regarding Committee's mediation statement (.6); draft same (2.9); discuss same with C. Damast (.4); analyze comments to same (.7); revise same (.9); review status of financial materials for submission with L. Marinuzzi (.4).	Ferraioli, Raff	6.10	3,355.00
05-Aug-19	Review and revise mediation statement (.9); call with J. Carr (UMB) regarding UMB role in mediation (.4); review key mediation open points with L. Marinuzzi (.4).	Goren, Todd M.	1.70	1,955.00
05-Aug-19	Review draft mediation statement.	Marines, Jennifer L.	0.90	990.00
05-Aug-19	Review mediation coverage and scope (.6); review and revise draft mediation statement (1.8); review key mediation open points with T. Goren (.4); call with B. Lohan (AT&T) regarding coverage for mediation and settlement authority (.4); call with J. Carr (UMB) regarding UMB role in mediation (.4); review mediation order regarding confidentiality of submissions and financial analysis (.6); review status of financial materials for submission with R. Ferraioli (.4).	Marinuzzi, Lorenzo	4.60	5,980.00
06-Aug-19	Review mediation statement.	Bullard, Miranda	0.10	55.00
06-Aug-19	Review and revise current drafts of mediation statement (2.8); discuss same and revisions with R. Ferraioli (.6); correspond with internal working group regarding comments and revisions to same (.9); correspond with Alix and Perella teams regarding same and comments (.4).	Damast, Craig A.	4.70	4,347.50
06-Aug-19	Conduct and analyze legal research in connection with mediation statement (1.1); correspond with internal working group regarding upcoming mediation sessions (.2); analyze comments to mediation statement (1.3); discuss same and revisions with C. Damast (.6); revise same (3.6).	Ferraioli, Raff	6.80	3,740.00
06-Aug-19	Review and revise mediation statement (1.6); correspond with Perella regarding same (.2); call with B. Weiland (Kirkland) regarding mediation (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	2.40	2,760.00
06-Aug-19	Review and revise mediation statement.	Marinuzzi, Lorenzo	2.70	3,510.00
06-Aug-19	Review Committee mediation statement.	Richardson Arnould, Ka	0.80	420.00
07-Aug-19	Correspond with S. Rappoport regarding mediation (.2); review correspondence regarding same (.1).	Aikman, Amanda	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
07-Aug-19	Correspond with internal working group, Alix and Perella teams regarding mediation statement and comments (.5); review and revise current drafts of mediation statement (1.6); discuss same and revisions with R. Ferraioli (.4); correspond with internal working group regarding same and comments (.6); revise same (1.2); discuss same and revisions with T. Goren and R. Ferraioli (.6); correspond with B. Mendelsohn (Perella) regarding comments to mediation statement (.2); review same (.6); correspond with internal working group regarding same (.4).	Damast, Craig A.	6.10	5,642.50
07-Aug-19	Analyze comments to mediation statement (.9); discuss same and revisions with C. Damast (.4); revise mediation statement (1.4); discuss same with C. Damast and T. Goren (.6); coordinate submission of mediation statement with D. Delehanty (.3); analyze and compile materials for upcoming mediation sessions (.9); correspond with J. Grudus (AT&T) regarding same (.3).	Ferraioli, Raff	4.80	2,640.00
07-Aug-19	Review and revise updated drafts of mediation statement (.2); discuss same with C. Damast and R. Ferraioli (.6); review comments from Perella regarding same (.3); correspond with Perella and Alix regarding same (.2).	Goren, Todd M.	1.30	1,495.00
07-Aug-19	Review Committee mediation statement draft and revisions (1.6); correspond with internal working group regarding same (.2).	Levitt, Jamie A.	1.80	2,205.00
07-Aug-19	Review and finalize mediation statement.	Marinuzzi, Lorenzo	1.60	2,080.00
07-Aug-19	Review and revise draft mediation statement.	Richards, Erica J.	1.10	1,017.50
08-Aug-19	Correspond with B. Weiland (Kirkland) regarding mediation statement instructions (.1); review same (.1); review and revise current drafts of mediation statement (3.7); discuss same and revisions with T. Goren and R. Ferraioli (.9); discuss same and submission with R. Ferraioli (.7); correspond with T. Goren, Perella and Alix teams regarding upcoming mediation sessions and logistics (.3); review update to Committee members regarding mediation statement and submission, timing and logistics (.3); correspond with R. Ferraioli and Judge Chapman's Chambers regarding mediation statement and ancillary document submissions (.3).	Damast, Craig A.	6.40	5,920.00
08-Aug-19	Review mediation statement and prepare same for delivery to mediators.	Delehanty, Danielle Ei	1.40	504.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
08-Aug-19	Analyze comments to mediation statement (1.9); discuss same and revisions with T. Goren and C. Damast (.9); revise same (2.2); discuss same and submission with C. Damast (.7).	Ferraioli, Raff	5.70	3,135.00
08-Aug-19	Review and revise draft mediation statement (1.7); discuss same and revisions with C. Damast and R. Ferraioli (.9); review supporting materials regarding same (1.3); call with B. Weiland (Kirkland) regarding mediation (.2); review correspondence with J. Eisen (SDNY) regarding mediation schedule (.2).	Goren, Todd M.	4.30	4,945.00
08-Aug-19	Review Committee mediation statement and revisions (1.4); review correspondence regarding mediation planning and statements (.3).	Levitt, Jamie A.	1.70	2,082.50
08-Aug-19	Finalize mediation statement.	Marinuzzi, Lorenzo	1.60	2,080.00
09-Aug-19	Correspond with internal working group regarding Judge Chapman update on Uniti mediation logistics.	Damast, Craig A.	0.30	277.50
09-Aug-19	Draft index and prepare mediation binders for upcoming mediation.	Delehanty, Danielle Ei	0.80	288.00
09-Aug-19	Correspond with internal working group regarding mediation attendees; coordinate with D. Delehanty regarding mediation materials; correspond with mediator regarding mediation materials.	Ferraioli, Raff	0.40	220.00
09-Aug-19	Review and revise mediation materials.	Guido, Laura	0.80	300.00
09-Aug-19	Review mediation statements.	Levitt, Jamie A.	1.40	1,715.00
11-Aug-19	Correspond with internal working group regarding upcoming mediation sessions and logistics.	Damast, Craig A.	0.40	370.00
11-Aug-19	Correspond with internal working group regarding mediation coverage.	Goren, Todd M.	0.30	345.00
12-Aug-19	Attend mediation session.	Aikman, Amanda	3.20	2,960.00
12-Aug-19	Correspond with internal working group regarding mediation session and logistics.	Damast, Craig A.	0.60	555.00
12-Aug-19	Correspond with internal working group regarding status of mediation.	Ferraioli, Raff	0.10	55.00
12-Aug-19	Attend mediation session.	Goren, Todd M.	3.20	3,680.00
12-Aug-19	Prepare for (.9) and attend (3.2) mediation session; draft note to Committee regarding mediation (.4); call with J. Grudus (AT&T) and D. Amador (PBGC) regarding mediation and role of principals (.8).	Marinuzzi, Lorenzo	5.30	6,890.00
12-Aug-19	Attend mediation session.	Richards, Erica J.	3.20	2,960.00
13-Aug-19	Correspond with internal working group and Judge Chapman regarding upcoming mediation session and Perella materials (.2); review same (.4).	Damast, Craig A.	0.60	555.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
13-Aug-19	Discuss upcoming mediation session with T. Goren (.1); analyze materials in connection with same (.4); correspond with internal working group regarding same (.1); correspond with mediator regarding mediation materials (.1).	Ferraioli, Raff	0.70	385.00
13-Aug-19	Review and revise mediation materials from Perella (.8); correspond with Perella regarding same (.3); discuss upcoming mediation session with R. Ferraioli (.1).	Goren, Todd M.	1.20	1,380.00
13-Aug-19	Review and revise mediation materials from Perella.	Marinuzzi, Lorenzo	1.20	1,560.00
13-Aug-19	Review draft Perella materials for mediation (.6); draft and revise list of Committee mediation participants for mediator (.6).	Richards, Erica J.	1.20	1,110.00
14-Aug-19	Attend mediation session.	Aikman, Amanda	7.90	7,307.50
14-Aug-19	Correspond with internal working group regarding summary of mediation session (.2); review same (.2).	Damast, Craig A.	0.40	370.00
14-Aug-19	Attend mediation session.	Ferraioli, Raff	7.90	4,345.00
14-Aug-19	Correspond with internal working group regarding mediation.	Levitt, Jamie A.	0.30	367.50
14-Aug-19	Attend mediation session (7.9); review and revise update for Committee regarding mediation (.3).	Marinuzzi, Lorenzo	8.20	10,660.00
14-Aug-19	Attend mediation session.	Richards, Erica J.	7.90	7,307.50
15-Aug-19	Analyze correspondence regarding upcoming mediation session; review status of same.	Ferraioli, Raff	0.20	110.00
15-Aug-19	Correspond with internal working group regarding status of mediation.	Goren, Todd M.	0.30	345.00
18-Aug-19	Correspond with internal working group regarding Uniti mediation status and schedule.	Damast, Craig A.	0.30	277.50
18-Aug-19	Analyze update regarding mediation.	Ferraioli, Raff	0.10	55.00
19-Aug-19	Correspond with F. Munshi (Perella) regarding latest Uniti settlement proposal (.1); review same (.2); review comparison of latest proposals (.4).	Damast, Craig A.	0.70	647.50
19-Aug-19	Analyze Perella analysis of mediation proposal and business plan.	Ferraioli, Raff	0.40	220.00
20-Aug-19	Correspond with L. Marinuzzi regarding mediation status.	Goren, Todd M.	0.40	460.00
21-Aug-19	Correspond with internal working group regarding upcoming conference with Judge Chapman and logistics (.3); review Debtors' counterproposal to Uniti (.3).	Damast, Craig A.	0.60	555.00
21-Aug-19	Analyze mediation update; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
21-Aug-19	Review status of mediation and report from C. Shore (UMB) regarding discussions (.6); review Uniti proposal to Windstream (.6); review Windstream proposal to Uniti (.6); consider implications on timing and mediation reaction (.6); correspond with Perella regarding Uniti proposal (.2).	Marinuzzi, Lorenzo	2.60	3,380.00
22-Aug-19	Correspond with internal working group, Alix and Perella teams regarding upcoming call with mediator.	Damast, Craig A.	0.30	277.50
22-Aug-19	Correspond and call with mediator to review status of negotiations and process (.5); draft memorandum to internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
23-Aug-19	Participate on mediation update call.	Ferraioli, Raff	0.50	275.00
23-Aug-19	Prepare for (.3) and participate on (.5) mediation update call; correspond with C. Shore (UMB) regarding same (.3).	Marinuzzi, Lorenzo	1.10	1,430.00
23-Aug-19	Participate on mediation update call.	Richards, Erica J.	0.50	462.50
26-Aug-19	Correspond with internal working group, Alix and Perella teams regarding mediation and upcoming call with Judge Chapman (.4); correspond with E. Richards regarding same and mediation status (.4).	Damast, Craig A.	0.80	740.00
27-Aug-19	Correspond with internal working group regarding Uniti mediation and upcoming sessions (.3); participate on mediation update call with mediator and mediation parties (.3); review proposed mediation dates (.1); correspond with internal working group and Committee members regarding same (.2).	Damast, Craig A.	0.90	832.50
27-Aug-19	Correspond with internal working group regarding proposed mediation sessions; participate on mediation update call with mediator and meditation parties.	Ferraioli, Raff	0.40	220.00
27-Aug-19	Participate on mediation update call with mediator and meditation parties (.3); follow-up call with C. Shore (UMB) regarding mediation and next steps (.2); review mediation order regarding confidentiality (.6); review internal plan for mediation sessions and presentations (.8); call with K. Nystrom (Alix) regarding strategy for mediation and claim estimates (.4); draft memorandum to internal working group regarding mediation preparation (.4).	Marinuzzi, Lorenzo	2.70	3,510.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
28-Aug-19	Correspond with internal working group regarding mediation status and preparation of presentation for same (.4); discuss same with E. Richards (.2) and R. Ferraioli (.2); correspond with internal working group regarding upcoming internal meeting and need for Perella presentation regarding Uniti lease negotiations and impact on unsecured creditor recoveries (.6).	Damast, Craig A.	1.40	1,295.00
28-Aug-19	Discuss mediation status and preparation of presentation for same with C. Damast.	Ferraioli, Raff	0.20	110.00
28-Aug-19	Review Perella analysis of recent offer (.7); correspond with Alix and Perella regarding additional analyses for mediator (.4).	Goren, Todd M.	1.10	1,265.00
28-Aug-19	Correspond with B. Weiland (Kirkland) regarding review of materials shared between Debtors and Uniti in mediation (.4); review materials supporting offers (.4); correspond with Perella regarding due diligence in mediation (.4); draft memorandum to internal working group regarding preparation of presentations for mediation and next steps (.6); correspond with B. Mendelsohn (Perella) regarding assumptions for mediation waterfall (.6); correspond with J. Grudus (AT&T) and B. Lohan (AT&T) regarding attendance at mediation (.2).	Marinuzzi, Lorenzo	2.60	3,380.00
28-Aug-19	Discuss mediation status and preparation of presentation for same with C. Damast.	Richards, Erica J.	0.20	185.00
28-Aug-19	Review Perella's presentation regarding latest Uniti proposal.	Richardson Arnould, Ka	0.60	315.00
29-Aug-19	Call with Alix and Perella regarding mediation analyses (.6); review key points of same (.5).	Goren, Todd M.	1.10	1,265.00
30-Aug-19	Correspond with internal working group regarding upcoming mediation session and logistics.	Damast, Craig A.	0.20	185.00
30-Aug-19	Analyze correspondence and status of recovery analysis for mediation.	Ferraioli, Raff	0.30	165.00
30-Aug-19	Review materials shared by Uniti in formulating offer (.4); review correspondence from Debtors to Perella regarding same (.2); correspond with UMB regarding mediation attendance (.3); review status of presentations to mediator regarding Uniti concessions and impact of litigation (.8).	Marinuzzi, Lorenzo	1.70	2,210.00
30-Aug-19	Review draft mediation materials regarding asset values (.6); correspond with internal working group regarding same (.2).	Richards, Erica J.	0.80	740.00
31-Aug-19	Analyze mediation recovery and asset analysis; analyze correspondence regarding same.	Ferraioli, Raff	0.30	165.00
Total: 034	Mediation		182.10	171,001.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Date	Services	Timekeeper	Hours	Value
Governmental/Regulatory				
01-Aug-19	Conduct legal research regarding FCC issues related to Uniti.	Plymale, Rachael K.	1.90	1,320.50
02-Aug-19	Conduct legal research regarding FCC issues related to Uniti (1.2); draft issue spotting outline regarding Uniti transaction (1.1).	Plymale, Rachael K.	2.30	1,598.50
05-Aug-19	Correspond with J. Palmore and E. Richards regarding memorandum regarding Uniti related FCC issues (.2); review same (.3); correspond with internal working group regarding same and revisions (.5); discuss same with R. Ferraioli (.4).	Damast, Craig A.	1.40	1,295.00
05-Aug-19	Discuss memorandum regarding Uniti related FCC issues and revisions with C. Damast.	Ferraioli, Raff	0.40	220.00
05-Aug-19	Review memorandum regarding potential FCC issues.	Goren, Todd M.	0.40	460.00
05-Aug-19	Review memorandum regarding potential FCC issues.	Marines, Jennifer L.	0.70	770.00
05-Aug-19	Review and revise draft memorandum regarding potential FCC issues.	Palmore, Joseph R.	0.30	337.50
05-Aug-19	Conduct legal research regarding potential FCC issues related to Uniti (2.1); draft issue spotting outline regarding Uniti transaction (1.6).	Plymale, Rachael K.	3.70	2,571.50
06-Aug-19	Review updated FCC issues memorandum.	Richards, Erica J.	0.60	555.00
Total: 035	Governmental/Regulatory		11.70	9,128.00
			Current Fees	552,527.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
 Invoice Date: September 26, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
19463	Aikman, Amanda	925.00	24.50	22,662.50
14140	Goren, Todd M.	1,150.00	55.10	63,365.00
10213	Kaufman, David H.	1,225.00	6.40	7,840.00
04458	Levitt, Jamie A.	1,225.00	20.90	25,602.50
17456	Marines, Jennifer L.	1,100.00	7.10	7,810.00
14116	Marinuzzi, Lorenzo	1,300.00	89.10	115,830.00
19284	Palmore, Joseph R.	1,125.00	0.30	337.50
12345	Peck, Geoffrey R.	1,125.00	6.20	6,975.00
20387	Bullard, Miranda	550.00	1.90	1,045.00
22181	Ferraioli, Raff	550.00	90.40	49,720.00
23534	Greer, Jocelyn Edith	700.00	35.60	24,920.00
20344	Plymale, Rachael K.	695.00	7.90	5,490.50
19721	Rappoport, Steve	895.00	12.10	10,829.50
21823	Richardson Arnould, Ka	525.00	71.00	37,275.00
23425	Sullivan, Lauren Marie	750.00	7.00	5,250.00
21829	Westergaard, Lily Vale	525.00	15.80	8,295.00
08676	Dopsch, Peter C.	1,150.00	11.50	13,225.00
14078	Richards, Erica J.	925.00	33.80	31,265.00
17323	Damast, Craig A.	925.00	119.80	110,815.00
13849	Guido, Laura	375.00	9.10	3,412.50
18387	Delehanty, Danielle Ei	360.00	23.90	8,604.00
23415	Jensen, Sofie	275.00	5.90	1,622.50
15029	Bergelson, Vadim	345.00	3.00	1,035.00
99850	Research Services*	350.00	0.30	105.00
99851	eDiscovery Services**	320.00	0.80	256.00
	Client Accommodation – ½ Non-Working Travel			(4,625.00)
	Client Accommodation – Time Entry Review			(6,435.00)
	TOTAL		659.40	552,527.50

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: 5853864
 Invoice Date: September 26, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	3.50	3,975.00
003	Assumption and Rejection of Leases and Contracts	10.30	9,037.50
005	Budgeting (Case)	0.70	385.00
006	Business Operations	0.70	865.00
007	Case Administration	22.00	14,747.00
008	Claims Administration and Objections	2.90	2,002.50
011	Employment and Fee Applications	25.50	12,602.50
014	Other Litigation	107.30	103,454.00
015	Meetings and Communications with Creditors	56.10	49,912.50
016	Non-Working Travel	9.40	9,250.00
019	Relief from Stay and Adequate Protection	1.80	2,265.00
020	Reporting	0.80	740.00
022	Valuation	0.30	345.00
023	Discovery	50.90	39,933.50
024	Hearings	25.40	18,026.50
026	Claims Investigation	101.40	78,977.50
027	Lien Investigation	34.50	29,420.00
029	Other Motions/Applications	1.60	1,085.00
032	Time Entry Review	10.50	6,435.00
034	Mediation	182.10	171,001.00
035	Governmental/Regulatory	11.70	9,128.00
	Client Accommodation – ½ Non-Working Travel		(4,625.00)
	Client Accommodation – Time Entry Review		(6,435.00)
TOTAL		659.40	552,527.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Disbursement Detail

Date	Description	Value
31-Aug-19	On-line Research - LEXIS	510.30
31-Aug-19	On-line Research - WESTLAW	1,121.40
31-Aug-19	Air Freight	21.37
22-Aug-19	Court filing service, CourtCall, K. Richardson, 8/20/19, hearing	72.00
01-Aug-19	Travel, train, T. Goren, travel to Wilmington for initial mediation session, 8/1/19	33.00
12-Aug-19	Travel, taxi/car service, L. Marinuzzi, travel to Kirkland for mediation session, 8/12/19	12.88
12-Aug-19	Travel, taxi/car service, E. Richards, travel to Kirkland for mediation session, 8/12/19	20.75
14-Aug-19	Travel, taxi/car service, L. Marinuzzi, travel to Kirkland for mediation session, 8/14/19	17.90
20-Aug-19	Travel, taxi/car service, E. Richards, travel to White Plains for hearing, 8/20/19	92.19
20-Aug-19	Travel, taxi/car service, A. Aikman, travel to White Plains for hearing, 8/20/19	114.46
27-Aug-19	Travel, taxi/car service, J. Greer, travel to White Plains for hearing, 8/20/19	95.31
01-Aug-19	EDiscovery, Epiq Managed Services, July 2019	1,215.10
05-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/6/19	140.00
12-Aug-19	Business meals, 6 attendees, Windstream meeting, 8/12/19	120.00
19-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/19/19	140.00
26-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/26/19	140.00
30-Aug-19	Business meals, 7 attendees, Windstream meeting, 8/30/19	140.00
02-Aug-19	On-line Research - OTHER DATABASE (BNA) THE BUREAU OF NATIONAL AFFAIRS,INC, BLAW charges	0.40
Current Disbursements		4,007.06

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	552,527.50
Total Disbursements	4,007.06
Total Amount Due	556,534.56

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5853864
Invoice Date: September 26, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	751,083.64	184,374.65
25-Jul-19	5839059	USD	619,933.00	499,069.90	120,863.10
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05

September 2019

MORRISON | FOERSTER

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DENVER, NORTHERN VIRGINIA

TOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

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

Taxpayer ID # [REDACTED]
Invoice Number: 5859762
Invoice Date: October 18, 2019

Client/Matter Number: 017254-0000001

Client Contact: Robert E. Gunderman

RE: OFFICIAL COMMITTEE

Matter Name: OFFICIAL COMMITTEE

For Professional Services Rendered and Disbursements Incurred through September 30, 2019

	<u>U.S.Dollars</u>
Current Fees	494,118.00
Client Accommodation – ½ Non-Working Travel	(12,335.00)
Client Accommodation – Time	(3,135.00)
Entry Review	
Current Fees Value	<hr/> 478,648.00
Current Disbursements	<hr/> 13,184.02
Total This Invoice	<hr/> 491,832.02 <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: 5859762
Invoice Date: October 18, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
03-Sep-19	Review materials regarding Uniti acquisition of Blue Bird.	Marinuzzi, Lorenzo	0.40	520.00
27-Sep-19	Review status regarding information gathering and real estate value (.5); review report from J. Wooding (Alix) regarding calls with Alvarez and White & Case in connection with same (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 001	Asset Analysis and Recovery		1.20	1,560.00
Assumption and Rejection of Leases and Contracts				
04-Sep-19	Analyze SPEC stay motion regarding Debtors assumption or rejection of executory contract and proposed order and exhibits (.6); correspond with R. Ferraioli and K. Richardson regarding same (.2); discuss same, research and summary for Committee with K. Richardson (.9); review and revise summary of same (.3); correspond with internal working group regarding same (.2); review Debtors' notice of rejection of executory contract (.2).	Damast, Craig A.	2.40	2,220.00
04-Sep-19	Analyze SPEC stay motion, proposed order, and exhibits regarding Debtors assumption or rejection of executory contract.	Ferraioli, Raff	0.20	110.00
04-Sep-19	Analyze SPEC stay motion regarding Debtors assumption or rejection of executory contract (.5); conduct legal research regarding same (.6); draft summary of same for Committee (.4); discuss SPEC stay motion, research and summary with C. Damast (.9); revise summary accordingly (.3).	Richardson Arnould, Ka	2.70	1,417.50
05-Sep-19	Review notice of rejection regarding certain executory contracts.	Damast, Craig A.	0.30	277.50
06-Sep-19	Review Debtors' motion and related exhibits to assume certain non-residential real property leases.	Damast, Craig A.	0.70	647.50
06-Sep-19	Review latest rejected contracts.	Marinuzzi, Lorenzo	0.40	520.00
09-Sep-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' motion to assume various non-residential real property leases (.2); review same (.2); correspond with Alix team and R. Ferraioli regarding same (.2).	Damast, Craig A.	0.60	555.00
09-Sep-19	Analyze omnibus lease rejection procedures; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
09-Sep-19	Analyze omnibus lease rejection procedures.	Richardson Arnould, Ka	0.40	210.00
17-Sep-19	Correspond with R. Ferraioli and Alix team regarding diligence in connection with Debtors' omnibus motion to assume leases.	Damast, Craig A.	0.20	185.00
18-Sep-19	Correspond with Alix team and R. Ferraioli regarding Debtors' motion to assume leases and cure amounts.	Damast, Craig A.	0.30	277.50
18-Sep-19	Correspond with Alix team regarding rejection damages claims.	Ferraioli, Raff	0.10	55.00
18-Sep-19	Review cure objections.	Marinuzzi, Lorenzo	0.60	780.00
19-Sep-19	Review Bull Communications objection to rejection of executory contract (.1); review RXR response to Debtors' motion to assume lease and exhibits (.3); review B and J Partnership objection to motion to assume lease (.2); review Violet Realty objection to proposed cure amount (.1); review H5 limited objection to notice of assumption of contract/cure amount (.2).	Damast, Craig A.	0.90	832.50
19-Sep-19	Review cure objections.	Goren, Todd M.	0.60	690.00
19-Sep-19	Review filed objections to lease assumption motions.	Richards, Erica J.	0.30	277.50
20-Sep-19	Review numerous objections to Debtors' notice of contract assumptions (1.2); review RYLBFW Properties response to Debtors' motion to assume lease (.2).	Damast, Craig A.	1.40	1,295.00
20-Sep-19	Review cure objections.	Goren, Todd M.	0.40	460.00
20-Sep-19	Review numerous objections to Debtors' notice of contract assumptions (.7); review list of rejected leases (.2); review schedule of assumed leases (.3).	Marinuzzi, Lorenzo	1.20	1,560.00
23-Sep-19	Review lease assumption notices (.4); review limited objection of H5 Capital to assumption (.2); review Digital Realty trust assumption objection (.5); review other cure objections (.5).	Marinuzzi, Lorenzo	1.60	2,080.00
24-Sep-19	Review memorandum of cure objections and discrepancies (.3); discuss same with K. Richardson (.1).	Damast, Craig A.	0.40	370.00
24-Sep-19	Analyze various recently filed objections to assumption and cure amounts.	Richards, Erica J.	0.70	647.50
24-Sep-19	Analyze and summarize objections to Debtors' assumption or rejection of unexpired leases or executory contracts (1.2); draft memorandum regarding same (.7); revise same according to subsequently filed pleadings (.6); discuss memorandum of cure objections and discrepancies with C. Damast (.1).	Richardson Arnould, Ka	2.60	1,365.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: October 18, 2019

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26-Sep-19	Review notice of assumption of certain unexpired leases.	Damast, Craig A.	0.20	185.00
Total: 003	Assumption and Rejection of Leases and Contracts		19.50	17,182.50
Business Operations				
06-Sep-19	Review reporting of payments under first day orders.	Marinuzzi, Lorenzo	0.30	390.00
12-Sep-19	Analyze correspondence regarding vendor discussions.	Ferraioli, Raff	0.20	110.00
18-Sep-19	Review analysis of Uniti GS presentation.	Goren, Todd M.	0.40	460.00
20-Sep-19	Correspond with T. Scheffer (Kirkland) regarding reporting documents (.1); review same (.2); correspond with Perella team regarding Uniti management presentation (.3); review same (.3).	Damast, Craig A.	0.90	832.50
25-Sep-19	Review reports and materials regarding Uniti equity and debt strategy.	Marinuzzi, Lorenzo	0.90	1,170.00
30-Sep-19	Review August monthly operation report (.3); review cash management and tax monthly reporting (.4).	Goren, Todd M.	0.70	805.00
Total: 006	Business Operations		3.40	3,767.50
Case Administration				
03-Sep-19	Prepare for (.3) and participate on (.6) weekly professionals' call; correspond with D. Delehanty regarding calendar and docket matters (.2).	Damast, Craig A.	1.10	1,017.50
03-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
03-Sep-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.60	330.00
03-Sep-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00
03-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
03-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
04-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
05-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
05-Sep-19	Analyze and revise Committee administrative documents.	Richardson Arnould, Ka	0.30	157.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
06-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
09-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
10-Sep-19	Correspond with D. Delehanty regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
10-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
10-Sep-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	220.00
10-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.30	277.50
10-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.30	157.50
11-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
12-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
13-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
16-Sep-19	Correspond with D. Delehanty regarding calendar matters.	Damast, Craig A.	0.20	185.00
16-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar with critical deadlines (.4).	Delehanty, Danielle Ei	0.60	216.00
16-Sep-19	Correspond with D. Delehanty regarding case status and changes to upcoming material dates.	Richardson Arnould, Ka	0.30	157.50
17-Sep-19	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	555.00
17-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.4).	Delehanty, Danielle Ei	0.60	216.00
17-Sep-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
17-Sep-19	Participate on weekly professionals' call.	Goren, Todd M.	0.40	460.00
17-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
17-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.40	210.00
18-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
19-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
19-Sep-19	Correspond with Perella and Alix regarding case status and update call.	Goren, Todd M.	0.20	230.00
20-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.6).	Delehanty, Danielle Ei	0.80	288.00
23-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
24-Sep-19	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	555.00
24-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.5).	Delehanty, Danielle Ei	0.70	252.00
24-Sep-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	220.00
24-Sep-19	Participate on weekly professionals' call.	Goren, Todd M.	0.40	460.00
24-Sep-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.40	280.00
24-Sep-19	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.40	520.00
24-Sep-19	Participate on weekly professionals' call.	Richards, Erica J.	0.40	370.00
24-Sep-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.40	210.00
25-Sep-19	Correspond with D. Delehanty regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
25-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
26-Sep-19	Correspond with internal working group regarding status update to Committee and comments (.4); correspond with D. Delehanty regarding docket and calendar matters (.2).	Damast, Craig A.	0.60	555.00
26-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar regarding Uniti adversary schedule (.7).	Delehanty, Danielle Ei	0.90	324.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
27-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review (.2); update calendar and circulate to same (.7).	Delehanty, Danielle Ei	0.90	324.00
30-Sep-19	Correspond with internal working group regarding upcoming professionals' call.	Damast, Craig A.	0.30	277.50
30-Sep-19	Review docket and circulate update to internal working group with substantial filings for attorney review.	Delehanty, Danielle Ei	0.20	72.00
Total: 007	Case Administration		21.40	13,309.00

Claims Administration and Objections

06-Sep-19	Review Debtors' motion to approve second settlement agreement with NYS Dept. of Taxation and Finance.	Damast, Craig A.	0.30	277.50
06-Sep-19	Review Debtors' motion to approve second settlement agreement with NYS Dept. of Taxation and Finance.	Marinuzzi, Lorenzo	0.40	520.00
09-Sep-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' motion to approve claims settlement with NYS Dept. of Taxation and Finance (.2); review same (.4); discuss Debtors' motion to approve claims objection procedures with R. Ferraioli (.2); review same (.3).	Damast, Craig A.	1.10	1,017.50
09-Sep-19	Analyze omnibus claims procedures (.4); draft memorandum regarding same (.3); discuss Debtors' motion to approve claims objection procedures with C. Damast (.2).	Ferraioli, Raff	0.90	495.00
09-Sep-19	Review claims procedures motion (.4), lease rejection motion (.3) and NYS Dept. of Taxation and Finance settlement motion (.2); review and revise summary of same (.3).	Goren, Todd M.	1.20	1,380.00
09-Sep-19	Review motion to establish claims procedures.	Marinuzzi, Lorenzo	0.30	390.00
10-Sep-19	Correspond with R. Ferraioli and K. Richardson regarding Debtors' proposed settlement with NYS Dept. of Taxation and Finance and diligence in connection with same (.3); correspond with Alix team regarding same (.3).	Damast, Craig A.	0.60	555.00
13-Sep-19	Review notice of settlement of Tindle de minimis claim.	Damast, Craig A.	0.20	185.00
23-Sep-19	Review CNOs regarding Debtors' omnibus claims objection procedures motion (.2) and settlement with NYS Dept. of Taxation and Finance (.2).	Damast, Craig A.	0.40	370.00
Total: 008	Claims Administration and Objections		5.40	5,190.00

Employment and Fee Applications

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
17-Sep-19	Analyze and revise invoice for Company; correspond with Alvarez and Company regarding same.	Ferraioli, Raff	0.20	110.00
25-Sep-19	Redact exhibit to Perella monthly fee statement (.2); prepare same for filing, file and serve same (.2).	Delehanty, Danielle Ei	0.40	144.00
25-Sep-19	Analyze Perella monthly fee statement; correspond with D. Delehanty regarding same; correspond with J. Bregman regarding MoFo fee application.	Ferraioli, Raff	0.30	165.00
27-Sep-19	Draft monthly fee statement and circulate same for review.	Delehanty, Danielle Ei	1.70	612.00
Total: 011	Employment and Fee Applications		2.60	1,031.00
Other Litigation				
03-Sep-19	Review updated Uniti adversary proceeding schedule (.4); correspond with internal working group regarding expert witness (.2).	Goren, Todd M.	0.60	690.00
03-Sep-19	Schedule call with Kirkland regarding expert witnesses.	Greer, Jocelyn Edith	0.10	70.00
03-Sep-19	Review required expert testimony for Uniti litigation with Alix and Perella (.3); review updated Uniti litigation timeline (.3).	Marinuzzi, Lorenzo	0.60	780.00
03-Sep-19	Review correspondence from Debtors and unsecured noteholders regarding Uniti litigation (.2); review letter from Debtors regarding discovery dispute in connection with Charter litigation (.2); review correspondence from Debtors, Uniti and counsel for indenture trustees regarding status of Uniti adversary proceeding and related matters (.8).	Richards, Erica J.	1.20	1,110.00
03-Sep-19	Review correspondence regarding discovery dispute in Debtors' adversary proceeding against Uniti and objection by indenture trustees (1.2); review presentation by Alix regarding analysis of value of assets transferred to Uniti (.4).	Richardson Arnould, Ka	1.60	840.00
05-Sep-19	Correspond with S. Rappoport regarding teleconference to discuss expert witnesses.	Aikman, Amanda	0.10	92.50
05-Sep-19	Correspond with J. Greer, Alix and Perella teams regarding experts for Uniti adversary proceeding (.4); discuss valuation report regarding Uniti assets and litigation analysis with R. Ferraioli (.2); review same (.7).	Damast, Craig A.	1.30	1,202.50
05-Sep-19	Discuss valuation report regarding Uniti assets and litigation analysis with C. Damast.	Ferraioli, Raff	0.20	110.00
05-Sep-19	Call with Kirkland regarding litigation experts.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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05-Sep-19	Call with Kirkland regarding litigation experts (.4); correspond with Alix and Perella regarding expert witnesses (.3).	Greer, Jocelyn Edith	0.70	490.00
05-Sep-19	Correspond with Debtors' counsel regarding litigation experts.	Levitt, Jamie A.	0.50	612.50
05-Sep-19	Call with Kirkland regarding litigation experts.	Rappoport, Steve	0.40	358.00
09-Sep-19	Correspond with K. Richardson regarding Windstream vs. Uniti adversary proceeding and next steps.	Greer, Jocelyn Edith	0.10	70.00
10-Sep-19	Review correspondence regarding schedule for Uniti adversary proceeding.	Aikman, Amanda	0.10	92.50
10-Sep-19	Correspond with K. Richardson regarding Sept. 16 status conference regarding Uniti adversary proceeding schedule.	Damast, Craig A.	0.20	185.00
10-Sep-19	Review issues related to appraisal.	Dopsch, Peter C.	0.20	230.00
10-Sep-19	Review Uniti adversary proceeding schedule proposal (.3); call with Kirkland and White & Case regarding same (.4); review useful life analysis (1.1).	Goren, Todd M.	1.80	2,070.00
10-Sep-19	Call with Kirkland and White & Case regarding Uniti litigation schedule proposal.	Greer, Jocelyn Edith	0.40	280.00
10-Sep-19	Call with Kirkland and White & Case regarding Uniti litigation schedule proposal.	Levitt, Jamie A.	0.40	490.00
10-Sep-19	Review status of Uniti briefing and litigation schedule (.5); review update from S. Rappoport regarding call with Kirkland and White & Case (.4).	Marinuzzi, Lorenzo	0.90	1,170.00
10-Sep-19	Call with Kirkland and White & Case regarding Uniti litigation schedule proposal (.4); draft summary of same (.4).	Rappoport, Steve	0.80	716.00
10-Sep-19	Review Perella presentation regarding adversary proceeding (.6); correspond with C. Damast, L. Marinuzzi and D. Delehanty regarding upcoming status conference (.5).	Richardson Arnould, Ka	1.10	577.50
11-Sep-19	Call with P. Dopsch regarding reports in connection with recharacterization claim.	Bullard, Miranda	0.50	275.00
11-Sep-19	Call with M. Bullard regarding reports in connection with recharacterization claim.	Dopsch, Peter C.	0.50	575.00
11-Sep-19	Review proposed updated adversary schedule.	Goren, Todd M.	0.30	345.00
11-Sep-19	Correspond with K. Richardson and S. Rappoport regarding scheduling conference for Uniti adversary proceeding.	Greer, Jocelyn Edith	0.20	140.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
12-Sep-19	Correspond with internal working group, Kirkland and White & Case teams regarding latest proposed Uniti adversary proceeding schedule (.3); review same (.2); correspond with mediation parties regarding same (.2); correspond with internal working group, Perella and Alix teams regarding trial experts (.3); review valuation report regarding Uniti assets and analyze from litigation perspective (1.6); correspond with internal working group regarding same and next steps (.3).	Damast, Craig A.	2.90	2,682.50
12-Sep-19	Correspond with Perella and Alix regarding experts and review materials regarding same (.6); correspond with lenders and intervenors regarding updated schedule (.3).	Goren, Todd M.	0.90	1,035.00
13-Sep-19	Correspond with internal working group, Perella and Alix teams regarding experts for Uniti adversary proceeding (.7); correspond with internal working group and Kirkland team regarding upcoming Chambers conference regarding Uniti adversary proceeding (.2).	Damast, Craig A.	0.90	832.50
13-Sep-19	Analyze litigation schedule; analyze correspondence regarding experts and next steps; analyze correspondence regarding notice of adjournment.	Ferraioli, Raff	0.40	220.00
13-Sep-19	Review materials regarding expert qualifications (.6); correspond with Perella and Alix regarding same (.2); call with Kirkland regarding same (.3); review Perella retention application regarding expert retention question (.4); review summaries of Charter depositions (.3); correspond with internal working group and M. Brod (Milbank) regarding standing motion adjournment (.3).	Goren, Todd M.	2.10	2,415.00
13-Sep-19	Correspond with Alix and Perella regarding experts (.8); call with Kirkland regarding experts and qualifications (.3).	Greer, Jocelyn Edith	1.10	770.00
13-Sep-19	Interview experts for Uniti adversary proceeding (1.0); correspond with internal working group regarding same (.4).	Levitt, Jamie A.	1.40	1,715.00
13-Sep-19	Call with Kirkland regarding experts and qualifications.	Rappoport, Steve	0.30	268.50
13-Sep-19	Review correspondence with Perella and Alix regarding experts in connection with adversary proceeding against Uniti.	Richardson Arnould, Ka	0.40	210.00
14-Sep-19	Review correspondence regarding scheduling initial calls with expert witnesses.	Greer, Jocelyn Edith	0.60	420.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: October 18, 2019

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15-Sep-19	Correspond with internal working group, Alix and Perella teams regarding expert witnesses for Uniti adversary proceeding.	Damast, Craig A.	0.40	370.00
15-Sep-19	Correspond with expert witnesses regarding initial calls.	Goren, Todd M.	0.20	230.00
15-Sep-19	Schedule calls with expert witnesses.	Greer, Jocelyn Edith	0.40	280.00
16-Sep-19	Correspond with internal working group regarding valuation report and litigation analysis.	Damast, Craig A.	0.40	370.00
16-Sep-19	Calls with expert witnesses for Uniti matter (.9); call and correspond with internal working group regarding same (.4); review SEC disclosures regarding potential expert topics (.6).	Goren, Todd M.	1.90	2,185.00
16-Sep-19	Schedule calls with expert witnesses for Uniti matter (.3); calls with same (.9); draft summary of calls (2.1).	Greer, Jocelyn Edith	3.30	2,310.00
16-Sep-19	Calls with expert witnesses for Uniti matter (.9); correspond with internal working group regarding experts and strategy (.7).	Levitt, Jamie A.	1.60	1,960.00
16-Sep-19	Calls with expert witnesses for Uniti matter.	Marinuzzi, Lorenzo	0.90	1,170.00
16-Sep-19	Calls with expert witnesses for Uniti matter.	Rappoport, Steve	0.90	805.50
17-Sep-19	Correspond with internal working group regarding upcoming status conference regarding Uniti adversary proceeding (.2); correspond with internal working group regarding valuation report, litigation analysis and scheduling meeting (.4); correspond with internal working group, Kirkland and White & Case teams regarding Uniti's proposed revisions to adversary proceeding schedule (.3).	Damast, Craig A.	0.90	832.50
17-Sep-19	Review updated litigation schedule from Uniti (.3); correspond with Kirkland and White & Case regarding same (.1).	Goren, Todd M.	0.40	460.00
17-Sep-19	Review correspondence regarding Uniti adversary proceeding schedule.	Greer, Jocelyn Edith	0.10	70.00
17-Sep-19	Review Uniti revised proposed litigation schedule (.4); review correspondence from White & Case regarding same (.3).	Marinuzzi, Lorenzo	0.70	910.00
18-Sep-19	Meet with internal working group regarding valuation report and litigation analysis.	Bullard, Miranda	0.50	275.00
18-Sep-19	Meet with internal working group regarding valuation report and litigation analysis (.5); review same (.5).	Damast, Craig A.	1.00	925.00
18-Sep-19	Meet with internal working group regarding valuation report and litigation analysis.	Dopsch, Peter C.	0.50	575.00
18-Sep-19	Prepare for (.2) and attend (.5) meeting with internal working group regarding valuation report and litigation analysis.	Ferraioli, Raff	0.70	385.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5859762
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18-Sep-19	Review valuation report and litigation analysis (3.8); meet with internal working group regarding same (.5); draft correspondence regarding Uniti adversary proceeding (.3).	Greer, Jocelyn Edith	4.60	3,220.00
18-Sep-19	Review valuation report and memorandum regarding true sale and true lease in preparation for meeting regarding report and litigation analysis (1.9); meet with internal working group regarding valuation report and litigation analysis (.5).	Jensen, Sofie	2.40	660.00
20-Sep-19	Review correspondence regarding Uniti adversary schedule and related negotiations (.4); review correspondence regarding Uniti experts (.6).	Levitt, Jamie A.	1.00	1,225.00
23-Sep-19	Review revised scheduling order in adversary proceeding (.1); correspond with J. Levitt, S. Rappoport and J. Greer regarding same (.1).	Aikman, Amanda	0.20	185.00
23-Sep-19	Review litigation analysis of valuation report regarding Uniti assets.	Damast, Craig A.	0.60	555.00
23-Sep-19	Review proposed updated schedule from Uniti (.3); correspond with Kirkland and internal working group regarding same (.1); review correspondence regarding retention of expert witnesses (.3).	Goren, Todd M.	0.70	805.00
23-Sep-19	Review correspondence from L. Marinuzzi regarding expert witnesses.	Greer, Jocelyn Edith	0.20	140.00
23-Sep-19	Review qualifications materials from expert witnesses (.5); review update from J. Greer regarding status of expert interviews and retention (.3); review proposed litigation schedule and open points (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
24-Sep-19	Correspond with E. Richards and R. Ferraioli regarding Uniti REIT analysis and litigation issues (.5); conduct legal research regarding same (.7).	Damast, Craig A.	1.20	1,110.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal (.4); review updated drafts of schedule (.3).	Goren, Todd M.	0.70	805.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal (.4); correspond with internal working group regarding scheduling call (.3).	Greer, Jocelyn Edith	0.70	490.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal (.4); review bid and ask regarding Uniti adversary proceeding schedule and discovery cutoff dates (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
24-Sep-19	Call with intervenors regarding Uniti litigation schedule proposal.	Rappoport, Steve	0.40	358.00
25-Sep-19	Correspond with internal working group regarding current proposed Uniti adversary proceeding schedule; review same.	Damast, Craig A.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
25-Sep-19	Review updated Uniti adversary proceeding schedule; correspond with intervenors and Debtors regarding same.	Goren, Todd M.	0.40	460.00
25-Sep-19	Review correspondence from Kirkland and White & Case regarding revised Uniti adversary proceeding schedule.	Levitt, Jamie A.	0.60	735.00
25-Sep-19	Review notice of adjournment of indenture trustees's motion.	Richardson Arnould, Ka	0.20	105.00
26-Sep-19	Correspond with litigation parties regarding final and agreed schedule regarding Uniti adversary proceeding (.4); review same (.2).	Damast, Craig A.	0.60	555.00
26-Sep-19	Review internal correspondence regarding Uniti adversary proceeding scheduling.	Greer, Jocelyn Edith	0.40	280.00
26-Sep-19	Review revised Uniti litigation schedule (.6); correspond with internal working group regarding Uniti expert witnesses (.2).	Levitt, Jamie A.	0.80	980.00
26-Sep-19	Review updated Uniti litigation and discovery dates (.4); correspond with Kirkland and White & Case regarding same (.2).	Marinuzzi, Lorenzo	0.60	780.00
26-Sep-19	Review memorandum of law regarding adversary proceeding against Uniti (1.1); review final schedule regarding same (.4).	Richardson Arnould, Ka	1.50	787.50
27-Sep-19	Review draft scheduling order in adversary proceeding (.1); correspond with J. Levitt, S. Rappoport and J. Greer regarding same (.1).	Aikman, Amanda	0.20	185.00
27-Sep-19	Correspond with internal working group and Alix team regarding litigation analysis.	Damast, Craig A.	0.30	277.50
27-Sep-19	Review correspondence from Kirkland regarding Uniti adversary proceeding schedule.	Greer, Jocelyn Edith	0.60	420.00
27-Sep-19	Review stipulation regarding schedule in Uniti adversary proceeding.	Rappoport, Steve	0.30	268.50
29-Sep-19	Review valuation reports (.3); draft summary regarding valuation assumptions in connection with litigation analysis (1.1).	Bullard, Miranda	1.40	770.00
30-Sep-19	Draft litigation analysis of valuation reports (1.6); discuss same with P. Dopsch (.3).	Bullard, Miranda	1.90	1,045.00
30-Sep-19	Discuss litigation analysis of valuation reports with M. Bullard.	Dopsch, Peter C.	0.30	345.00
Total: 014	Other Litigation		66.30	59,359.50

Meetings and Communications with Creditors

03-Sep-19	Correspond with Committee members regarding upcoming mediation sessions.	Ferraioli, Raff	0.10	55.00
04-Sep-19	Analyze recent filings and update schedule of material dates for upcoming Committee call.	Richardson Arnould, Ka	0.40	210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
05-Sep-19	Analyze update for Committee regarding case status and next steps.	Ferraioli, Raff	0.10	55.00
05-Sep-19	Review and revise update for Committee regarding mediation status.	Goren, Todd M.	0.40	460.00
05-Sep-19	Draft update for Committee.	Richards, Erica J.	1.30	1,202.50
06-Sep-19	Analyze update for Committee; correspond with Committee and Committee professionals regarding upcoming Committee call.	Ferraioli, Raff	0.20	110.00
06-Sep-19	Correspond with Committee regarding mediation status.	Richards, Erica J.	0.20	185.00
09-Sep-19	Review and revise agenda for upcoming Committee call (.3); correspond with K. Richardson regarding same (.2); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.80	740.00
09-Sep-19	Call with D. Clark (Verizon) regarding status (.4); review and revise correspondence to Committee and agenda for Committee call (.2).	Goren, Todd M.	0.60	690.00
09-Sep-19	Call with D. Clark (Verizon) regarding status.	Marinuzzi, Lorenzo	0.40	520.00
09-Sep-19	Draft agenda for upcoming weekly Committee call (.3); revise same per comments from C. Damast (.2); review weekly financial presentation from Alix (.6); provide comments to J. Wooding (Alix) regarding same (.3); review trading update from Perella (.2); correspond with F. Munzi regarding materials for Committee call (.2); correspond with internal working group regarding Committee update in advance of weekly call (.6).	Richardson Arnould, Ka	2.40	1,260.00
10-Sep-19	Prepare for (.6) and participate on (.7) weekly Committee call.	Damast, Craig A.	1.30	1,202.50
10-Sep-19	Prepare for (.1) and participate on (.7) weekly Committee call.	Ferraioli, Raff	0.80	440.00
10-Sep-19	Prepare for (.3) and participate on (.7) weekly Committee call; review Alix presentation for Committee call (.4).	Goren, Todd M.	1.40	1,610.00
10-Sep-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.70	490.00
10-Sep-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.70	770.00
10-Sep-19	Prepare for (.4) and participate on (.7) weekly Committee call.	Marinuzzi, Lorenzo	1.10	1,430.00
10-Sep-19	Participate on weekly Committee call.	Richards, Erica J.	0.70	647.50
10-Sep-19	Prepare for (.4) and participate on (.7) weekly Committee call.	Richardson Arnould, Ka	1.10	577.50
11-Sep-19	Correspond with Committee regarding status and next steps; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
12-Sep-19	Correspond with creditor counsel regarding case status and timing.	Marinuzzi, Lorenzo	0.30	390.00
15-Sep-19	Review correspondence from creditor regarding investigation topics.	Goren, Todd M.	0.30	345.00
16-Sep-19	Draft agenda for upcoming Committee call.	Richardson Arnould, Ka	0.40	210.00
17-Sep-19	Correspond with internal working group regarding update for Committee; analyze same.	Ferraioli, Raff	0.10	55.00
17-Sep-19	Review and revise correspondence to Committee regarding update and call.	Goren, Todd M.	0.20	230.00
17-Sep-19	Correspond with J. Grudus (AT&T) and C. Shore (UMB) regarding status of Committee update (.3); review update for Committee (.4).	Marinuzzi, Lorenzo	0.70	910.00
17-Sep-19	Draft Committee update (.3); correspond with internal working group regarding comments of same (.1).	Richardson Arnould, Ka	0.40	210.00
18-Sep-19	Correspond with J. Cooper regarding allegations of fraud.	Marinuzzi, Lorenzo	0.30	390.00
19-Sep-19	Correspond with R. Seltzer (CWA) regarding holdings (.4); review 2019 statements in response to R. Seltzer inquiry (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
24-Sep-19	Review and revise agenda for upcoming Committee call (.3); discuss same with K. Richardson (.2); correspond with internal working group regarding same (.3).	Damast, Craig A.	0.80	740.00
24-Sep-19	Review and revise agenda and correspondence regarding Committee call (.3); review Alix presentation for Committee call (.6).	Goren, Todd M.	0.90	1,035.00
24-Sep-19	Review agenda for Committee call.	Marinuzzi, Lorenzo	0.10	130.00
24-Sep-19	Draft agenda for Committee call (.4); discuss same with C. Damast (.2); correspond with Alix and Perella regarding upcoming Committee call (.2); review trading update from Perella (.2); review financial presentation (.7); provide comments to J. Wooding (Alix) regarding same (.3); correspond with Committee regarding upcoming Committee call (.2).	Richardson Arnould, Ka	2.20	1,155.00
25-Sep-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Damast, Craig A.	0.80	740.00
25-Sep-19	Prepare for (.1) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.60	330.00
25-Sep-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Goren, Todd M.	0.80	920.00
25-Sep-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.50	550.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
25-Sep-19	Prepare for (.2) and participate on (.5) weekly Committee call.	Marinuzzi, Lorenzo	0.70	910.00
25-Sep-19	Participate on weekly Committee call.	Richards, Erica J.	0.50	462.50
25-Sep-19	Prepare for (.4) and participate on (.5) weekly Committee call; correspond with M. Woods (CWA) and R. Seltzer (CWA) regarding Committee update (.5); correspond with J. Wooding (Alix) regarding pension claim and update (.3); draft agenda for upcoming Committee call (.2).	Richardson Arnould, Ka	1.90	997.50
26-Sep-19	Correspond with Committee regarding status and updates (.6); correspond with internal working group regarding same (.2).	Ferraioli, Raff	0.80	440.00
Total: 015	Meetings and Communications with Creditors		29.00	24,955.00
Non-Working Travel				
09-Sep-19	Travel to Columbus for A. Sites deposition.	Rappoport, Steve	2.50	2,237.50
10-Sep-19	Travel to Cleveland for E. Walker deposition.	Greer, Jocelyn Edith	4.90	3,430.00
10-Sep-19	Return travel from Columbus following A. Sites deposition.	Rappoport, Steve	2.00	1,790.00
11-Sep-19	Return travel from Cleveland following E. Walker deposition.	Greer, Jocelyn Edith	5.50	3,850.00
18-Sep-19	Travel to Portland for S. Bandy deposition.	Rappoport, Steve	2.50	2,237.50
19-Sep-19	Travel to/from Stamford, CT for Charter 30(b)(6) deposition.	Greer, Jocelyn Edith	2.00	1,400.00
19-Sep-19	Travel from Portland to Charlotte for Strickland deposition.	Rappoport, Steve	2.00	1,790.00
20-Sep-19	Return travel from Charlotte following Strickland deposition.	Rappoport, Steve	3.00	2,685.00
24-Sep-19	Travel to St. Louis for Windstream 30(b)(6) deposition.	Greer, Jocelyn Edith	4.00	2,800.00
25-Sep-19	Return travel from St. Louis following Windstream 30(b)(6) deposition.	Greer, Jocelyn Edith	3.50	2,450.00
Total: 016	Non-Working Travel		31.90	24,670.00
Plan and Disclosure Statement				
18-Sep-19	Consider possible plan structures and debt assumptions.	Marinuzzi, Lorenzo	1.10	1,430.00
Total: 017	Plan and Disclosure Statement		1.10	1,430.00
Reporting				
04-Sep-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
11-Sep-19	Prepare weekly fee tracker; correspond with internal working group and Alvarez regarding same.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
18-Sep-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
25-Sep-19	Update weekly fee tracker.	Richards, Erica J.	0.30	277.50
Total: 020	Reporting		1.00	812.50
Tax				
11-Sep-19	Review comments of J. Blaivas regarding REIT issues.	Rappoport, Steve	0.10	89.50
12-Sep-19	Review tax opinion and draft memorandum regarding spin-off transaction and lease (2.8); conduct legal research regarding same (1.9).	Blaivas, Jay	4.70	5,522.50
16-Sep-19	Review Uniti lease transaction proposals and related materials, summaries and opinions (1.9); conduct legal research regarding tax implications of same (1.7).	Blaivas, Jay	3.60	4,230.00
17-Sep-19	Correspond with J. Stern regarding transaction, proposals and related REIT considerations (.2); review correspondence regarding same (.4).	Blaivas, Jay	0.60	705.00
17-Sep-19	Review background materials (.4) and research tax issues (1.5) related to mediation proposal.	Stern, Jessica S.	1.90	1,320.50
19-Sep-19	Conduct legal research regarding tax issues related to mediation proposal.	Stern, Jessica S.	1.90	1,320.50
23-Sep-19	Call with J. Stern regarding REIT issues; analyze correspondence regarding same.	Ferraioli, Raff	0.30	165.00
23-Sep-19	Call with R. Ferraioli regarding REIT issues (.2); conduct legal research regarding REIT compliance and related tax issues (1.8); draft memorandum analyzing objections (.3).	Stern, Jessica S.	2.30	1,598.50
24-Sep-19	Correspond with internal working group regarding REIT issues.	Ferraioli, Raff	0.10	55.00
25-Sep-19	Call with R. Ferraioli regarding REIT issues and next steps (.8); correspond with F. Munshi (Perella) and R. Ferraioli regarding same (.4).	Damast, Craig A.	1.20	1,110.00
25-Sep-19	Call with C. Damast regarding REIT issues and next steps.	Ferraioli, Raff	0.80	440.00
26-Sep-19	Call with J. Stern regarding REIT compliance and related tax issues (.6); conduct legal research regarding same (1.7).	Blaivas, Jay	2.30	2,702.50
26-Sep-19	Call with J. Blaivas regarding REIT compliance and related tax issues (.6); conduct legal research regarding same (1.3); draft memorandum analyzing same (.4).	Stern, Jessica S.	2.30	1,598.50
27-Sep-19	Review correspondence regarding REIT issues.	Blaivas, Jay	0.80	940.00
Total: 021	Tax		22.90	21,797.50

Discovery

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
04-Sep-19	Prepare for upcoming depositions in Charter matter.	Rappoport, Steve	0.40	358.00
04-Sep-19	Review document production in connection with assets transferred to Uniti in 2015 (.9); correspond with P. Dopsch and M. Bullard regarding findings of same (.3).	Richardson Arnould, Ka	1.20	630.00
06-Sep-19	Review correspondence regarding Uniti's requests for production and protective order.	Aikman, Amanda	0.10	92.50
06-Sep-19	Review documents regarding 2015 sale leaseback transaction.	Bullard, Miranda	0.10	55.00
06-Sep-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00
06-Sep-19	Review and retrieve newly added dataroom files.	Delehanty, Danielle Ei	0.10	36.00
06-Sep-19	Review Uniti discovery requests.	Marinuzzi, Lorenzo	0.60	780.00
07-Sep-19	Review correspondence regarding discovery in Uniti adversary proceeding.	Levitt, Jamie A.	0.30	367.50
09-Sep-19	Download incoming production volume from Kirkland (.7); analyze and update relativity for attorney review (1.1).	Bergelson, Vadim	1.80	621.00
09-Sep-19	Correspond with J. Greer regarding drafts of Debtors' document requests to E&Y (.3); review same (.8).	Damast, Craig A.	1.10	1,017.50
09-Sep-19	Review Uniti document requests and correspondence with parties regarding same.	Goren, Todd M.	0.60	690.00
09-Sep-19	Correspond with P. Dopsch and C. Damast regarding third-party document requests.	Greer, Jocelyn Edith	0.30	210.00
09-Sep-19	Review Federal Rules of Civil Procedure (.6) and case management order (.4) regarding discovery deadlines in connection with adversary proceeding against Uniti; correspond with J. Greer regarding same (.2); correspond with S. Rappoport regarding review of latest document production (.2); discuss same with L. Westergaard (.4).	Richardson Arnould, Ka	1.80	945.00
09-Sep-19	Conduct document review (1.9); discuss review of latest document production with K. Richardson (.4).	Westergaard, Lily Vale	2.30	1,207.50
10-Sep-19	Download incoming production volume from Kirkland (.5); analyze and update relativity for attorney review (.6).	Bergelson, Vadim	1.10	379.50
10-Sep-19	Review documents regarding 2015 sale leaseback transaction (.9); call with P. Dopsch regarding review of RFPs (.2).	Bullard, Miranda	1.10	605.00
10-Sep-19	Review dataroom and circulate newly added documents to internal working group.	Delehanty, Danielle Ei	0.30	108.00
10-Sep-19	Call with J. Greer regarding review of RFPs (.3); call with M. Bullard regarding same (.2).	Dopsch, Peter C.	0.50	575.00
10-Sep-19	Review summary of A. Sites deposition for Charter litigation.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
10-Sep-19	Call with P. Dopsch regarding review of RFPs.	Greer, Jocelyn Edith	0.30	210.00
10-Sep-19	Review proposed RFPs to E&Y and others (.6); review documents recently produced by Debtors in response to Committee requests (.8); review Uniti objections to discovery (.4).	Marinuzzi, Lorenzo	1.80	2,340.00
10-Sep-19	Prepare for (.6) and attend (2.3) A. Sites deposition; draft summary of same (.4).	Rappoport, Steve	3.30	2,953.50
10-Sep-19	Conduct document review.	Westergaard, Lily Vale	2.40	1,260.00
11-Sep-19	Draft comments to production requests for Stephens and E&Y (1.2); review documents from latest production for purposes of updating memorandum regarding Uniti assets (1.1).	Bullard, Miranda	2.30	1,265.00
11-Sep-19	Correspond with internal working group regarding comments to Debtors' draft document requests for E&Y and Stephens.	Damast, Craig A.	0.30	277.50
11-Sep-19	Review proposed comments to document requests.	Goren, Todd M.	0.40	460.00
11-Sep-19	Attend deposition of E. Walker (2.4); correspond with P. Dopsch and M. Bullard regarding comments on E&Y subpoena (.3); revise same (.6); correspond with Kirkland regarding same (.2).	Greer, Jocelyn Edith	3.50	2,450.00
11-Sep-19	Review documentation production by Aurelius.	Kaufman, David H.	0.70	857.50
11-Sep-19	Conduct first pass document review of Aurelius production.	Westergaard, Lily Vale	2.20	1,155.00
12-Sep-19	Identify and batch newly produced Aurelius documents for review.	Bergelson, Vadim	1.20	414.00
12-Sep-19	Review Uniti correspondence to Judge Drain regarding discovery dispute with indenture trustees.	Damast, Craig A.	0.20	185.00
12-Sep-19	Review and retrieve various Charter deposition documents.	Delehanty, Danielle Ei	0.60	216.00
12-Sep-19	Analyze letter regarding discovery.	Ferraioli, Raff	0.10	55.00
12-Sep-19	Call with Perella and Alix regarding upcoming projects (.4); discuss latest document production with K. Richardson (.2); review letter from Uniti counsel regarding discovery dispute and trustee correspondence regarding same (.6); correspond with J. Levitt regarding Uniti document review (.3).	Goren, Todd M.	1.50	1,725.00
12-Sep-19	Review RAPP Worldwide 30(b)(6) deposition (4.8); review summary of E. Walker deposition (1.7); correspond with S. Rappoport and K. Lockhart regarding upcoming depositions (.4); meet with S. Rappoport and L. Westergaard regarding document review (.5); correspond with V. Bergelson and D. Delehanty regarding Debtors' production (.3); draft notes from RAPP Worldwide 30(b)(6) deposition (.6).	Greer, Jocelyn Edith	8.30	5,810.00

MORRISON | FOERSTER

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12-Sep-19	Meet with J. Greer and L. Westergaard regarding document review.	Rappoport, Steve	0.50	447.50
12-Sep-19	Discuss latest document production with L. Westergaard (.3) and T. Goren (.2); correspond with V. Bergelson regarding same (.2).	Richardson Arnould, Ka	0.70	367.50
12-Sep-19	Conduct document review (.3); meet with S. Rappoport and J. Greer regarding same (.5); discuss latest document production with K. Richardson (.3).	Westergaard, Lily Vale	1.10	577.50
13-Sep-19	Update relativity with new documents posted in dataroom.	Bergelson, Vadim	1.20	414.00
13-Sep-19	Review UMB letter to Judge Drain in response to Uniti letter regarding discovery dispute.	Damast, Craig A.	0.20	185.00
13-Sep-19	Review and retrieve newly added dataroom files and circulate same.	Delehanty, Danielle Ei	0.20	72.00
13-Sep-19	Review and analyze correspondence with Judge Drain regarding Uniti and trustee discovery dispute.	Goren, Todd M.	0.40	460.00
13-Sep-19	Call with court regarding Charter discovery issue (.5); discuss logistics for depositions with S. Rappoport (.2); prepare for same (.6).	Greer, Jocelyn Edith	1.30	910.00
13-Sep-19	Review status of depositions and discovery dispute.	Marinuzzi, Lorenzo	0.90	1,170.00
13-Sep-19	Call with court regarding Charter discovery issue (.5); discuss logistics for depositions with J. Greer (.2).	Rappoport, Steve	0.70	626.50
13-Sep-19	Review letter from UMB in response to Uniti regarding discovery (.2) and response from Judge Drain (.1).	Richardson Arnould, Ka	0.30	157.50
16-Sep-19	Review summaries of Charter depositions.	Richards, Erica J.	0.30	277.50
17-Sep-19	Review dataroom and circulate newly added documents to internal working group.	Delehanty, Danielle Ei	0.20	72.00
17-Sep-19	Review draft correspondence regarding open discovery points.	Goren, Todd M.	0.60	690.00
17-Sep-19	Review updated RFPs and correspondence from Uniti regarding status of production.	Marinuzzi, Lorenzo	1.20	1,560.00
18-Sep-19	Analyze and batch incoming Windstream produced documents for attorney review.	Bergelson, Vadim	0.70	241.50
18-Sep-19	Review correspondence regarding discovery disputes regarding Uniti litigation.	Damast, Craig A.	0.30	277.50
18-Sep-19	Correspond with Debtor and Uniti regarding discovery call and open discovery issues.	Goren, Todd M.	0.60	690.00
18-Sep-19	Review correspondence regarding discovery conference.	Greer, Jocelyn Edith	0.20	140.00
18-Sep-19	Review status of Uniti production and review correspondence from Kirkland to Uniti counsel regarding discovery responses.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

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18-Sep-19	Review correspondence regarding discovery issue in Uniti matter (.5); review documents for S. Bandy deposition (1.1).	Rappoport, Steve	1.60	1,432.00
18-Sep-19	Review summary of Uniti presentation to investors.	Richards, Erica J.	0.10	92.50
18-Sep-19	Analyze latest document production from Aurelius.	Richardson Arnould, Ka	9.10	4,777.50
19-Sep-19	Download and update relativity with newly produced Windstream documents.	Bergelson, Vadim	1.10	379.50
19-Sep-19	Attend Charter 30(b)(6) deposition.	Greer, Jocelyn Edith	9.00	6,300.00
19-Sep-19	Prepare for, attend and summarize S. Bandy deposition.	Rappoport, Steve	7.00	6,265.00
19-Sep-19	Analyze latest document production from Aurelius.	Richardson Arnould, Ka	9.40	4,935.00
20-Sep-19	Update relativity with new documents posted in dataroom for attorney review.	Bergelson, Vadim	1.40	483.00
20-Sep-19	Review and retrieve newly added dataroom files and circulate to internal working group.	Delehanty, Danielle Ei	0.20	72.00
20-Sep-19	Review summary of recent depositions.	Goren, Todd M.	0.60	690.00
20-Sep-19	Review Windstream response to Uniti RFPs (.4); review draft supplemental RFP's to Uniti and advisors (.5).	Marinuzzi, Lorenzo	0.90	1,170.00
20-Sep-19	Attend Strickland deposition (3.9); prepare summary of same (1.2).	Rappoport, Steve	5.10	4,564.50
20-Sep-19	Analyze latest document production from Aurelius.	Richardson Arnould, Ka	6.40	3,360.00
21-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.80	1,470.00
22-Sep-19	Review summary of Strickland deposition.	Richards, Erica J.	0.30	277.50
22-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.90	1,522.50
23-Sep-19	Review document production requests in connection with Uniti arrangement.	Bullard, Miranda	0.30	165.00
23-Sep-19	Review discovery letter (.6); meet and confer call with Uniti regarding same (1.0).	Goren, Todd M.	1.60	1,840.00
23-Sep-19	Meet and confer call with Uniti regarding discovery letter (1.0); review summary of Windstream 30(b)(6) deposition (.7); correspond with M. Bullard and P. Dopsch regarding E&Y document requests (.2).	Greer, Jocelyn Edith	1.90	1,330.00
23-Sep-19	Meet and confer call with Uniti regarding discovery letter.	Levitt, Jamie A.	1.00	1,225.00
23-Sep-19	Meet and confer call with Uniti regarding discovery letter.	Rappoport, Steve	1.00	895.00

MORRISON | FOERSTER

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23-Sep-19	Analyze latest document production from Aurelius (5.9); meet and confer call with Uniti regarding discovery letter (1.0).	Richardson Arnould, Ka	6.90	3,622.50
23-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.30	1,207.50
24-Sep-19	Correspond with J. Greer regarding comments to document production requests in connection with Uniti arrangement.	Bullard, Miranda	0.20	110.00
24-Sep-19	Review dataroom and circulate newly added documents to internal working group.	Delehanty, Danielle Ei	0.20	72.00
24-Sep-19	Review further correspondence regarding open discovery points.	Goren, Todd M.	0.30	345.00
24-Sep-19	Review summary of S. Bandy deposition.	Richards, Erica J.	0.20	185.00
24-Sep-19	Analyze latest document production from Aurelius.	Westergaard, Lily Vale	2.80	1,470.00
25-Sep-19	Assist with Windstream production document review.	Bergelson, Vadim	1.60	552.00
25-Sep-19	Review production documents relating to Uniti arrangement.	Bullard, Miranda	0.90	495.00
25-Sep-19	Correspond with litigation parties regarding Uniti adversary proceeding discovery and subpoenas.	Damast, Craig A.	0.40	370.00
25-Sep-19	Review and retrieve production received from Kirkland.	Delehanty, Danielle Ei	1.20	432.00
25-Sep-19	Attend 30(b)(6) deposition (5.9); draft summary of recent depositions (2.2).	Greer, Jocelyn Edith	8.10	5,670.00
25-Sep-19	Correspond (.2) and discuss (.6) discovery process and document productions with L. Westergaard; correspond with V. Bergelson regarding same (.5).	Richardson Arnould, Ka	1.30	682.50
25-Sep-19	Review key documents from Aurelius (1.7); discuss discovery process in connection with document productions with K. Richardson (.6).	Westergaard, Lily Vale	2.30	1,207.50
26-Sep-19	Analyze recent productions and deposition documents received.	Delehanty, Danielle Ei	0.80	288.00
26-Sep-19	Review summary of Charter deposition.	Levitt, Jamie A.	0.60	735.00
26-Sep-19	Review summary of Charter depositions (.3); draft final Uniti case schedule (.3).	Rappoport, Steve	0.60	537.00
26-Sep-19	Review summary of Atkinson, Truong, Kardos, Gunzel and Auman depositions.	Richards, Erica J.	0.40	370.00
27-Sep-19	Review and retrieve newly added dataroom files and circulate same.	Delehanty, Danielle Ei	0.30	108.00
30-Sep-19	Update relativity with new documents posted in dataroom.	Bergelson, Vadim	1.30	448.50
30-Sep-19	Revise dataroom and coordinate access for L. Guido for same.	Delehanty, Danielle Ei	0.40	144.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
30-Sep-19	Review document production from Kirkland in connection with adversary proceeding against Uniti.	Richardson Arnould, Ka	4.20	2,205.00
Total: 023	Discovery		157.10	105,530.50
Hearings				
10-Sep-19	Correspond with Chambers regarding upcoming hearing.	Delehanty, Danielle Ei	0.40	144.00
12-Sep-19	Discuss upcoming hearing with K. Richardson.	Delehanty, Danielle Ei	0.20	72.00
12-Sep-19	Discuss upcoming hearing with D. Delehanty.	Richardson Arnould, Ka	0.20	105.00
24-Sep-19	Review matters for upcoming hearing.	Goren, Todd M.	0.40	460.00
24-Sep-19	Review matters for upcoming hearing.	Marinuzzi, Lorenzo	0.60	780.00
25-Sep-19	Review calendar, draft index and prepare binder for upcoming hearing (1.9); schedule telephonic appearance for same (.2); draft omnibus electronics order and circulate approved order to internal working group (.3).	Delehanty, Danielle Ei	2.40	864.00
25-Sep-19	Review agenda for upcoming hearing.	Goren, Todd M.	0.20	230.00
25-Sep-19	Call and correspond with B. Weiland (Kirkland) regarding status of hearing matters (.3); review docket regarding same (.3); correspond with UMB regarding status of hearing matters (.2).	Marinuzzi, Lorenzo	0.80	1,040.00
25-Sep-19	Prepare for upcoming hearing (.7); correspond with D. Delehanty regarding same and matters going forward (.4).	Richardson Arnould, Ka	1.10	577.50
26-Sep-19	Review notice of cancellation of hearing.	Richardson Arnould, Ka	0.40	210.00
Total: 024	Hearings		6.70	4,482.50
Claims Investigation				
02-Sep-19	Correspond with internal working group regarding recharacterization asset value analysis and status (.3); review current draft of same (.3).	Damast, Craig A.	0.60	555.00
03-Sep-19	Correspond with internal working group regarding recharacterization asset value analysis (.4); review draft of same (1.1); correspond with Alix team regarding same and revisions (.4); correspond with internal working group regarding same and comments (.3).	Damast, Craig A.	2.20	2,035.00
03-Sep-19	Review and revise Alix presentation regarding recharacterization value analysis (1.2); call with Alix regarding revised presentation and next steps (.5).	Marinuzzi, Lorenzo	1.70	2,210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
04-Sep-19	Conduct and analyze research regarding lease recharacterization claim analysis.	Bullard, Miranda	0.10	55.00
04-Sep-19	Follow up on research relating to lease recharacterization claims and further document review.	Dopsch, Peter C.	0.20	230.00
04-Sep-19	Prepare revised presentations regarding unencumbered assets and results of successful prosecution of claims.	Marinuzzi, Lorenzo	1.60	2,080.00
05-Sep-19	Discuss status of lease recharacterization claims with P. Dopsch.	Bullard, Miranda	0.10	55.00
05-Sep-19	Correspond with E. Richards and finance team regarding claims investigation meeting and additional workstream (.3); discuss same with T. Goren (.2); prepare for (.5) and participate in (.7) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.1).	Damast, Craig A.	1.80	1,665.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1); discuss status of lease recharacterization claims with M. Bullard (.1).	Dopsch, Peter C.	0.90	1,035.00
05-Sep-19	Prepare for (.1) and participate in (.7) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.1); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.10	605.00
05-Sep-19	Discuss claims investigation meeting and additional workstream with C. Damast.	Goren, Todd M.	0.20	230.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Greer, Jocelyn Edith	0.80	560.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Jensen, Sofie	0.80	220.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1); review public information regarding Uniti covenants (.6).	Marinuzzi, Lorenzo	1.40	1,820.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Peck, Geoffrey R.	0.80	900.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Richards, Erica J.	0.80	740.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
05-Sep-19	Prepare for (.6) and participate in (.7) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.1).	Richardson Arnould, Ka	1.40	735.00
05-Sep-19	Participate in weekly claims investigation meeting (.7); follow-up discussion with internal working group regarding same and next steps (.1).	Sullivan, Lauren Marie	0.80	600.00
07-Sep-19	Review revised draft of memorandum regarding recharacterization claim.	Bullard, Miranda	0.10	55.00
08-Sep-19	Review revised draft of memorandum regarding recharacterization claim.	Bullard, Miranda	0.20	110.00
12-Sep-19	Participate in weekly claims investigation meeting.	Bullard, Miranda	0.80	440.00
12-Sep-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.80	740.00
12-Sep-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.80	920.00
12-Sep-19	Participate in weekly claims investigation meeting.	Ferraioli, Raff	0.80	440.00
12-Sep-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.80	880.00
12-Sep-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.80	420.00
16-Sep-19	Correspond with J. Greer and P. Dopsch regarding meeting regarding valuation for purposes of recharacterization analysis.	Bullard, Miranda	0.10	55.00
17-Sep-19	Correspond with J. Greer regarding valuation report in connection with recharacterization analysis.	Bullard, Miranda	0.20	110.00
18-Sep-19	Correspond with internal working group regarding review of Uniti financials and covenants.	Damast, Craig A.	0.30	277.50
18-Sep-19	Review correspondence from stakeholder regarding potential claims.	Goren, Todd M.	0.40	460.00
19-Sep-19	Conduct legal research regarding valuation reports in connection with recharacterization analysis.	Bullard, Miranda	0.60	330.00
19-Sep-19	Correspond with internal working group, Alix and Perella teams regarding claims investigation meeting.	Damast, Craig A.	0.30	277.50
20-Sep-19	Correspond with internal working group regarding true lease analysis (.4); review documentation and research in connection with same (2.8).	Blaivas, Jay	3.20	3,760.00
26-Sep-19	Participate in weekly claims investigation meeting.	Bullard, Miranda	0.50	275.00
26-Sep-19	Prepare for (.4) and participate in (.5) weekly claims investigation meeting; correspond with P. Dopsch regarding same and next steps (.3).	Damast, Craig A.	1.20	1,110.00
26-Sep-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.50	575.00
26-Sep-19	Prepare for (.1) and participate in (.5) weekly claims investigation meeting.	Ferraioli, Raff	0.60	330.00
26-Sep-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.50	575.00
26-Sep-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.50	350.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

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26-Sep-19	Participate in weekly claims investigation meeting.	Levitt, Jamie A.	0.50	612.50
26-Sep-19	Participate in weekly claims investigation meeting.	Marines, Jennifer L.	0.50	550.00
26-Sep-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.50	650.00
26-Sep-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.50	462.50
26-Sep-19	Prepare for (.3) and participate in (.5) weekly claims investigation meeting; follow-up discussion with L. Westergaard regarding potential claims and related discovery (.6).	Richardson Arnould, Ka	1.40	735.00
26-Sep-19	Prepare for (.3) and participate in (.5) weekly claims investigation meeting; follow-up discussion with K. Richardson regarding potential claims and related discovery (.6).	Westergaard, Lily Vale	1.40	735.00
30-Sep-19	Review production documents in connection with true lease recharacterization analysis.	Bullard, Miranda	0.30	165.00
Total: 026	Claims Investigation		36.40	32,730.00
Lien Investigation				
05-Sep-19	Review analysis of collateral.	Peck, Geoffrey R.	1.30	1,462.50
12-Sep-19	Meet with L. Sullivan to discuss lien investigation status.	Peck, Geoffrey R.	0.70	787.50
12-Sep-19	Meet with G. Peck to discuss lien investigation status.	Sullivan, Lauren Marie	0.70	525.00
18-Sep-19	Review credit agreement.	Sullivan, Lauren Marie	0.70	525.00
Total: 027	Lien Investigation		3.40	3,300.00
Other Motions/Applications				
04-Sep-19	Correspond with internal working group regarding Committee update on recently-filed pleadings and status.	Damast, Craig A.	0.40	370.00
06-Sep-19	Correspond with internal working group and Kirkland team regarding several motions to be filed.	Damast, Craig A.	0.40	370.00
09-Sep-19	Correspond with internal working group regarding recently filed motions and summaries for Committee (.4); correspond with R. Ferraioli and K. Richardson regarding same (.3); review and revise summaries of recently filed motions for Committee and review motions (1.1); correspond with R. Ferraioli and K. Richardson regarding same and comments (.5); discuss same with K. Richardson (.3).	Damast, Craig A.	2.60	2,405.00
09-Sep-19	Analyze memorandum regarding recently filed pleadings.	Ferraioli, Raff	0.40	220.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
09-Sep-19	Analyze second tax settlement and related previously filed motions (1.2); draft summaries of same (.8); discuss same with C. Damast (.3); revise same (.3); analyze claims objection procedures motion (.6); review summary of same (.3).	Richardson Arnould, Ka	3.50	1,837.50
13-Sep-19	Correspond with internal working group regarding Committee's standing motion and notice of adjournment.	Damast, Craig A.	0.30	277.50
13-Sep-19	Review recently filed pleadings (.3); correspond with D. Delehanty regarding change in upcoming material dates (.1).	Richardson Arnould, Ka	0.40	210.00
16-Sep-19	Correspond with internal working group regarding notice of adjournment of Committee's standing motion (.2); review same (.1).	Damast, Craig A.	0.30	277.50
16-Sep-19	Draft notice of adjournment regarding Committee standing motion and update calendar regarding same with Chambers conference adjournment regarding Uniti matter (.6); review, prepare, file and serve notice of adjournment (.2); discuss filing with K. Richardson (.3).	Delehanty, Danielle Ei	1.10	396.00
16-Sep-19	Discuss recently filed pleadings with K. Richardson.	Ferraioli, Raff	0.20	110.00
16-Sep-19	Review recently filed assumption and lift stay pleadings.	Goren, Todd M.	0.40	460.00
16-Sep-19	Review draft notice of adjournment of Committee standing motion.	Richards, Erica J.	0.20	185.00
16-Sep-19	Review recent pleading (.4); revise and finalize notice of adjournment in connection with Committee standing motion (.6); review local rules and case management order (.4); correspond with E. Richards regarding same and extension of objection deadline therein (.2); discuss recently filed pleadings with R. Ferraioli (.2); discuss filing of notice of adjournment with D. Delehanty (.3).	Richardson Arnould, Ka	2.10	1,102.50
17-Sep-19	Review summaries of recently filed motions for Committee (.4); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	0.60	555.00
17-Sep-19	Review summary of recently filed motions for Committee.	Goren, Todd M.	0.40	460.00
17-Sep-19	Review and revise draft summary of recently filed motions.	Richards, Erica J.	1.40	1,295.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
17-Sep-19	Review recently filed pleadings and case docket (.6); analyze recent pleadings regarding relief from automatic stay, setoff stipulation and Tindle settlement (1.6); correspond with E. Richards regarding same (.3); correspond with N. Davanipour (Kirkland) regarding terms and amounts of proposed setoff agreement (.4); draft Committee memorandum regarding pleadings (1.3).	Richardson Arnould, Ka	4.20	2,205.00
24-Sep-19	Analyze recently filed pleadings and case docket.	Richardson Arnould, Ka	0.40	210.00
Total: 029	Other Motions/Applications		19.30	12,946.00
Time Entry Review				
23-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.60	880.00
24-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,320.00
25-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.30	715.00
26-Sep-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
Total: 032	Time Entry Review		5.70	3,135.00
Mediation				
02-Sep-19	Correspond with Alix regarding mediation presentation.	Richards, Erica J.	0.20	185.00
03-Sep-19	Correspond with J. Levitt, S. Rappoport and J. Greer regarding mediation sessions.	Aikman, Amanda	0.20	185.00
03-Sep-19	Discuss upcoming mediation sessions and logistics with T. Goren (.2); correspond with internal working group and Committee members regarding attendance at mediation (.2); correspond with Davis Polk and mediation parties regarding current Uniti settlement proposal (.1); review same (.4); correspond with internal working group and Perella team regarding presentation for upcoming mediation sessions (.4); review same (.6); correspond with internal working group regarding same and comments (.5); correspond with internal working group regarding update to Committee regarding mediation status (.3); review same (.4).	Damast, Craig A.	3.10	2,867.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
03-Sep-19	Discuss upcoming mediation sessions and logistics with T. Goren (.1); correspond with Kirkland regarding same (.2); correspond with Committee professionals regarding same (.2); analyze correspondence regarding mediation materials (.2); analyze Perella and Alix mediation materials (.6); provide comments to same (.3).	Ferraioli, Raff	1.60	880.00
03-Sep-19	Discuss upcoming mediation sessions and logistics with C. Damast (.2); discuss same with R. Ferraioli (.1); review and revise draft of Alix and Perella presentations for mediation (1.3); correspond with internal working group regarding mediation attendance (.3); correspond with Committee regarding same (.2).	Goren, Todd M.	2.10	2,415.00
03-Sep-19	Correspond with S. Rappoport, A. Aikman and J. Levitt regarding logistics for mediation.	Greer, Jocelyn Edith	0.20	140.00
03-Sep-19	Review updated Uniti settlement proposal (.7); review and revise Perella presentation for mediation (.8); correspond with T. Goren regarding additional inserts for Perella presentation (.6); review mediation participation and scheduling (.4); calls with R. Seltzer (CWA) (.3), B. Lohan (AT&T) and J. Grudus (AT&T) (.3) regarding participation in mediation; review list of obligors for mediation session and prepare narrative for meeting with mediator (.7).	Marinuzzi, Lorenzo	3.80	4,940.00
03-Sep-19	Correspond with J. Greer, A. Aikman and J. Levitt regarding logistics for mediation.	Rappoport, Steve	0.20	179.00
03-Sep-19	Review revised Perella and Alix presentations for mediator.	Richards, Erica J.	0.60	555.00
04-Sep-19	Correspond with internal working group regarding advisor presentations for upcoming mediation sessions, revisions and comments (.8); review current drafts of same (.9); correspond with E. Richards and S. Jensen regarding same and entity obligors/non-obligors (.2); review updated spreadsheet regarding same (.2).	Damast, Craig A.	2.10	1,942.50
04-Sep-19	Analyze mediation presentation (.7); provide comments to same (.1).	Ferraioli, Raff	0.80	440.00
04-Sep-19	Attend mediation session (6.9); review updated draft of Alix presentation for mediation (.6); call with J. Wooding (Alix) regarding same (.3).	Goren, Todd M.	7.80	8,970.00
04-Sep-19	Review mediation submissions and proposals (.1); attend mediation session (6.9).	Levitt, Jamie A.	7.00	8,575.00
04-Sep-19	Call with J. Wooding (Alix) regarding updated draft of Alix presentation for mediation (.3); attend mediation session (6.9).	Marinuzzi, Lorenzo	7.20	9,360.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
04-Sep-19	Review updated draft of Alix presentation for mediation (.3); call with J. Wooding (Alix) regarding same (.3); attend mediation session (6.9).	Richards, Erica J.	7.50	6,937.50
05-Sep-19	Correspond with S. Rappoport regarding mediation session (.1); review summary of same (.1).	Aikman, Amanda	0.20	185.00
05-Sep-19	Correspond with internal working group regarding mediation update for Committee (.3); review same (.7); discuss status of mediation and next steps with R. Ferraioli and E. Richards (.1); discuss Perella Uniti settlement proposal and analysis with K. Richardson (.3).	Damast, Craig A.	1.40	1,295.00
05-Sep-19	Discuss status of mediation and next steps with E. Richards and C. Damast; review mediation schedule.	Ferraioli, Raff	0.30	165.00
05-Sep-19	Attend mediation session.	Goren, Todd M.	1.30	1,495.00
05-Sep-19	Review correspondence regarding mediation.	Levitt, Jamie A.	1.10	1,347.50
05-Sep-19	Review updated presentation regarding value to prepare for mediation (.6); correspond with J. Grudus (AT&T) regarding mediation (.2); review and revise Committee memorandum regarding mediation status (.3); attend mediation session (1.3).	Marinuzzi, Lorenzo	2.40	3,120.00
05-Sep-19	Attend mediation session (1.3); discuss status of mediation and next steps with R. Ferraioli and C. Damast (.1).	Richards, Erica J.	1.40	1,295.00
05-Sep-19	Discuss Perella Uniti settlement proposal and analysis with C. Damast.	Richardson Arnould, Ka	0.30	157.50
06-Sep-19	Review correspondence regarding mediation.	Aikman, Amanda	0.20	185.00
06-Sep-19	Correspond with internal working group and Kirkland teams regarding latest Uniti settlement proposal (.3); review same (.4); discuss upcoming mediation session with R. Ferraioli (.2); correspond with internal working group and Committee members regarding mediation status and next steps (.4).	Damast, Craig A.	1.30	1,202.50
06-Sep-19	Discuss upcoming mediation session with C. Damast.	Ferraioli, Raff	0.20	110.00
06-Sep-19	Attend mediation session (5.5); review and analyze updated Uniti offer (1.9).	Goren, Todd M.	7.40	8,510.00
06-Sep-19	Attend mediation session.	Levitt, Jamie A.	5.50	6,737.50
06-Sep-19	Review update regarding mediation and Uniti proposal.	Marines, Jennifer L.	0.70	770.00
06-Sep-19	Attend mediation session (5.5); review Uniti proposal (.8); discuss possible counters with Perella (.6).	Marinuzzi, Lorenzo	6.90	8,970.00
06-Sep-19	Attend mediation session.	Richards, Erica J.	5.50	5,087.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

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09-Sep-19	Correspond with internal working group and Kirkland team regarding Debtors' counterproposal to Uniti (.2); review same (.3); correspond with internal working group and Perella team regarding same and analysis (.4).	Damast, Craig A.	0.90	832.50
09-Sep-19	Analyze mediation proposal (.4); review analysis regarding same (.3).	Ferraioli, Raff	0.70	385.00
09-Sep-19	Review updated settlement proposal with L. Marinuzzi (.4); call with Perella regarding same (.2); review Perella presentation regarding same (.5).	Goren, Todd M.	1.10	1,265.00
09-Sep-19	Call with B. Weiland (Kirkland) regarding Windstream settlement offer (.4); review updated settlement proposal with T. Goren (.4); call with Perella regarding same (.2); review Windstream settlement offer and compare to prior offers (.7).	Marinuzzi, Lorenzo	1.70	2,210.00
10-Sep-19	Call with Perella and Alix teams regarding Perella analysis of recent offer (.4); review same (.4); review Perella materials regarding same (.3); correspond with internal working group and Committee members regarding upcoming mediation session (.2).	Damast, Craig A.	1.30	1,202.50
10-Sep-19	Correspond with internal working group regarding upcoming mediation session; prepare and analyze materials for same.	Ferraioli, Raff	0.40	220.00
10-Sep-19	Review Perella analysis of recent offer (.4); call with Perella and Alix teams regarding same (.4); correspond with internal working group regarding upcoming mediation session (.3).	Goren, Todd M.	1.10	1,265.00
11-Sep-19	Review various proposals and Uniti responses (1.7); conduct legal research (.8) and draft correspondence (.3) regarding comments to same.	Blaivas, Jay	2.80	3,290.00
11-Sep-19	Attend mediation session (6.8); correspond with internal working group regarding analysis of latest Uniti proposals and counterproposals and REIT implications (.4); correspond with R. Ferraioli regarding update to Committee on mediation (.2); review and revise same (.2).	Damast, Craig A.	7.60	7,030.00
11-Sep-19	Attend mediation session.	Ferraioli, Raff	6.80	3,740.00
11-Sep-19	Review Uniti presentation regarding proposal (.5); correspond with J. Blaivas regarding REIT questions regarding same (.2); correspond with internal working group regarding status of mediation (.2).	Goren, Todd M.	0.90	1,035.00
11-Sep-19	Attend mediation session.	Levitt, Jamie A.	6.80	8,330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5859762
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Date	Services	Timekeeper	Hours	Value
11-Sep-19	Attend mediation session (6.8); review analysis of REIT issues as part of Uniti settlement discussions (.8).	Marines, Jennifer L.	7.60	8,360.00
11-Sep-19	Prepare for (.6) and attend (6.8) mediation session.	Marinuzzi, Lorenzo	7.40	9,620.00
12-Sep-19	Correspond with internal working group regarding Debtors' and Uniti's settlement proposals (.3); review same (.4); correspond with internal working group regarding Uniti REIT analysis and settlement implications (.4).	Damast, Craig A.	1.10	1,017.50
12-Sep-19	Correspond with L. Sullivan regarding term sheets and latest proposals (.4); correspond with J. Blaivas regarding proposals (.4).	Ferraioli, Raff	0.80	440.00
12-Sep-19	Review loan documentation for Uniti credit facility in connection with settlement term sheets.	Sullivan, Lauren Marie	2.40	1,800.00
13-Sep-19	Analyze Uniti settlement proposals.	Peck, Geoffrey R.	1.80	2,025.00
16-Sep-19	Review analysis by J. Blaivas regarding Uniti settlement offers.	Richards, Erica J.	0.10	92.50
17-Sep-19	Review proposals and related materials.	Blaivas, Jay	1.10	1,292.50
18-Sep-19	Correspond with internal working group regarding mediation proposals.	Ferraioli, Raff	0.20	110.00
18-Sep-19	Analyze proposed settlement term sheets.	Sullivan, Lauren Marie	0.40	300.00
19-Sep-19	Analyze Uniti settlement correspondence.	Peck, Geoffrey R.	0.60	675.00
20-Sep-19	Research tax issues related mediation proposal.	Stern, Jessica S.	2.90	2,015.50
25-Sep-19	Correspond with mediation parties regarding discussions with Chambers and further revised schedule.	Damast, Craig A.	0.30	277.50
25-Sep-19	Review Uniti proposal and update for Committee regarding proposal and retention of experts.	Marinuzzi, Lorenzo	0.60	780.00
26-Sep-19	Correspond with mediation parties (.3); review analysis of latest Uniti settlement proposal (.3).	Damast, Craig A.	0.60	555.00
26-Sep-19	Review updated Uniti proposal.	Goren, Todd M.	0.70	805.00
26-Sep-19	Review updated Uniti proposal	Marinuzzi, Lorenzo	0.60	780.00
26-Sep-19	Review latest mediation proposal from Uniti.	Richardson Arnould, Ka	0.60	315.00
27-Sep-19	Correspond with internal working group regarding mediation status and next steps.	Damast, Craig A.	0.20	185.00
27-Sep-19	Analyze Uniti debt instruments in relation to possible Uniti settlement.	Peck, Geoffrey R.	1.40	1,575.00
27-Sep-19	Review Uniti credit agreement and indentures in connection with proposed settlement agreements (4.1); draft summary of same (1.1).	Sullivan, Lauren Marie	5.20	3,900.00
Total: 034	Mediation		149.20	156,929.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Services	Timekeeper	Hours	Value
			Current Fees	478,648.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
19463	Aikman, Amanda	925.00	1.30	1,202.50
22690	Blaivas, Jay	1,175.00	19.10	22,442.50
14140	Goren, Todd M.	1,150.00	51.70	59,455.00
10213	Kaufman, David H.	1,225.00	0.70	857.50
04458	Levitt, Jamie A.	1,225.00	29.10	35,647.50
17456	Marines, Jennifer L.	1,100.00	10.80	11,880.00
14116	Marinuzzi, Lorenzo	1,300.00	61.80	80,340.00
12345	Peck, Geoffrey R.	1,125.00	6.60	7,425.00
20387	Bullard, Miranda	550.00	12.20	6,710.00
22181	Ferraioli, Raff	550.00	30.40	16,720.00
23534	Greer, Jocelyn Edith	700.00	68.90	48,230.00
19721	Rappoport, Steve	895.00	35.60	31,862.00
21823	Richardson Arnould, Ka	525.00	79.70	41,842.50
18235	Stern, Jessica S.	695.00	11.30	7,853.50
23425	Sullivan, Lauren Marie	750.00	10.20	7,650.00
21829	Westergaard, Lily Vale	525.00	22.50	11,812.50
08676	Dopsch, Peter C.	1,150.00	4.40	5,060.00
14078	Richards, Erica J.	925.00	26.80	24,790.00
17323	Damast, Craig A.	925.00	64.90	60,032.50
18387	Delehanty, Danielle Ei	360.00	20.10	7,236.00
23415	Jensen, Sofie	275.00	3.20	880.00
15029	Bergelson, Vadim	345.00	11.40	3,933.00
99851	eDiscovery Services**	320.00	0.80	256.00
	Client Accommodation – ½ Non-Working Travel			(12,335.00)
	Client Accommodation – Time Entry Review			(3,135.00)
	TOTAL		583.50	478,648.00

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: 5859762
 Invoice Date: October 18, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	1.20	1,560.00
003	Assumption and Rejection of Leases and Contracts	19.50	17,182.50
006	Business Operations	3.40	3,767.50
007	Case Administration	21.40	13,309.00
008	Claims Administration and Objections	5.40	5,190.00
011	Employment and Fee Applications	2.60	1,031.00
014	Other Litigation	66.30	59,359.50
015	Meetings and Communications with Creditors	29.00	24,955.00
016	Non-Working Travel	31.90	24,670.00
017	Plan and Disclosure Statement	1.10	1,430.00
020	Reporting	1.00	812.50
021	Tax	22.90	21,797.50
023	Discovery	157.10	105,530.50
024	Hearings	6.70	4,482.50
026	Claims Investigation	36.40	32,730.00
027	Lien Investigation	3.40	3,300.00
029	Other Motions/Applications	19.30	12,946.00
032	Time Entry Review	5.70	3,135.00
034	Mediation	149.20	156,929.50
	Client Accommodation – ½ Non-Working Travel		(12,335.00)
	Client Accommodation – Time Entry Review		(3,135.00)
TOTAL		583.50	478,648.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Disbursement Detail

Date	Description	Value
30-Sep-19	Color Copies	34.80
30-Sep-19	On-line Research - WESTLAW	3,323.60
24-Sep-19	Reporting fees, U.S. LEGAL SUPPORT, INC. (CA REPORTING), deposition - certified copy of transcript of Peter McGuire	1,355.10
25-Sep-19	Reporting fees, U.S. LEGAL SUPPORT, INC. (CA REPORTING), deposition - certified copy of transcript of Emmitt Walker	839.10
25-Sep-19	Reporting fees, A. WILLIAM ROBERTS, JR AND ASSOCIATES, copy of transcript of Paul G. Strickland	616.60
30-Sep-19	Reporting fees, U.S. LEGAL SUPPORT, INC. (CA REPORTING), certified copy of transcript of Andrew Sites	703.45
09-Sep-19	Travel, plane, S. Rappoport, travel to Columbus for A. Sites deposition, 9/9/19	914.68
09-Sep-19	Travel, hotel, S. Rappoport, one night stay at Renaissance Hotel in Columbus for A. Sites deposition, 9/9/19	327.83
09-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, traveling to Columbus for A. Sites deposition, 9/9/19	78.26
10-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, in Columbus following A. Sites deposition, 9/10/19	23.27
10-Sep-19	Travel, taxi/car service, J. Greer, ground travel to airport, traveling to Cleveland for E. Walker deposition, 9/10/19	79.80
11-Sep-19	Travel, hotel, J. Greer, one night stay at Marriott in Cleveland for E. Walker deposition, 9/10/19	436.20
11-Sep-19	Travel, plane, J. Greer, travel to Cleveland for E. Walker deposition, 9/10/19	507.40
11-Sep-19	Travel, taxi/car service, J. Marines, ground travel to attend mediation session, 9/11/19	14.75
17-Sep-19	Travel, plane, J. Greer, travel to St. Louis for Windstream 30(b)(6) deposition, 9/24/19	645.96
18-Sep-19	Travel, plane, S. Rappoport, travel to Portland and Charlotte for S. Bandy and Strickland depositions, 9/18/19	1,127.40
18-Sep-19	Travel, hotel, S. Rappoport, one night stay at Paramount Hotel in Portland for S. Bandy deposition, 9/18/19	377.67
18-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, traveling to Portland and Charlotte for S. Bandy and Strickland depositions, 9/18/19	110.14
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel from airport, in Portland following S. Bandy deposition, 9/18/19	52.44
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to S. Bandy deposition in Portland, 9/19/19	28.65
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to hotel following S. Bandy deposition in Portland, 9/19/19	17.29
19-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, in Portland for S. Bandy deposition, 9/19/19	25.03
19-Sep-19	Travel, taxi/car service, J. Greer, ground travel from Stamford, CT following Charter 30(b)(6) deposition, 9/19/19	82.54
20-Sep-19	Travel, taxi/car service, S. Rappoport, ground travel to Strickland deposition in Charlotte, 9/20/19	40.80
24-Sep-19	Travel, taxi/car service, J. Greer, ground travel from airport, in St. Louis for Windstream 30(b)(6) deposition, 9/24/19	23.69
24-Sep-19	Travel, taxi/car service, J. Greer, ground travel to airport, traveling to St. Louis for Windstream 30(b)(6) deposition, 9/24/19	59.76
25-Sep-19	Travel, taxi/car service, J. Greer, ground travel from airport, following Windstream 30(b)(6) deposition, 9/25/19	47.55

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5859762
Invoice Date: October 18, 2019

Date	Description	Value
25-Sep-19	Travel, taxi/car service, J. Greer, ground travel to Windstream 30(b)(6) deposition, in St. Louis, 9/25/19	21.65
25-Sep-19	Travel, taxi/car service, J. Greer, ground travel to airport, in St. Louis following Windstream 30(b)(6) deposition, 9/25/19	28.51
01-Sep-19	EDiscovery, Epiq Managed Services, August 2019	757.50
09-Sep-19	Business meals, 7 attendees, Windstream meeting, 9/9/19	140.00
16-Sep-19	Business meals, 7 attendees, Windstream meeting, 9/16/19	140.00
05-Sep-19	Document retrieval service, PACER SERVICE CENTER (DBA) U.S. COURTS AO-PACER SERVICE CTR, PACER fees (searches and downloads)	202.60
Current Disbursements		<u><u>13,184.02</u></u>

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	478,648.00
Total Disbursements	13,184.02
Total Amount Due	491,832.02

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5859762
Invoice Date: October 18, 2019

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
31-May-19	5825503	USD	1,730,862.41	1,390,225.21	340,637.20
30-Jun-19	5833688	USD	935,458.29	751,083.64	184,374.65
25-Jul-19	5839059	USD	619,933.00	499,069.90	120,863.10
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	0.00	556,534.56

October 2019

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: 5869006
Invoice Date: November 22, 2019

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 October 31, 2019

	<u>U.S.Dollars</u>
Current Fees	485,794.50
Client Accommodation – ½ Non-Working Travel	(2,685.00)
Client Accommodation – Time	(6,695.00)
Entry Review	
Current Fees Value	<hr/> 476,414.50
Current Disbursements	<hr/> 14,157.88
Total This Invoice	<hr/> 490,572.38 <hr/>

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

[REDACTED]

[REDACTED]

[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
17-Oct-19	Correspond with Alix regarding real estate analysis.	Goren, Todd M.	0.40	460.00
Total: 001	Asset Analysis and Recovery		0.40	460.00
Assumption and Rejection of Leases and Contracts				
07-Oct-19	Review Twinsburg objection to proposed cure costs (.2); review Debtors' notices of assumption of contracts and leases (.4).	Damast, Craig A.	0.60	555.00
07-Oct-19	Analyze cure objection.	Ferraioli, Raff	0.20	110.00
07-Oct-19	Review additional cure objections.	Marinuzzi, Lorenzo	0.40	520.00
08-Oct-19	Review various notices of rejection (.3) and assumption (.3) of certain executory contracts/leases.	Damast, Craig A.	0.60	555.00
09-Oct-19	Review orders authorizing rejection of Ft. Knox contract (.2), Alexander Monroe contract (.2), Mintigo contract (.2), Metropolitan lease (.2) and Gartner contracts (.2); review order authorizing assumption of Seneca contract (.2).	Damast, Craig A.	1.20	1,110.00
31-Oct-19	Discuss research regarding assumption/rejection outcomes with R. Ferraioli.	Damast, Craig A.	0.30	277.50
31-Oct-19	Discuss research regarding assumption/rejection outcomes with C. Damast (.3); conduct and analyze legal research regarding same (.4).	Ferraioli, Raff	0.70	385.00
31-Oct-19	Review strategy for Uniti motions regarding rent and deadlines for assumption and rejection.	Marinuzzi, Lorenzo	0.90	1,170.00
31-Oct-19	Analyze issues relating to master lease rejection under debt instruments.	Peck, Geoffrey R.	0.80	900.00
Total: 003	Assumption and Rejection of Leases and Contracts		5.70	5,582.50
Business Operations				
01-Oct-19	Correspond with Perella and Alix regarding business updates.	Marinuzzi, Lorenzo	0.40	520.00
Total: 006	Business Operations		0.40	520.00
Case Administration				
01-Oct-19	Correspond with internal working group regarding upcoming professionals' call.	Damast, Craig A.	0.20	185.00
01-Oct-19	Correspond with Alix and Perella regarding case status.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
01-Oct-19	Circulate notice of ECF filings to internal working group (.2); update case calendar and provide updates to same (.5).	Guido, Laura	0.70	262.50
03-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
04-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.5).	Guido, Laura	0.60	225.00
07-Oct-19	Correspond with D. Delehanty regarding docket and calendar matters.	Damast, Craig A.	0.30	277.50
07-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
08-Oct-19	Prepare for (.4) and participate on (.3) weekly professionals' call; correspond with internal working group regarding upcoming Committee call (.2).	Damast, Craig A.	0.90	832.50
08-Oct-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	220.00
08-Oct-19	Participate on weekly professionals' call.	Goren, Todd M.	0.30	345.00
08-Oct-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.30	210.00
08-Oct-19	Circulate notice of ECF filings to internal working group (.1); update case calendar and provide updates to same (.2).	Guido, Laura	0.30	112.50
09-Oct-19	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
09-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
10-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
11-Oct-19	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
11-Oct-19	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	225.00
14-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
15-Oct-19	Prepare for (.2) and participate on (.5) weekly professionals' call; correspond with L. Guido regarding docket and calendar matters (.2).	Damast, Craig A.	0.90	832.50
15-Oct-19	Prepare for (.2) and participate on (.5) weekly professionals' call.	Ferraioli, Raff	0.70	385.00
15-Oct-19	Participate on weekly professionals' call.	Goren, Todd M.	0.50	575.00
15-Oct-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.50	350.00

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Matter Number: 017254-0000001
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Invoice Number: 5869006
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Date	Services	Timekeeper	Hours	Value
15-Oct-19	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	150.00
15-Oct-19	Participate on weekly professionals' call.	Levitt, Jamie A.	0.50	612.50
15-Oct-19	Participate on weekly professionals' call.	Richards, Erica J.	0.50	462.50
15-Oct-19	Prepare for (.2) and participate on (.5) weekly professionals' call.	Richardson Arnould, Ka	0.70	367.50
16-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
17-Oct-19	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	185.00
17-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
18-Oct-19	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	225.00
21-Oct-19	Correspond with L. Guido regarding calendar and docket matters.	Damast, Craig A.	0.20	185.00
21-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); review FRCP for confirmation of deadlines (.2).	Guido, Laura	0.30	112.50
22-Oct-19	Correspond with internal working group and Perella team regarding upcoming professionals' call.	Damast, Craig A.	0.20	185.00
22-Oct-19	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	112.50
23-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
24-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
25-Oct-19	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	112.50
28-Oct-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); retrieve and distribute transcripts (.1); update case calendar and provide updates to same (.2).	Guido, Laura	0.40	150.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
29-Oct-19	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	112.50
Total: 007	Case Administration		14.70	9,437.50
Claims Administration and Objections				
02-Oct-19	Review signed order regarding Debtors' second settlement with NYS Dept. of Taxation and Finance.	Damast, Craig A.	0.10	92.50
08-Oct-19	Review claims administration and objection procedures.	Marinuzzi, Lorenzo	0.60	780.00
11-Oct-19	Review signed order approving omnibus claims objection procedures.	Damast, Craig A.	0.20	185.00
16-Oct-19	Review stipulation and order extending Frontier's time to file proof of claim.	Damast, Craig A.	0.20	185.00
16-Oct-19	Review stipulation extending time for Frontier to file claim (.2); correspond with S. Rochester (Katten) regarding status of Frontier negotiations (.2).	Marinuzzi, Lorenzo	0.40	520.00
18-Oct-19	Analyze Charter proofs of claim (.8); draft memorandum regarding same (.3).	Ferraioli, Raff	1.10	605.00
22-Oct-19	Correspond with R. Ferraioli regarding Charter proofs of claim.	Damast, Craig A.	0.30	277.50
Total: 008	Claims Administration and Objections		2.90	2,645.00
Employment and Fee Applications				
01-Oct-19	Analyze interim fee application (1.1); discuss same with L. Guido (.1).	Ferraioli, Raff	1.20	660.00
01-Oct-19	Review and revise interim fee application (.4); discuss same with R. Ferraioli (.1); finalize, file and coordinate service of same (.2).	Guido, Laura	0.70	262.50
01-Oct-19	Finalize August fee statement for filing.	Marinuzzi, Lorenzo	0.60	780.00
03-Oct-19	Analyze Alix's fee application; coordinate filing of same.	Ferraioli, Raff	0.20	110.00
03-Oct-19	File and coordinate service of Alix monthly fee statement.	Guido, Laura	0.20	75.00
11-Oct-19	Analyze status of fee applications and deadline regarding same.	Ferraioli, Raff	0.20	110.00
16-Oct-19	Draft invoice; correspond with Alvarez, Windstream and Kirkland regarding same.	Ferraioli, Raff	0.30	165.00
17-Oct-19	Analyze proposed omnibus fee order; correspond with internal working group regarding same; correspond with Alix and Perella regarding same; correspond with Kirkland regarding same.	Ferraioli, Raff	0.30	165.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
18-Oct-19	Prepare MoFo's September fee application.	Guido, Laura	1.10	412.50
22-Oct-19	Analyze and revise draft fee application.	Ferraioli, Raff	0.40	220.00
22-Oct-19	Review September fee application.	Goren, Todd M.	0.60	690.00
23-Oct-19	Analyze and revise draft fee application (.5); analyze Perella fee application (.2); correspond with L. Guido regarding filing of same (.1).	Ferraioli, Raff	0.80	440.00
23-Oct-19	Finalize and compile September fee applications for MoFo and Perella for filing (.3); file and coordinate service of same (.4).	Guido, Laura	0.70	262.50
24-Oct-19	Confirm relevant filing deadlines regarding fee applications.	Guido, Laura	0.10	37.50
29-Oct-19	Analyze Alix fee application and coordinate filing of same.	Ferraioli, Raff	0.20	110.00
29-Oct-19	Prepare, file and coordinate service of Alix September fee application.	Guido, Laura	0.20	75.00
Total: 011	Employment and Fee Applications		7.80	4,575.00
Financing and Cash Collateral				
02-Oct-19	Correspond with internal working group and lenders' counsel regarding extension of challenge deadline.	Damast, Craig A.	0.20	185.00
02-Oct-19	Correspond with lenders' counsel regarding extension of challenge deadline.	Goren, Todd M.	0.30	345.00
02-Oct-19	Correspond with parties regarding extension of DIP challenge deadline (.3); review correspondence regarding challenges extended and next steps (.6).	Marinuzzi, Lorenzo	0.90	1,170.00
11-Oct-19	Correspond with L. Marinuzzi and lenders' counsel regarding extension of challenge deadline.	Damast, Craig A.	0.20	185.00
11-Oct-19	Correspond with first lien lender advisors regarding extension of challenge deadline.	Marinuzzi, Lorenzo	0.40	520.00
12-Oct-19	Correspond with L. Marinuzzi and lenders' counsel regarding confirmation of extension of challenge deadline.	Damast, Craig A.	0.60	555.00
15-Oct-19	Analyze correspondence regarding extension of challenge deadline; correspond with L. Guido regarding same.	Ferraioli, Raff	0.10	55.00
15-Oct-19	Correspond with parties regarding extension of challenge deadline (.3); review August letter setting forth terms of extension (.6).	Marinuzzi, Lorenzo	0.90	1,170.00
15-Oct-19	Review and confirm adequacy of consents to extension of challenge deadline.	Richards, Erica J.	0.60	555.00
16-Oct-19	Correspond with internal working group regarding extension of challenge deadline.	Damast, Craig A.	0.30	277.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
30-Oct-19	Review DIP agreement regarding potential Uniti lease scenarios (.7); call with B. Weiland (Kirkland) regarding same (.2).	Goren, Todd M.	0.90	1,035.00
Total: 013	Financing and Cash Collateral		5.40	6,052.50
Other Litigation				
01-Oct-19	Review signed Uniti adversary proceeding scheduling order (.2); correspond with internal working group regarding same (.3); correspond with F. Munshi (Perella) and R. Ferraioli regarding Uniti/REIT litigation analysis and issues (.3).	Damast, Craig A.	0.80	740.00
01-Oct-19	Analyze scheduling order filed in connection with adversary proceeding against Uniti (.4); correspond with internal working group regarding changes to proposed schedule (.3).	Richardson Arnould, Ka	0.70	367.50
02-Oct-19	Correspond with internal working group regarding Uniti litigation call with Kirkland team (.2); correspond with M. Ballew (Perella) regarding litigation analysis and issues (.4); discuss same with R. Ferraioli (.2).	Damast, Craig A.	0.80	740.00
02-Oct-19	Analyze correspondence regarding Uniti adversary proceeding and next steps; discuss litigation analysis and issues with C. Damast.	Ferraioli, Raff	0.30	165.00
03-Oct-19	Review memorandum regarding litigation analysis of valuation report (.9); correspond with P. Dopsch regarding same (.1); correspond with internal working group regarding Frontier litigation status and extension of time to file proof of claim (.3).	Damast, Craig A.	1.30	1,202.50
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Goren, Todd M.	0.50	575.00
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Greer, Jocelyn Edith	0.50	350.00
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Levitt, Jamie A.	0.50	612.50
03-Oct-19	Call with Kirkland regarding Uniti litigation status (.3); follow-up call with White & Case regarding same (.2).	Rappoport, Steve	0.50	447.50
04-Oct-19	Correspond with J. Wooding (Alix) regarding Uniti covenant and consent analysis (.2); review comments regarding same (.3); review memorandum regarding litigation analysis (.9).	Damast, Craig A.	1.40	1,295.00
04-Oct-19	Review materials covered in litigation regarding Uniti and Alix commentary on same.	Marinuzzi, Lorenzo	0.90	1,170.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
07-Oct-19	Review draft of memorandum regarding litigation analysis of report regarding Uniti assets.	Damast, Craig A.	0.70	647.50
07-Oct-19	Discuss Uniti case status with S. Rappoport.	Greer, Jocelyn Edith	0.50	350.00
07-Oct-19	Discuss Uniti case status with J. Greer.	Rappoport, Steve	0.50	447.50
08-Oct-19	Review and revise memorandum regarding litigation analysis of report regarding Uniti assets (.8); review report of same (.9).	Damast, Craig A.	1.70	1,572.50
09-Oct-19	Correspond with M. Bullard regarding memorandum regarding litigation analysis of report regarding Uniti assets.	Damast, Craig A.	0.20	185.00
09-Oct-19	Review defendant's motion to withdraw reference in Charter adversary proceeding.	Greer, Jocelyn Edith	0.40	280.00
09-Oct-19	Review defendant's motion to withdraw reference in Charter adversary proceeding.	Levitt, Jamie A.	0.60	735.00
09-Oct-19	Review motion to withdraw reference in Charter dispute (1.2); correspond with S. Rappoport regarding response and next steps (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
10-Oct-19	Review Charter motion to withdraw reference.	Goren, Todd M.	0.30	345.00
10-Oct-19	Conduct legal research regarding opposition to motion to withdraw.	Greer, Jocelyn Edith	1.80	1,260.00
11-Oct-19	Correspond with internal working group and Committee members regarding summary of Charter motion to withdraw reference and revisions (.6); review motion regarding same (.5).	Damast, Craig A.	1.10	1,017.50
11-Oct-19	Review Charter motion to withdraw reference (.8); correspond with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.20	1,380.00
11-Oct-19	Draft opposition to motion to withdraw reference in Charter adversary proceeding (.9); call with Debtors regarding Charter motion to withdraw reference (.5).	Greer, Jocelyn Edith	1.40	980.00
11-Oct-19	Call with Debtors regarding Charter motion to withdraw reference.	Rappoport, Steve	0.50	447.50
13-Oct-19	Review correspondence regarding Charter motion to withdraw reference and analyze precedent opposing same.	Richards, Erica J.	0.30	277.50
14-Oct-19	Review Charter motion to withdraw reference (.7); correspond with J. Greer and R. Ferraioli regarding same (.4).	Damast, Craig A.	1.10	1,017.50
14-Oct-19	Review Charter motion to dismiss and judgment on pleadings.	Goren, Todd M.	0.90	1,035.00
14-Oct-19	Correspond with R. Ferraioli regarding opposition to motion to withdraw reference in Charter adversary proceeding (.3); conduct legal research regarding motion to withdraw (1.4).	Greer, Jocelyn Edith	1.70	1,190.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
14-Oct-19	Compile precedent regarding opposition to motion to withdraw reference.	Guido, Laura	1.10	412.50
14-Oct-19	Review motion for judgment regarding pleadings filed by Charter (.6) and letter regarding summary judgment filed by Charter (.2).	Rappoport, Steve	0.80	716.00
15-Oct-19	Correspond with J. Greer and R. Ferraioli regarding Charter adversary proceeding, deadlines and docket matters (.4); correspond with internal working group regarding Uniti's partial motion to dismiss complaint (.3); review summary of same (.2).	Damast, Craig A.	0.90	832.50
15-Oct-19	Analyze correspondence from L. Marinuzzi regarding status of litigation; analyze docket and recently filed pleadings in connection with same.	Ferraioli, Raff	0.20	110.00
15-Oct-19	Review Uniti motion to dismiss (.4); correspond with M. Brod (Milbank) (.1) and internal working group regarding adjournment of Committee standing motion (.2).	Goren, Todd M.	0.70	805.00
15-Oct-19	Conduct legal research and draft opposition to Charter motion to withdraw reference (3.8); review Uniti motion to dismiss (.4).	Greer, Jocelyn Edith	4.20	2,940.00
15-Oct-19	Review Charter summary judgment motion papers (.9) and response to Debtor's pre-motion letter (.2); review Uniti motion to dismiss (.7).	Levitt, Jamie A.	1.80	2,205.00
15-Oct-19	Review Uniti motion to dismiss (.9); review complaint and Committee standing motion regarding fraudulent conveyance claims (.8); review strategy regarding response with litigation team (.5); review scheduling regarding summary judgment timeline and progress (.6).	Marinuzzi, Lorenzo	2.80	3,640.00
15-Oct-19	Review draft response to motion to withdraw reference in Charter matter.	Rappoport, Steve	0.90	805.50
15-Oct-19	Review briefing regarding Charter motion to dismiss and withdraw reference.	Richards, Erica J.	0.80	740.00
16-Oct-19	Review Uniti partial motion to dismiss complaint and accompanying memorandum of law (1.7); review Charter motion to withdraw reference and accompanying memorandum of law (1.6).	Damast, Craig A.	3.30	3,052.50
16-Oct-19	Analyze Uniti motion to dismiss.	Ferraioli, Raff	0.60	330.00
16-Oct-19	Review Uniti motion to dismiss.	Goren, Todd M.	1.30	1,495.00
16-Oct-19	Draft opposition to motion to withdraw reference filed in Charter adversary proceeding.	Greer, Jocelyn Edith	3.10	2,170.00
16-Oct-19	Consider strategy regarding Uniti motion to dismiss (.8); review Charter summary judgment motion (.8).	Marinuzzi, Lorenzo	1.60	2,080.00
16-Oct-19	Review Uniti motion to dismiss.	Rappoport, Steve	0.80	716.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
17-Oct-19	Correspond with internal working group regarding extension of deadline to object to motion to withdraw reference (.1); review letter regarding same (.1); continue to review motion (.6); discuss Uniti motion to dismiss with J. Greer and A. Selick (.1); correspond with A. Selick regarding same (.2); review Judge Farnan decision regarding same (.6); correspond with E. Richards and J. Wooding (Alix) regarding real and personal property analysis regarding Uniti transaction (.3).	Damast, Craig A.	2.00	1,850.00
17-Oct-19	Analyze endorsed letter regarding extension of deadline to oppose motion to withdraw reference.	Ferraioli, Raff	0.10	55.00
17-Oct-19	Correspond with Debtors and Intervenor regarding motion to dismiss and open points (.4); call with Alix and Perella regarding litigation status (.8); review Charter motion to dismiss regarding potential responses (.6); correspond with internal working group regarding response to Uniti motion to dismiss (.6).	Goren, Todd M.	2.40	2,760.00
17-Oct-19	Correspond with A. Selick regarding memorandum of Uniti motion to dismiss (.1); discuss Uniti motion to dismiss with C. Damast and A. Selick (.1); correspond with Debtors and other Intervenor regarding Uniti motion to dismiss (.2); review Charter motion for judgment on pleadings and motion to dismiss (.7); conduct legal research and draft opposition to motion to withdraw reference filed on Charter adversary proceeding (2.4).	Greer, Jocelyn Edith	3.50	2,450.00
17-Oct-19	Review status of pending Uniti litigation and deliverables (.7); review matters pending in Charter dispute and next steps (.8); review strategy regarding motion to withdraw reference by Charter (.7).	Marinuzzi, Lorenzo	2.20	2,860.00
17-Oct-19	Discuss Uniti motion to dismiss with J. Greer and C. Damast (.1); review correspondence regarding same (.1).	Selick, Allison	0.20	110.00
18-Oct-19	Meet with J. Greer regarding recent adversary proceedings (.7); analyze case documents and create summary of past and upcoming events for L. Marinuzzi (1.6).	Dobrosielski, Jan	2.30	1,207.50
18-Oct-19	Conduct and analyze legal research in connection with Charter litigation and implications of automatic stay.	Ferraioli, Raff	0.20	110.00
18-Oct-19	Review and analyze potential responses to Uniti motion to dismiss (1.6); call with Kirkland and other Intervenor regarding same (.7).	Goren, Todd M.	2.30	2,645.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
18-Oct-19	Correspond with R. Ferraioli regarding true lease issues (.3); draft opposition to motion to withdraw (2.8); call with Kirkland and other Intervenor regarding Uniti motion to dismiss (.7); review same (1.2); meet with S. Rappoport regarding same (.4); meet with J. Dobrosielski regarding recent adversary proceedings and next steps (.7).	Greer, Jocelyn Edith	6.10	4,270.00
18-Oct-19	Call with Kirkland and other Intervenor regarding Uniti motion to dismiss.	Levitt, Jamie A.	0.70	857.50
18-Oct-19	Meet with J. Greer regarding Uniti motion to dismiss (.4); call with Kirkland and other Intervenor regarding same (.7).	Rappoport, Steve	1.10	984.50
18-Oct-19	Analyze memorandum regarding Debtors' complaint and Uniti motion to dismiss (.8); draft memorandum regarding Uniti motion to dismiss (2.3).	Selick, Allison	3.10	1,705.00
19-Oct-19	Analyze Windstream vs. Charter case documents and create summary of past and upcoming events for L. Marinuzzi (2.6); analyze Windstream vs. Uniti case documents and create summary of past and upcoming events for L. Marinuzzi (3.2); submit product to J. Greer for review (.1).	Dobrosielski, Jan	5.90	3,097.50
21-Oct-19	Correspond with internal working group regarding Uniti motion to dismiss analysis and opposition/joiner (.5); correspond with A. Selick and J. Greer regarding memorandum regarding same (.4); review same (.3).	Damast, Craig A.	1.20	1,110.00
21-Oct-19	Review notice of adjournment of indenture trustees' motion to strike Uniti lease from schedules.	Damast, Craig A.	0.10	92.50
21-Oct-19	Update memoranda regarding status of Windstream vs. Charter and Windstream vs. Uniti according to J. Greer's comments (2.3); disseminate case summaries to internal working group (.1).	Dobrosielski, Jan	2.40	1,260.00
21-Oct-19	Conduct and analyze legal research regarding claims in Charter motion to withdraw reference.	Ferraioli, Raff	0.80	440.00
21-Oct-19	Correspond with internal working group regarding response to motion to dismiss (.4); call with M. Brod (Milbank) regarding same (.2).	Goren, Todd M.	0.60	690.00
21-Oct-19	Draft opposition to motion to withdraw reference in Charter adversary proceeding (3.7); conduct and analyze research regarding same (1.1); review J. Dobrosielski's draft of status of adversary proceedings (1.2); review A. Selick's memorandum regarding Uniti's motion to dismiss (.6).	Greer, Jocelyn Edith	6.60	4,620.00
21-Oct-19	Review Uniti litigation strategy and proper party in interest as between Debtor entities and analysis of recharacterization theories.	Marinuzzi, Lorenzo	1.70	2,210.00

MORRISON | FOERSTER

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Invoice Number: 5869006
Invoice Date: November 22, 2019

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21-Oct-19	Analyze Uniti's partial motion to dismiss.	Richards, Erica J.	0.90	832.50
21-Oct-19	Review and submit memorandum regarding Uniti motion to dismiss (.9); revise same (.7).	Selick, Allison	1.60	880.00
22-Oct-19	Review and revise memorandum to Committee summarizing Uniti partial motion to dismiss (2.8); correspond with J. Greer and A. Selick regarding same (.4); correspond with internal working group regarding same, comments and revisions (.6); review internal working group comments (.4); review Uniti's memorandum of law in support of motion to dismiss (.9).	Damast, Craig A.	5.10	4,717.50
22-Oct-19	Conduct and analyze legal research regarding Uniti motion to dismiss.	Ferraioli, Raff	0.60	330.00
22-Oct-19	Review and revise summary of Uniti motion to dismiss (.8); review and revise draft summary of status of Charter/Uniti litigations (.6).	Goren, Todd M.	1.40	1,610.00
22-Oct-19	Review status of motions in Charter and Uniti proceedings (.4); review and revise memorandum from J. Dobrosielski regarding timeline for litigation (.3); review and revise A. Selick's memorandum regarding Uniti motion to dismiss (.4).	Marinuzzi, Lorenzo	1.10	1,430.00
22-Oct-19	Review draft memorandum to Committee regarding status of Uniti adversary proceeding.	Richards, Erica J.	0.20	185.00
22-Oct-19	Review Committee memorandum regarding Uniti's partial motion to dismiss (.8); review internal revisions regarding same (.4).	Richardson Arnould, Ka	1.20	630.00
22-Oct-19	Review and implement L. Marinuzzi's comments to memorandum regarding Uniti's motion to dismiss (.2); review and implement T. Goren's comments to same (.4).	Selick, Allison	0.60	330.00
23-Oct-19	Correspond with internal working group regarding objection to Charter motion to withdraw reference.	Damast, Craig A.	0.30	277.50
23-Oct-19	Review legal research regarding Charter motion to dismiss.	Ferraioli, Raff	0.20	110.00
23-Oct-19	Review potential response to Uniti motion to dismiss (.4); review research regarding same (.7); call with J. Winters (White & Case) regarding same (.3); correspond with internal working group regarding objection to Charter motion to withdraw (.2).	Goren, Todd M.	1.60	1,840.00
23-Oct-19	Revise opposition to Charter motion to withdraw reference.	Greer, Jocelyn Edith	2.90	2,030.00
23-Oct-19	Review status of Committee pleading regarding Charter motion to withdraw reference.	Marinuzzi, Lorenzo	0.40	520.00

MORRISON | FOERSTER

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23-Oct-19	Revise opposition to motion to withdraw reference in Charter matter.	Rappoport, Steve	2.40	2,148.00
24-Oct-19	Call with J. Levitt regarding motion to dismiss joinder.	Damast, Craig A.	0.40	370.00
24-Oct-19	Review reply to complaint regarding recharacterization issues.	Dopsch, Peter C.	1.10	1,265.00
24-Oct-19	Conduct and analyze legal research regarding automatic stay and grounds for removal of Charter litigation (.4); analyze Uniti motion to dismiss (.4).	Ferraioli, Raff	0.80	440.00
24-Oct-19	Review and analyze Kirkland outline for Uniti motion to dismiss reply (.8); call with Kirkland regarding same (.3); review research regarding same (1.1).	Goren, Todd M.	2.20	2,530.00
24-Oct-19	Revise motion to withdraw.	Greer, Jocelyn Edith	2.90	2,030.00
24-Oct-19	Call with C. Damast regarding motion to dismiss joinder (.4); review brief in opposition to Charter removal (.9).	Levitt, Jamie A.	1.30	1,592.50
24-Oct-19	Revise response to motion to withdraw reference (1.8); review Debtors' Uniti motion to dismiss response outline (.5).	Rappoport, Steve	2.30	2,058.50
25-Oct-19	Review comments to Committee's memorandum of law in opposition to Charter motion to withdraw reference.	Damast, Craig A.	0.60	555.00
25-Oct-19	Review and revise objection to motion to withdraw reference in Charter (.9); correspond with internal working group regarding same (.2); correspond with M. Brod (Milbank) regarding response to Uniti motion to dismiss (.2).	Goren, Todd M.	1.30	1,495.00
25-Oct-19	Review T. Goren comments to brief in response to Charter motion to withdraw reference.	Rappoport, Steve	0.60	537.00
25-Oct-19	Review draft of Committee's opposition to Charter's motion to withdraw reference (.6) and related comments from T. Goren (.3).	Richardson Arnould, Ka	0.90	472.50
25-Oct-19	Conduct legal research regarding procedural mechanisms for bringing new claims as Intervenor.	Westergaard, Lily Vale	3.80	1,995.00
28-Oct-19	Draft joinder to objection to Uniti's motion to dismiss (2.7); conduct and analyze legal research regarding same (.7); review outline of joinder with T. Goren (.4).	Ferraioli, Raff	3.80	2,090.00
28-Oct-19	Correspond with internal working group regarding response to Uniti motion to dismiss (.3); review outline of joinder with R. Ferraioli (.4).	Goren, Todd M.	0.70	805.00
28-Oct-19	Revise opposition to motion to withdraw reference (2.1); analyze S. Rappoport and T. Goren comments to same (.8).	Greer, Jocelyn Edith	2.90	2,030.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: November 22, 2019

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28-Oct-19	Review Uniti motion to dismiss and proposed reply.	Marinuzzi, Lorenzo	1.20	1,560.00
29-Oct-19	Review revised draft of objection to Charter motion to withdraw reference (1.1); review and revise draft of joinder to objection to Uniti motion to dismiss (1.4); discuss same and revisions with R. Ferraioli (.6); correspond with internal working group regarding same and comments (.5).	Damast, Craig A.	3.60	3,330.00
29-Oct-19	Review opposition brief of motion to withdraw reference.	Dobrosielski, Jan	2.30	1,207.50
29-Oct-19	Review objection to motion to dismiss regarding recharacterization.	Dopsch, Peter C.	0.30	345.00
29-Oct-19	Draft joinder to objection to Uniti motion to dismiss (1.2); discuss same and revisions with C. Damast (.6); conduct and analyze legal research regarding same (.4); correspond with internal working group regarding same (.3); analyze comments to same (.4).	Ferraioli, Raff	2.90	1,595.00
29-Oct-19	Cite check and proofread opposition to motion to Charter's withdraw reference.	Franks, Matthew G.	3.10	790.50
29-Oct-19	Review and revise draft joinder to response to Uniti motion to dismiss (.5); review updated draft of Charter objection to motion to withdraw reference (.3).	Goren, Todd M.	0.80	920.00
29-Oct-19	Correspond with Debtors' counsel regarding opposition to motion to withdraw reference in Windstream vs. Charter.	Greer, Jocelyn Edith	0.20	140.00
29-Oct-19	Review draft motion to dismiss opposition brief.	Levitt, Jamie A.	0.60	735.00
29-Oct-19	Review and revise draft objection to Charter motion to withdraw reference (.8); review and revise joinder to Debtors' objection to Uniti motion to dismiss (.4); review Debtors' draft reply to Uniti motion to dismiss (.7).	Marinuzzi, Lorenzo	1.90	2,470.00
29-Oct-19	Review revised objection to Charter's motion to withdraw reference.	Rappoport, Steve	0.40	358.00
29-Oct-19	Review draft opposition to Charter's motion to withdraw reference.	Richards, Erica J.	0.20	185.00
29-Oct-19	Review Committee's joinder to Debtors' objection to Uniti's motion to dismiss (.4); review Debtors' opposition to Charter's motion to withdraw reference incorporating Committee's comments (1.2); review Committee's memorandum of law in opposition to Charter's motion to withdraw reference (.8).	Richardson Arnould, Ka	2.40	1,260.00
30-Oct-19	Review draft of Debtors' objection to Uniti motion to dismiss.	Damast, Craig A.	1.20	1,110.00

MORRISON | FOERSTER

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30-Oct-19	Review objection to motion to dismiss.	Dopsch, Peter C.	0.70	805.00
30-Oct-19	Analyze revised opposition to Charter's motion to withdraw reference (.4); analyze Debtors' response to Uniti motion to dismiss (.6); analyze comments to same (.3).	Ferraioli, Raff	1.30	715.00
30-Oct-19	Cite check opposition to motion to withdraw brief.	Franks, Matthew G.	3.90	994.50
30-Oct-19	Review and revise draft opposition to Uniti motion to dismiss (1.6); discuss same with A. McDonald (Kirkland) and E. Richards (.4); review Debtors' response to Charter motion to withdraw reference (.7).	Goren, Todd M.	2.70	3,105.00
30-Oct-19	Revise opposition to withdraw reference.	Greer, Jocelyn Edith	1.10	770.00
30-Oct-19	Review and further revise reply to Uniti motion to dismiss.	Marinuzzi, Lorenzo	0.80	1,040.00
30-Oct-19	Review motion to dismiss response in Uniti matter.	Rappoport, Steve	0.90	805.50
30-Oct-19	Review and provide comments to draft response to Uniti motion to dismiss (3.1); review and revise draft opposition to Uniti motion to dismiss (2.4); discuss same with A. McDonald (Kirkland) and T. Goren (.4).	Richards, Erica J.	5.90	5,457.50
31-Oct-19	Correspond with J. Greer regarding revised memorandum of law in opposition to Charter's motion to withdraw reference (.1); review same (.7); correspond with internal working group and other Intervenor's counsel regarding Uniti litigation strategy and next steps (.5).	Damast, Craig A.	1.30	1,202.50
31-Oct-19	Analyze comments to joinder to Debtors' response to Uniti's motion to dismiss (.3); discuss same with T. Goren (.1); revise same (.3); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.80	440.00
31-Oct-19	Finish cite check and prepare tables of contents and authorities for Committee pleading.	Franks, Matthew G.	1.20	306.00
31-Oct-19	Review and revise updated draft of Debtors' response to motion to dismiss (.8); review and revise joinder to Debtors' response to Uniti's motion to dismiss (.6); discuss same with R. Ferraioli (.1); review final drafts of responses to Charter withdrawal motion (.8); call with Milbank regarding litigation strategy (.7).	Goren, Todd M.	3.00	3,450.00
31-Oct-19	Review and comment on Debtors' draft of opposition to Uniti motion to dismiss (1.6); finalize motion to withdraw reference for filing (2.1).	Greer, Jocelyn Edith	3.70	2,590.00
31-Oct-19	Review Charter removal opposition brief (.9); review opposition to motion to dismiss (.8).	Levitt, Jamie A.	1.70	2,082.50

MORRISON | FOERSTER

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31-Oct-19	Review further revised Committee reply regarding Charter reference motion (.6); call with S. Hessler (Kirkland) regarding Uniti litigation status and pending motions (.5); draft memorandum to internal working group regarding S. Hessler call and next steps (.3).	Marinuzzi, Lorenzo	1.40	1,820.00
31-Oct-19	Review response to motion to withdraw reference (.9); review comments to motion to dismiss response (.3).	Rappoport, Steve	1.20	1,074.00
31-Oct-19	Review additional revisions to draft objection to Uniti motion to dismiss and transmit same to Kirkland.	Richards, Erica J.	0.70	647.50
Total: 014	Other Litigation		194.60	162,794.00
Meetings and Communications with Creditors				
01-Oct-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.1).	Damast, Craig A.	0.30	277.50
01-Oct-19	Analyze agenda for upcoming Committee call.	Ferraioli, Raff	0.10	55.00
01-Oct-19	Review materials for upcoming Committee call including Alix performance presentation (.6); revise agenda for call (.3).	Marinuzzi, Lorenzo	0.90	1,170.00
01-Oct-19	Review recent pleadings (.4) and draft agenda for upcoming Committee call (.1); draft memorandum to Committee regarding same (.3); review financial presentation from Alix (.6); provide comments to J. Wooding (Alix) regarding same (.3); correspond with J. Wooding regarding discrepancy in critical vendor payments update (.2); review trading update from Perella (.2); circulate memorandum and materials to Committee (.2).	Richardson Arnould, Ka	2.30	1,207.50
02-Oct-19	Prepare for (.4) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.90	832.50
02-Oct-19	Participate on weekly Committee call (.3); follow-up discussion with internal working group regarding same and next steps (.2).	Dopsch, Peter C.	0.50	575.00
02-Oct-19	Prepare for (.3) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.80	440.00
02-Oct-19	Prepare for (.4) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Goren, Todd M.	0.90	1,035.00
02-Oct-19	Participate on weekly Committee call (.3); follow-up discussion with internal working group regarding same and next steps (.2).	Marinuzzi, Lorenzo	0.50	650.00

MORRISON | FOERSTER

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02-Oct-19	Prepare for (.3) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	0.80	740.00
02-Oct-19	Prepare for (.9) and participate on (.3) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	1.40	735.00
02-Oct-19	Participate on weekly Committee call (.3); follow-up discussion with internal working group regarding same and next steps (.2).	Sullivan, Lauren Marie	0.50	375.00
07-Oct-19	Call with A. Friedman (Bardin Hill) regarding Windstream status and next steps.	Marinuzzi, Lorenzo	0.60	780.00
08-Oct-19	Correspond with Committee regarding update and upcoming Committee call; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	165.00
08-Oct-19	Correspond with Committee regarding call and status.	Goren, Todd M.	0.30	345.00
10-Oct-19	Correspond with J. Greer regarding update for Committee; review same; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
10-Oct-19	Draft summary of adversary proceeding status for Committee.	Greer, Jocelyn Edith	0.60	420.00
11-Oct-19	Draft update for Committee; correspond with internal working group regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.40	220.00
11-Oct-19	Review and revise correspondence to Committee regarding Charter motion.	Goren, Todd M.	0.30	345.00
11-Oct-19	Review correspondence regarding update to Committee.	Greer, Jocelyn Edith	0.40	280.00
11-Oct-19	Review and revise Committee update regarding Charter litigation and motions.	Marinuzzi, Lorenzo	0.60	780.00
15-Oct-19	Review and revise agenda for upcoming Committee call (.9); correspond (.2) and call (.3) with K. Richardson regarding same; review revised agenda and Committee status update (.3).	Damast, Craig A.	1.70	1,572.50
15-Oct-19	Analyze materials for upcoming Committee call (.6); correspond with Alix regarding same (.1); discuss same with K. Richardson (.2).	Ferraioli, Raff	0.90	495.00
15-Oct-19	Review and revise agenda and update for upcoming Committee call.	Goren, Todd M.	0.30	345.00
15-Oct-19	Review with Perella and Alix update topics for Committee call (.4); review Alix update for Committee examining Uniti covenants and debt restrictions (.6); correspond with counsel for Centurylink regarding mediation status (.3).	Marinuzzi, Lorenzo	1.30	1,690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
15-Oct-19	Correspond with J. Wooding (Alix) and F. Munshi (Perella) regarding materials for upcoming Committee call (.3); discuss same with R. Ferraioli (.2); review weekly financial presentation (.8); provide comments of same to J. Wooding (Alix) (.4); review recent pleadings and upcoming material dates for Committee update (.3); draft agenda for upcoming Committee call (.3); call with C. Damast regarding same (.3); draft transmittal to Committee (.2).	Richardson Arnould, Ka	2.80	1,470.00
16-Oct-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Damast, Craig A.	0.90	832.50
16-Oct-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Ferraioli, Raff	0.90	495.00
16-Oct-19	Prepare for (.3) and participate on (.8) weekly Committee call; review Alix and Perella presentations for same (.6).	Goren, Todd M.	1.70	1,955.00
16-Oct-19	Prepare for (.5) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.30	1,690.00
16-Oct-19	Participate on weekly Committee call.	Peck, Geoffrey R.	0.80	900.00
16-Oct-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
16-Oct-19	Prepare for (.4) and participate on (.8) weekly Committee call; update schedule of material dates for subsequent Committee call (.2).	Richardson Arnould, Ka	1.40	735.00
16-Oct-19	Participate on weekly Committee call.	Sullivan, Lauren Marie	0.80	600.00
17-Oct-19	Call with D. Clark (Verizon) regarding case status.	Goren, Todd M.	0.30	345.00
21-Oct-19	Call with E. Wathen (creditor) regarding case status and next steps.	Marinuzzi, Lorenzo	0.40	520.00
22-Oct-19	Correspond with internal working group regarding upcoming Committee call (.2); correspond with internal working group regarding agenda for same (.2); review same (.2).	Damast, Craig A.	0.60	555.00
22-Oct-19	Review and revise agenda (.1) and correspondence to Committee regarding upcoming call (.2); review Alix and Perella presentations for same (.6).	Goren, Todd M.	0.90	1,035.00
22-Oct-19	Correspond with Alix and Perella regarding Committee updates.	Marinuzzi, Lorenzo	0.40	520.00
22-Oct-19	Draft agenda for upcoming Committee call (.3); review financial presentation (.5); correspond with J. Wooding (Alix) regarding same (.2); review weekly trading update from Perella (.2); draft Committee update (.3); analyze recently filed pleadings and changes in material dates for Committee update (.7).	Richardson Arnould, Ka	2.20	1,155.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
23-Oct-19	Prepare for (.2) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.10	1,017.50
23-Oct-19	Participate on weekly Committee call (.5); follow-up discussion with internal working group regarding same and next steps (.4).	Dopsch, Peter C.	0.90	1,035.00
23-Oct-19	Prepare for (.4) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Ferraioli, Raff	1.30	715.00
23-Oct-19	Prepare for (.3) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	1.20	1,380.00
23-Oct-19	Prepare for (.3) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); correspond with M. Wolford (Bull Communications) regarding status of mediation and next steps (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
23-Oct-19	Prepare for (.3) and participate on (.5) weekly Committee call; follow-up discussion with internal working group regarding same and next steps (.4); correspond with individual creditor regarding Committee call (.2).	Richardson Arnould, Ka	1.40	735.00
24-Oct-19	Call with B. Oberg (Hain) regarding case status (.3); correspond with internal working group regarding Committee member concerns on call (.3).	Goren, Todd M.	0.60	690.00
24-Oct-19	Correspond with E. Wathen (creditor) regarding Earthlink proceeds.	Marinuzzi, Lorenzo	0.30	390.00
29-Oct-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.2); correspond with K. Richardson regarding transmittal correspondence for upcoming Committee call (.2); review and revise same (.3).	Damast, Craig A.	0.90	832.50
29-Oct-19	Analyze agenda for upcoming Committee call; correspond with Committee professionals regarding materials for same; analyze same; analyze correspondence to Committee regarding same.	Ferraioli, Raff	0.40	220.00
29-Oct-19	Review and revise agenda and correspondence to Committee regarding upcoming Committee call.	Goren, Todd M.	0.30	345.00
29-Oct-19	Draft agenda for upcoming Committee call (.3); draft Committee memorandum of same (.4); correspond with internal working group regarding same (.3); review weekly financial presentation from Alix (.6) and weekly trading update from Perella (.2).	Richardson Arnould, Ka	1.80	945.00
30-Oct-19	Prepare for (.2) and participate on (.7) weekly Committee call.	Damast, Craig A.	0.90	832.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
30-Oct-19	Prepare for (.1) and participate on (.7) weekly Committee call.	Ferraioli, Raff	0.80	440.00
30-Oct-19	Prepare for (.4) and participate on (.7) weekly Committee call.	Goren, Todd M.	1.10	1,265.00
30-Oct-19	Prepare for (.1) and participate on (.7) weekly Committee call.	Levitt, Jamie A.	0.80	980.00
30-Oct-19	Prepare for (.5) and participate on (.7) weekly Committee call; review Alix report regarding performance for Committee (.3); calls with J. Grudus (AT&T) (.4) and Cohen Weiss Simon (.3) regarding case status; correspond with T. Lauria (UMB) regarding path forward in mediation (.2).	Marinuzzi, Lorenzo	2.40	3,120.00
30-Oct-19	Participate on weekly Committee call.	Richards, Erica J.	0.70	647.50
30-Oct-19	Prepare for (.6) and participate on (.7) weekly Committee call.	Richardson Arnould, Ka	1.30	682.50
Total: 015	Meetings and Communications with Creditors		54.00	47,650.00
Non-Working Travel				
30-Oct-19	Travel to Los Angeles for J. Kamin deposition.	Rappoport, Steve	3.00	2,685.00
31-Oct-19	Return travel from Los Angeles following J. Kamin deposition.	Rappoport, Steve	3.00	2,685.00
Total: 016	Non-Working Travel		6.00	5,370.00
Relief from Stay and Adequate Protection				
02-Oct-19	Review CNO regarding stipulation and order regarding stay relief and setoff with Inteliquent.	Damast, Craig A.	0.20	185.00
09-Oct-19	Review stipulation and order regarding stay relief and setoff with Inteliquent.	Damast, Craig A.	0.20	185.00
Total: 019	Relief from Stay and Adequate Protection		0.40	370.00
Reporting				
01-Oct-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
04-Oct-19	Correspond with T. Scheffer (Kirkland) regarding reporting documents (.1); review same (.3).	Damast, Craig A.	0.40	370.00
04-Oct-19	Review first day business payment reports.	Marinuzzi, Lorenzo	0.40	520.00
10-Oct-19	Update weekly fee tracker.	Ferraioli, Raff	0.40	220.00
11-Oct-19	Review reporting documents (.2); correspond with T. Scheffer (Kirkland) regarding same (.1).	Damast, Craig A.	0.30	277.50
16-Oct-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
18-Oct-19	Review first day and other reporting documents.	Damast, Craig A.	0.50	462.50
18-Oct-19	Review first day motion reporting.	Goren, Todd M.	0.40	460.00
21-Oct-19	Review first day motion reporting.	Richards, Erica J.	0.10	92.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
24-Oct-19	Prepare weekly fee tracker; correspond with Alvarez regarding same.	Ferraioli, Raff	0.20	110.00
30-Oct-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		3.20	2,975.00
Tax				
01-Oct-19	Correspond with Perella regarding REIT issues (.1); call with J. Stern regarding same (.1).	Ferraioli, Raff	0.20	110.00
01-Oct-19	Call with R. Ferraioli regarding REIT issues (.1); correspond with J. Blaivas regarding same (.3).	Stern, Jessica S.	0.40	278.00
03-Oct-19	Correspond with J. Stern and R. Ferraioli regarding REIT analysis.	Damast, Craig A.	0.30	277.50
03-Oct-19	Analyze research regarding REIT issues; correspond with J. Stern regarding same.	Ferraioli, Raff	0.30	165.00
08-Oct-19	Analyze tax issues related to true lease analysis.	Stern, Jessica S.	2.30	1,598.50
16-Oct-19	Review materials related to tax issues with proposal.	Stern, Jessica S.	1.30	903.50
17-Oct-19	Correspond with R. Ferraioli and F. Munshi (Perella) regarding Uniti REIT analysis.	Damast, Craig A.	0.30	277.50
17-Oct-19	Correspond with J. Stern regarding REIT analysis and open points.	Ferraioli, Raff	0.10	55.00
18-Oct-19	Analyze open points regarding REIT analysis; correspond with Perella regarding same.	Ferraioli, Raff	0.20	110.00
Total: 021	Tax		5.40	3,775.00
Discovery				
01-Oct-19	Finalize Relativity database update (.4); correspond with internal working group regarding same (.2).	Bergelson, Vadim	0.60	207.00
01-Oct-19	Review approved discovery and briefing schedule.	Marinuzzi, Lorenzo	0.30	390.00
02-Oct-19	Analyze Alix engagement letter in connection with retention of expert witnesses.	Ferraioli, Raff	0.40	220.00
02-Oct-19	Review draft disclosures (.4); correspond with litigation team regarding call on experts (.3).	Goren, Todd M.	0.70	805.00
02-Oct-19	Call with L. Westergaard regarding document production (.3); correspond with internal working group regarding next steps with experts (.3); review Debtors' draft initial disclosures (.4); correspond with internal working group regarding same (.3); correspond with S. Rappoport regarding accounting expert (.1); correspond with J. Riley (Alix) regarding accounting expert assignment (.3).	Greer, Jocelyn Edith	1.70	1,190.00
02-Oct-19	Review correspondence regarding experts and document review for Uniti adversary proceeding.	Levitt, Jamie A.	0.40	490.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
02-Oct-19	Review terms of Alix retention regarding experts (.4); review Uniti initial disclosures (.4); review status of expert retentions for litigation (.5); review plan for document review (.5).	Marinuzzi, Lorenzo	1.80	2,340.00
02-Oct-19	Review Uniti document production (.4); discuss same with J. Greer (.3).	Westergaard, Lily Vale	0.70	367.50
03-Oct-19	Correspond with internal working group regarding discovery deadlines and first level of review (.3); correspond with internal working group and White & Case team regarding Uniti document production and review protocol (.3).	Damast, Craig A.	0.60	555.00
03-Oct-19	Analyze memorandum regarding potential expert analyses and related issues.	Ferraioli, Raff	0.60	330.00
03-Oct-19	Retrieve Windstream accounting documents for J. Riley (Alix) (.5); review documents elevated by White & Case (.9).	Greer, Jocelyn Edith	1.40	980.00
03-Oct-19	Review initial disclosures exchanged in Uniti adversary proceeding.	Richards, Erica J.	0.10	92.50
03-Oct-19	Review discovery status (.8); correspond with J. Greer regarding same (.4).	Richardson Arnould, Ka	1.20	630.00
03-Oct-19	Review documents produced in Uniti adversary proceeding.	Westergaard, Lily Vale	0.60	315.00
04-Oct-19	Review Debtor Uniti search protocols.	Goren, Todd M.	0.70	805.00
04-Oct-19	Compile Charter adversary proceeding deposition transcripts and exhibits for internal database (2.5); organize Charter and Uniti litigation files (.4).	Guido, Laura	2.90	1,087.50
04-Oct-19	Review Uniti's proposed discovery search protocols.	Marinuzzi, Lorenzo	0.40	520.00
04-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	2.40	1,260.00
06-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	2.60	1,365.00
07-Oct-19	Correspond with Uniti adversary proceeding parties regarding Debtors' objections and responses to Uniti document requests (.2); review same (.2).	Damast, Craig A.	0.40	370.00
07-Oct-19	Review Uniti search protocol (.9) and proposed comments to same (.4); review open points for meet and confer (.5).	Goren, Todd M.	1.80	2,070.00
07-Oct-19	Correspond with Debtors and other Intervenor regarding Uniti RFPs and search terms (.4); draft Uniti review protocol (1.8); review parties' search terms in advance of meet and confer (1.1).	Greer, Jocelyn Edith	3.30	2,310.00
07-Oct-19	Review Windstream responses to Uniti RFP and correspondence regarding meet and confer.	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

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07-Oct-19	Review Uniti production documents.	Melendez, Miranda Bull	0.30	165.00
07-Oct-19	Review document production.	Westergaard, Lily Vale	6.40	3,360.00
08-Oct-19	Meet with J. Greer regarding Uniti document review.	Francia, Cesar Augusto	0.50	375.00
08-Oct-19	Review Debtors' response on open points regarding search protocol (.4); correspond with internal working group regarding same (.4); call with Debtors, Uniti and other Intervenors regarding same (.9).	Goren, Todd M.	1.70	1,955.00
08-Oct-19	Call with Debtors, Uniti and other Intervenors regarding search protocol (.9); meet with C. Francia regarding Uniti document review (.5); draft document review protocol (2.4).	Greer, Jocelyn Edith	3.80	2,660.00
08-Oct-19	Review Uniti production documents (.5); discuss same with S. Jensen (.2).	Melendez, Miranda Bull	0.70	385.00
08-Oct-19	Call with Davis Polk regarding Uniti discovery.	Rappoport, Steve	0.50	447.50
08-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	2.90	1,522.50
09-Oct-19	Upload incoming ADV document production into Relativity (1.1); set up saved searches and review batches (1.2).	Bergelson, Vadim	2.30	793.50
09-Oct-19	Correspond with V. Bergelson regarding Uniti document review (.8); review Uniti adversary protocol (2.1).	Greer, Jocelyn Edith	2.90	2,030.00
09-Oct-19	Conduct first-pass review of Uniti adversary proceeding documents.	Westergaard, Lily Vale	2.80	1,470.00
10-Oct-19	Correspond with C. Francia and L. Westergaard regarding Uniti adversary proceeding document review (.4); review Uniti documents in adversary proceeding (.7).	Greer, Jocelyn Edith	1.10	770.00
11-Oct-19	Upload and batch incoming ADV document production into Relativity.	Bergelson, Vadim	1.20	414.00
11-Oct-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00
11-Oct-19	Review Uniti documents received.	Francia, Cesar Augusto	0.80	600.00
11-Oct-19	Review document production from Aurelius.	Kaufman, David H.	0.70	857.50
11-Oct-19	Conduct first-pass review of Uniti adversary proceeding documents.	Westergaard, Lily Vale	1.10	577.50
13-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	1.20	630.00
14-Oct-19	Upload and batch incoming ADV document production into Relativity.	Bergelson, Vadim	1.10	379.50
14-Oct-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00

MORRISON | FOERSTER

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14-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	1.90	997.50
15-Oct-19	Batch incoming ADV document production into Relativity.	Bergelson, Vadim	0.70	241.50
15-Oct-19	Review analysis of Uniti covenant compliance issues (.2); analyze Uniti hot documents summaries (.5).	Richards, Erica J.	0.70	647.50
15-Oct-19	Review Uniti document production.	Westergaard, Lily Vale	1.60	840.00
16-Oct-19	Review Uniti hot document list.	Goren, Todd M.	0.70	805.00
16-Oct-19	Review presentations regarding Uniti financing.	Peck, Geoffrey R.	1.20	1,350.00
16-Oct-19	Review Uniti documents and compile same.	Westergaard, Lily Vale	6.40	3,360.00
17-Oct-19	Review and revise response regarding Rule 26 disclosures.	Goren, Todd M.	0.40	460.00
17-Oct-19	Draft 30(b)(6) notice.	Greer, Jocelyn Edith	0.80	560.00
17-Oct-19	Update internal database with recently added dataroom files.	Guido, Laura	2.40	900.00
17-Oct-19	Conduct first-pass review of Uniti documents.	Westergaard, Lily Vale	6.40	3,360.00
18-Oct-19	Update Relativity with newly produced UNITI_ADV documents (1.1); batch UNITI_ADV document production for review (.6); update Relativity with Windstream dataroom documents (1.2).	Bergelson, Vadim	2.90	1,000.50
18-Oct-19	Review J. Cooper letter to Judge Drain regarding Uniti transaction (.3); correspond with T. Scheffer (Kirkland) regarding same (.1).	Damast, Craig A.	0.40	370.00
18-Oct-19	Review Uniti response to open discovery search points.	Goren, Todd M.	0.40	460.00
18-Oct-19	Review updated search protocols (.4); correspond with Davis Polk regarding search terms (.3); review J. Cooper letter to Judge Drain regarding alleged fraud (.7).	Marinuzzi, Lorenzo	1.40	1,820.00
18-Oct-19	Conduct first-pass review of Windstream and Uniti productions.	Westergaard, Lily Vale	3.60	1,890.00
20-Oct-19	Conduct first-pass review of Windstream and Uniti productions.	Westergaard, Lily Vale	4.60	2,415.00
21-Oct-19	Conduct first-pass review of Uniti productions.	Westergaard, Lily Vale	4.80	2,520.00
22-Oct-19	Conduct document review of Uniti production.	Francia, Cesar Augusto	4.70	3,525.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
22-Oct-19	Call with R. Shanker (Kirkland) regarding third-party subpoena (.2); correspond with internal working group regarding same (.2); review Uniti response regarding search results (.2); review draft Uniti interrogatories (.9).	Goren, Todd M.	1.50	1,725.00
22-Oct-19	Review correspondence between Kirkland and Davis Polk regarding Uniti document production and search terms (.5); review proposed ROGs to Uniti (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
23-Oct-19	Prepare documents for attorney review.	Chan, David**	1.10	352.00
23-Oct-19	Review updated draft of Uniti interrogatories.	Goren, Todd M.	0.40	460.00
23-Oct-19	Review draft Uniti interrogatories and discovery correspondence.	Levitt, Jamie A.	0.60	735.00
23-Oct-19	Review discovery to Davis Polk from Katten regarding offering materials.	Marinuzzi, Lorenzo	0.60	780.00
24-Oct-19	Update Relativity with newly produced UNITI_ADV documents (1.2); batch UNITI_ADV document production for review (1.1).	Bergelson, Vadim	2.30	793.50
24-Oct-19	Review discovery requests from Uniti.	Levitt, Jamie A.	0.70	857.50
25-Oct-19	Conduct document review of Uniti production.	Francia, Cesar Augusto	6.80	5,100.00
28-Oct-19	Correspond with internal working group regarding Uniti discovery requests.	Damast, Craig A.	0.20	185.00
28-Oct-19	Review correspondence regarding open Uniti discovery points (.4); correspond with Kramer Levin regarding Aurelius discovery (.2); review Charter expert reports (.9); correspond with internal working group regarding deposition coverage (.2).	Goren, Todd M.	1.70	1,955.00
28-Oct-19	Meet with S. Rappoport regarding upcoming depositions (.3); review Charter's expert reports in Windstream vs. Charter (1.5).	Greer, Jocelyn Edith	1.80	1,260.00
28-Oct-19	Meet with J. Greer regarding upcoming depositions.	Rappoport, Steve	0.30	268.50
29-Oct-19	Review discovery materials (.3); call with J. Greer regarding deposition coverage in Windstream vs. Charter (.4).	Benedict, Margot G.	0.70	385.00
29-Oct-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
29-Oct-19	Meet with J. Greer and C. Francia regarding preparation for White Plains deposition.	Chan, Monica	0.40	300.00
29-Oct-19	Attend meet and confer call with Uniti regarding pre-spin documents.	Dobrosielski, Jan	0.40	210.00

MORRISON | FOERSTER

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29-Oct-19	Conduct document review (4.2); meet with M. Chan and J. Greer regarding preparation for White Plains deposition (.4).	Francia, Cesar Augusto	4.60	3,450.00
29-Oct-19	Review correspondence regarding outstanding discovery disputes.	Goren, Todd M.	0.30	345.00
29-Oct-19	Discuss expert deposition coverage in Windstream vs. Charter with S. Rappoport (.5); meet with M. Chan and C. Francia regarding preparation for White Plains deposition (.4); call with M. Benedict regarding deposition coverage in Windstream vs. Charter (.4); review correspondence regarding deposition coverage in Windstream vs. Charter (.6); prepare for (.4) and attend (.4) meet and confer call with Uniti regarding pre-spin documents.	Greer, Jocelyn Edith	2.70	1,890.00
29-Oct-19	Attend meet and confer call with Uniti regarding pre-spin documents.	Levitt, Jamie A.	0.40	490.00
29-Oct-19	Discuss expert deposition coverage in Windstream vs. Charter with J. Greer (.5); prepare for J. Kamin deposition (.7).	Rappoport, Steve	1.20	1,074.00
29-Oct-19	Attend meet and confer call with Uniti regarding pre-spin documents.	Richardson Arnould, Ka	0.40	210.00
30-Oct-19	Participate in deposition of Windstream expert (4.7); review and revise notes from deposition (1.1); draft summary of deposition (.6).	Benedict, Margot G.	6.40	3,520.00
30-Oct-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.10	379.50
30-Oct-19	Review and analyze R. Borders' rebuttal expert report (.4) and prepare for R. Borders' deposition (.2).	Chan, Monica	0.60	450.00
30-Oct-19	Attend deposition of H. Ostberg in White Plains (6.1); prepare deposition summary (2.7).	Francia, Cesar Augusto	8.80	6,600.00
30-Oct-19	Review correspondence regarding Jarosz deposition.	Greer, Jocelyn Edith	0.20	140.00
30-Oct-19	Further review of Aurelius document production.	Kaufman, David H.	2.10	2,572.50
30-Oct-19	Review Uniti disclosures.	Marinuzzi, Lorenzo	0.80	1,040.00
30-Oct-19	Review expert reports in Charter matter.	Rappoport, Steve	1.90	1,700.50
31-Oct-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.10	379.50
31-Oct-19	Prepare documents for D. Kaufman review.	Chan, David**	0.60	192.00
31-Oct-19	Prepare for (.4) and attend (3.9) R. Borders' deposition; draft summary of same (.9).	Chan, Monica	5.20	3,900.00
31-Oct-19	Correspond with M. Melendez regarding Uniti document review and status of litigation.	Dopsch, Peter C.	0.40	460.00

MORRISON | FOERSTER

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31-Oct-19	Draft deposition summary (3.4); conduct document review of Uniti production (3.4).	Francia, Cesar Augusto	6.80	5,100.00
31-Oct-19	Review proposed 30(b)(6) topics.	Goren, Todd M.	0.60	690.00
31-Oct-19	Further review of Aurelius document production.	Kaufman, David H.	4.90	6,002.50
31-Oct-19	Review summary of Charter expert deposition (.8); review summaries of Charter deposition (.8).	Levitt, Jamie A.	1.60	1,960.00
31-Oct-19	Review scheduling regarding Uniti briefing and status of discovery.	Marinuzzi, Lorenzo	0.60	780.00
31-Oct-19	Prepare for (.2) and attend (4.9) deposition of J. Kamin.	Rappoport, Steve	5.10	4,564.50
Total: 023	Discovery		186.30	131,823.00
Hearings				
22-Oct-19	Correspond with internal working group regarding upcoming hearing; analyze docket in connection with same; correspond with Kirkland regarding same.	Ferraioli, Raff	0.20	110.00
22-Oct-19	Correspond with internal working group regarding upcoming hearing status.	Goren, Todd M.	0.30	345.00
22-Oct-19	Review status of matters regarding upcoming hearing.	Marinuzzi, Lorenzo	0.60	780.00
Total: 024	Hearings		1.10	1,235.00
Claims Investigation				
02-Oct-19	Correspond with P. Dopsch regarding litigation analysis of valuation report regarding Uniti.	Damast, Craig A.	0.30	277.50
02-Oct-19	Review and revise memorandum regarding analysis of appraisal.	Dopsch, Peter C.	1.20	1,380.00
02-Oct-19	Draft memorandum regarding valuation reports in connection with true lease recharacterization claim.	Melendez, Miranda Bull	2.40	1,320.00
03-Oct-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting.	Damast, Craig A.	1.10	1,017.50
03-Oct-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.90	1,035.00
03-Oct-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting.	Ferraioli, Raff	1.10	605.00
03-Oct-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.90	1,035.00
03-Oct-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.90	630.00
03-Oct-19	Review analysis of E&Y opinion and experts.	Marinuzzi, Lorenzo	0.90	1,170.00
03-Oct-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.90	495.00
03-Oct-19	Participate in weekly claims investigation meeting.	Peck, Geoffrey R.	0.90	1,012.50

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
03-Oct-19	Participate in weekly claims investigation meeting (.9); review draft memorandum regarding valuation of Uniti spinoff (.2).	Richards, Erica J.	1.10	1,017.50
03-Oct-19	Participate in weekly claims investigation meeting (.9); review draft of memorandum regarding report in connection with valuation of Debtors' assets and related documents (.8).	Richardson Arnould, Ka	1.70	892.50
03-Oct-19	Participate in weekly claims investigation meeting.	Sullivan, Lauren Marie	0.90	675.00
03-Oct-19	Prepare for (.2) and participate in (.9) weekly claims investigation meeting.	Westergaard, Lily Vale	1.10	577.50
04-Oct-19	Review memorandum regarding valuation report.	Marines, Jennifer L.	2.00	2,200.00
04-Oct-19	Correspond with S. Jensen regarding true lease recharacterization claim analysis and related work streams.	Melendez, Miranda Bull	0.20	110.00
07-Oct-19	Draft memorandum in connection with true lease recharacterization claims.	Melendez, Miranda Bull	0.30	165.00
10-Oct-19	Prepare for (.1) and participate in (.4) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	0.90	832.50
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Ferraioli, Raff	0.80	440.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Goren, Todd M.	0.80	920.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Greer, Jocelyn Edith	0.80	560.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4); review Katten letter regarding Charter summary judgment and conference (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
10-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Westergaard, Lily Vale	0.80	420.00
14-Oct-19	Review report regarding Uniti asset valuation.	Damast, Craig A.	0.90	832.50
17-Oct-19	Prepare for (.6) and participate in (.4) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.4).	Damast, Craig A.	1.40	1,295.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
17-Oct-19	Analyze Uniti disclosures in connection with potential claims (.7); prepare for (.1) and participate in (.4) weekly claims investigation meeting; follow-up discussion with internal working group regarding same and next steps (.4).	Ferraioli, Raff	1.60	880.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Greer, Jocelyn Edith	0.80	560.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Levitt, Jamie A.	0.80	980.00
17-Oct-19	Review status of Aurelius analysis (.4); discuss open investigation points with Perella and Alix (.4); review proper parties for fraudulent conveyance claims vs. Uniti (.8).	Marinuzzi, Lorenzo	1.60	2,080.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Richards, Erica J.	0.80	740.00
17-Oct-19	Participate in weekly claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Richardson Arnould, Ka	0.80	420.00
17-Oct-19	Participate in claims investigation meeting (.4); follow-up discussion with internal working group regarding same and next steps (.4).	Westergaard, Lily Vale	0.80	420.00
18-Oct-19	Review and analyze report regarding Uniti transaction asset valuation (.7); review Uniti/Windstream equity ownership spreadsheet (.6).	Damast, Craig A.	1.30	1,202.50
21-Oct-19	Review correspondence regarding recharacterization matters.	Dopsch, Peter C.	0.30	345.00
22-Oct-19	Review motion regarding recharacterization.	Dopsch, Peter C.	0.10	115.00
23-Oct-19	Correspond with P. Dopsch regarding upcoming claims investigation meeting.	Damast, Craig A.	0.30	277.50
24-Oct-19	Prepare for (.2) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Damast, Craig A.	0.90	832.50
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1).	Dopsch, Peter C.	0.70	805.00
24-Oct-19	Prepare for (.1) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Ferraioli, Raff	0.80	440.00
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1).	Goren, Todd M.	0.70	805.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1).	Greer, Jocelyn Edith	0.70	490.00
24-Oct-19	Review materials regarding Earthlink acquisition and sale for possible claims.	Marinuzzi, Lorenzo	1.10	1,430.00
24-Oct-19	Participate in weekly claims investigation meeting (.6); follow-up discussion with internal working group regarding same (.1); correspond with P. Dopsch regarding analysis of real estate assets in connection with Committee claims (.3); correspond with L. Marinuzzi regarding same (.2); review relevant part Skadden's true lease opinion (.6).	Richardson Arnould, Ka	1.80	945.00
24-Oct-19	Prepare for (.2) and participate in (.6) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Westergaard, Lily Vale	0.90	472.50
28-Oct-19	Conduct legal research regarding procedural mechanisms for bringing new claims as Intervenors.	Westergaard, Lily Vale	4.30	2,257.50
30-Oct-19	Review correspondence with White & Case regarding strategy in connection with Uniti adversary proceeding and lease valuation.	Richardson Arnould, Ka	0.40	210.00
31-Oct-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.30	277.50
31-Oct-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.30	345.00
31-Oct-19	Participate in weekly claims investigation meeting.	Ferraioli, Raff	0.30	165.00
31-Oct-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.30	345.00
31-Oct-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.30	210.00
31-Oct-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.30	390.00
31-Oct-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.30	165.00
31-Oct-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.30	277.50
31-Oct-19	Prepare for (.4) and participate in (.3) weekly claims investigation meeting.	Westergaard, Lily Vale	0.70	367.50
Total: 026	Claims Investigation		51.10	41,855.00
Other Motions/Applications				
15-Oct-19	Correspond with internal working group regarding Committee's standing motion and adjournment.	Damast, Craig A.	0.30	277.50
16-Oct-19	Correspond with internal working group regarding adjournment of Committee's standing motion and notice.	Damast, Craig A.	0.20	185.00
16-Oct-19	Prepare notice of adjournment of hearing regarding standing motion (.2); file and coordinate service of same (.2).	Guido, Laura	0.40	150.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
16-Oct-19	Revise and finalize motion to adjourn Committee's standing motion (.4); correspond with L. Guido regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
Total: 029	Other Motions/Applications		1.50	927.50
Time Entry Review				
09-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.70	385.00
10-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
11-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
14-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
15-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,320.00
16-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines; coordinate with internal working group regarding finalizing same.	Ferraioli, Raff	3.40	1,870.00
17-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	330.00
18-Oct-19	Analyze invoice for compliance with U.S. Trustee guidelines; coordinate finalizing same with internal working group.	Ferraioli, Raff	0.40	220.00
18-Oct-19	Review and revise September time detail for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.30	1,690.00
Total: 032	Time Entry Review		10.40	6,695.00
Mediation				
02-Oct-19	Meet with L. Sullivan regarding Uniti loan documentation covenants and settlement proposals.	Peck, Geoffrey R.	1.40	1,575.00
02-Oct-19	Meet with G. Peck regarding Uniti loan documentation covenants and settlement proposals (1.4); further review Uniti loan documentation (1.4); draft summary of same (1.4).	Sullivan, Lauren Marie	4.20	3,150.00
03-Oct-19	Review summary of analysis of Uniti debt covenants and required consents and limitations regarding consideration (.6); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.80	740.00
03-Oct-19	Review analysis of Uniti debt documents covenants and limits regarding consideration (.7); discuss mediation status with B. Weiland (Kirkland) (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
03-Oct-19	Review Uniti covenants with respect to settlement proposals.	Peck, Geoffrey R.	1.60	1,800.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
03-Oct-19	Correspond with internal working group regarding summary of master lease agreement covenant in Uniti debt documents.	Sullivan, Lauren Marie	0.40	300.00
14-Oct-19	Review deck regarding analysis of Uniti's covenant compliance in connection with proposal (.6); correspond with J. Wooding (Alix) regarding same (.1).	Damast, Craig A.	0.70	647.50
14-Oct-19	Review Alix analysis of mediation proposals.	Peck, Geoffrey R.	1.80	2,025.00
15-Oct-19	Correspond with R. Ferraioli and K. Richardson regarding analysis of Uniti covenant compliance and limitations regarding consideration (.3); review same (.4); correspond with internal working group and Perella team regarding mediation status and discussions with mediation parties (.4); follow-up correspondence with internal working group regarding same and next steps (.3).	Damast, Craig A.	1.40	1,295.00
15-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation (.4); draft memorandum to advisors regarding upcoming mediation meetings (.4); review mediation order regarding timing and process (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Oct-19	Review mediation proposals analysis from Alix (.4); review latest proposal from Uniti (.6); call with J. Wooding (Alix) regarding same (.5); review revised analysis (.3).	Richardson Arnould, Ka	1.80	945.00
16-Oct-19	Review covenant analysis regarding mediation proposals and limitations regarding consideration.	Goren, Todd M.	0.70	805.00
18-Oct-19	Review Uniti REIT analysis (.6); correspond with S. Eghlimi (Perella) regarding same (.2).	Damast, Craig A.	0.80	740.00
22-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation (.3); correspond with internal working group regarding review of same (.2); correspond with Perella regarding same (.2).	Goren, Todd M.	0.70	805.00
22-Oct-19	Call (.3) and correspond (.1) with B. Weiland (Kirkland) regarding status of mediation.	Marinuzzi, Lorenzo	0.40	520.00
23-Oct-19	Correspond with internal working group and Perella team regarding status of Windstream/Uniti settlement proposals and status.	Damast, Craig A.	0.30	277.50
23-Oct-19	Correspond with Perella regarding mediation status.	Goren, Todd M.	0.30	345.00
23-Oct-19	Review status of mediation discussions (.4); discuss same with Perella (.2).	Marinuzzi, Lorenzo	0.60	780.00
28-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation and new mediation sessions.	Damast, Craig A.	0.40	370.00
28-Oct-19	Correspond with internal working group, Perella and Alix teams regarding mediation session.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Date	Services	Timekeeper	Hours	Value
28-Oct-19	Call with B. Weiland (Kirkland) regarding status of mediation and new mediation sessions (.4); draft memorandum to internal working group, Perella and Alix teams regarding proposed mediation settlement offer and session (.7); draft memorandum to Committee regarding mediation (.4); review prior Perella analysis of mediation offers to determine current status (.9).	Marinuzzi, Lorenzo	2.40	3,120.00
28-Oct-19	Review prior mediation proposals in advance of upcoming session.	Richards, Erica J.	0.40	370.00
29-Oct-19	Attend mediation session at Kirkland.	Goren, Todd M.	6.80	7,820.00
29-Oct-19	Attend mediation session at Kirkland (6.8); review and structure proposed mediation strategy and solution for Committee consideration (1.4).	Marinuzzi, Lorenzo	8.20	10,660.00
29-Oct-19	Attend mediation session at Kirkland.	Richards, Erica J.	6.80	6,290.00
30-Oct-19	Call with Alix and Perella regarding mediation status.	Damast, Craig A.	0.50	462.50
30-Oct-19	Review correspondence regarding negotiation strategy.	Dopsch, Peter C.	0.40	460.00
30-Oct-19	Call with Alix and Perella regarding mediation status.	Ferraioli, Raff	0.50	275.00
30-Oct-19	Call with Alix and Perella regarding mediation status.	Goren, Todd M.	0.50	575.00
30-Oct-19	Review recent Uniti mediation proposal.	Melendez, Miranda Bull	0.20	110.00
31-Oct-19	Correspond with internal working group regarding Uniti settlement status (.2); review Uniti credit agreement terms relating to defaults under master lease agreement (.6).	Sullivan, Lauren Marie	0.80	600.00
Total: 034	Mediation		48.30	51,052.50

Current Fees	476,414.50
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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,150.00	58.80	67,620.00
10213	Kaufman, David H.	1,225.00	7.70	9,432.50
04458	Levitt, Jamie A.	1,225.00	13.00	15,925.00
17456	Marines, Jennifer L.	1,100.00	2.00	2,200.00
14116	Marinuzzi, Lorenzo	1,300.00	61.90	80,470.00
12345	Peck, Geoffrey R.	1,125.00	8.50	9,562.50
20366	Benedict, Margot G.	550.00	7.10	3,905.00
22413	Chan, Monica	750.00	6.20	4,650.00
22652	Dobrosielski, Jan	525.00	13.30	6,982.50
22181	Ferraioli, Raff	550.00	42.50	23,375.00
22738	Francia, Cesar Augusto	750.00	33.00	24,750.00
23534	Greer, Jocelyn Edith	700.00	68.50	47,950.00
20387	Melendez, Miranda Bull	550.00	5.30	2,915.00
19721	Rappoport, Steve	895.00	27.90	24,970.50
21823	Richardson Arnould, Ka	525.00	29.20	15,330.00
24181	Selick, Allison	550.00	5.50	3,025.00
18235	Stern, Jessica S.	695.00	4.00	2,780.00
23425	Sullivan, Lauren Marie	750.00	7.60	5,700.00
21829	Westergaard, Lily Vale	525.00	62.40	32,760.00
08676	Dopsch, Peter C.	1,150.00	7.80	8,970.00
14078	Richards, Erica J.	925.00	23.20	21,460.00
17323	Damast, Craig A.	925.00	61.10	56,517.50
13849	Guido, Laura	375.00	16.50	6,187.50
20440	Franks, Matthew G.	255.00	8.20	2,091.00
15029	Bergelson, Vadim	345.00	15.10	5,209.50
99851	eDiscovery Services**	320.00	3.30	1,056.00
	Client Accommodation – ½ Non-Working Travel			(2,685.00)
	Client Accommodation – Time Entry Review			(6,695.00)
	TOTAL		599.60	476,414.50

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

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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
 Invoice Date: November 22, 2019

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	0.40	460.00
003	Assumption and Rejection of Leases and Contracts	5.70	5,582.50
006	Business Operations	0.40	520.00
007	Case Administration	14.70	9,437.50
008	Claims Administration and Objections	2.90	2,645.00
011	Employment and Fee Applications	7.80	4,575.00
013	Financing and Cash Collateral	5.40	6,052.50
014	Other Litigation	194.60	162,794.00
015	Meetings and Communications with Creditors	54.00	47,650.00
016	Non-Working Travel	6.00	5,370.00
019	Relief from Stay and Adequate Protection	0.40	370.00
020	Reporting	3.20	2,975.00
021	Tax	5.40	3,775.00
023	Discovery	186.30	131,823.00
024	Hearings	1.10	1,235.00
026	Claims Investigation	51.10	41,855.00
029	Other Motions/Applications	1.50	927.50
032	Time Entry Review	10.40	6,695.00
034	Mediation	48.30	51,052.50
	Client Accommodation		(9,380.00)
	TOTAL	599.60	476,414.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Disbursement Detail

Date	Description	Value
31-Oct-19	On-line Research - LEXIS	278.60
31-Oct-19	On-line Research - WESTLAW	5,261.90
31-Oct-19	On-line Research - OTHER DATABASE	79.60
25-Sep-19	Reporting fees, Schmitt Reporting and Video, Inc., transcript of 09/19/2019 deposition of S. Bandy	582.65
04-Oct-19	Reporting fees, U.S. Legal Support, Inc. (CA Reporting), transcripts of depositions of K. Atkinson, F. Gunzel, M. Kardos and L. Truong.	3,678.25
07-Oct-19	Reporting fees, Veritext/New York Reporting Company, transcript, exhibits and litigation package of J. Auman	575.60
22-Oct-19	Reporting fees, Veritext/New York Reporting Company, transcript of J. Auman deposition	562.50
30-Oct-19	Travel, taxi/car service, C. Francia, travel to White Plains for H. Ostberg deposition, 10/30/19	51.16
30-Oct-19	Local travel, taxi/car service, E. Richards, 9:44pm, 10/30/19	45.20
30-Oct-19	Travel, taxi/car service, M. Benedict, ground travel in Washington, DC for deposition, 10/30/19	11.07
30-Oct-19	Travel, taxi/car service, M. Benedict, ground travel in Washington, DC for deposition, 10/30/19	11.07
30-Oct-19	Travel, plane, S. Rappoport, travel to/from Los Angeles for J. Kamin deposition, 10/30/19	776.61
30-Oct-19	Travel, car rental, S. Rappoport, ground travel in Los Angeles for J. Kamin deposition, 10/30/19	211.09
30-Oct-19	Travel, taxi/car service, S. Rappoport, ground travel to airport, traveling to Los Angeles for J. Kamin deposition, 10/30/19	22.23
30-Oct-19	Travel, parking, S. Rappoport, ground travel in Los Angeles for J. Kamin deposition, 10/30/19	50.60
30-Oct-19	Travel, hotel, S. Rappoport, one-night stay at Intercontinental in Los Angeles, for J. Kamin deposition, 10/30/19	384.22
31-Oct-19	Travel, taxi/car service, M. Chan, ground transportation to White Plains for R. Border deposition, 10/31/19	130.76
31-Oct-19	Travel, taxi/car service, M. Chan, ground transportation from White Plains, following R. Border deposition, 10/31/19	67.13
31-Oct-19	Travel, parking, S. Rappoport, ground travel in Los Angeles for J. Kamin deposition, 10/31/19	20.00
01-Oct-19	EDiscovery, Epiq Managed Services, September 2019	731.24
23-Sep-19	Business meals, 6 attendees, Windstream meeting, 9/23/19	120.00
07-Oct-19	Business meals, 5 attendees, Windstream meeting, 10/7/19	100.00
14-Oct-19	Business meals, 6 attendees, Windstream meeting, 10/14/19	120.00
28-Oct-19	Business meals, 6 attendees, Winstream meeting, 9/28/19	120.00
28-Oct-19	Business meals, 6 attendees, Winstream meeting, 9/28/19	120.00
31-Oct-19	Travel meals, breakfast, S. Rappoport, in Los Angeles for J. Kamin deposition, 10/31/19	6.40
31-Oct-19	Travel meals, dinner, S. Rappoport, in Los Angeles for J. Kamin deposition, 10/31/19	40.00
Current Disbursements		<u><u>14,157.88</u></u>

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	476,414.50
Total Disbursements	14,157.88
Total Amount Due	490,572.38

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5869006
Invoice Date: November 22, 2019

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
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	446,029.06	110,505.50
18-Oct-19	5859762	USD	491,832.02	396,102.42	95,729.60

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 Lorenzo Marinuzzi
 Todd M. Goren
 Jennifer L. Marines
 Erica J. Richards

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

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

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

**EIGHTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
 AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD NOVEMBER 1, 2019 THROUGH NOVEMBER 30, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “Committee”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	November 1, 2019 through November 30, 2019 (the “Fee Period”)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$476,822.25 (80% = \$381,457.80)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$30,790.98

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors* Nunc Pro Tunc to March 12, 2019, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$476,822.25 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$95,364.45, for a total fee request of \$381,457.80;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$30,790.98.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from November 1, 2019 through and including November 30, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 577.5 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$476,822.25 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$95,364.45 for a total fee request of \$381,457.80 together with reimbursement of expenses in the amount of \$30,790.98 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
December 27, 2019

/s/ Lorenzo Marinuzzi

MORRISON & FOERSTER LLP

250 West 55th Street

New York, New York 10019

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

Lorenzo Marinuzzi

Todd M. Goren

Jennifer L. Marines

Erica J. Richards

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
003	Assumption and Rejection of Leases and Contracts	63.00	\$58,342.50
005	Budgeting (Case)	0.40	\$220.00
007	Case Administration	23.20	\$16,163.50
008	Claims Administration and Objections	2.20	\$2,185.00
009	Corporate Governance and Board Matters	14.20	\$12,287.50
011	Employment and Fee Applications	4.60	\$2,670.00
014	Other Litigation	138.80	\$129,064.00
015	Meetings and Communications with Creditors	38.30	\$31,797.00
016	Non-Working Travel	18.90	\$17,341.50
019	Relief from Stay and Adequate Protection	3.40	\$2,197.50
020	Reporting	0.90	\$990.00
023	Discovery	191.40	\$142,925.00
024	Hearings	5.40	\$3,740.00
026	Claims Investigation	6.30	\$4,642.50
027	Lien Investigation	0.10	\$75.00
029	Other Motions/Applications	2.30	\$1,540.00
032	Time Entry Review	4.80	\$3,690.00
034	Mediation	59.30	\$59,312.00
Total Incurred:		577.5	\$489,183.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(8,670.75)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,690.00)
Total Requested:			\$476,822.25

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Aikman, Amanda	Partner	2008	Litigation	\$925.00	0.30	\$277.50
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	79.00	\$90,850.00
Kaufman, David H.	Partner	1984	Finance	\$1,225.00	13.40	\$16,415.00
Lesmes, Scott	Partner	1996	Corporate	\$1,025.00	0.20	\$205.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	10.30	\$12,617.50
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	1.90	\$2,090.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	50.00	\$65,000.00
Peck, Geoffrey R.	Partner	1999	Finance	\$1,125.00	2.70	\$3,037.50
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	8.10	\$9,315.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	56.90	\$52,632.50
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	41.20	\$38,110.00
Dobrosielski, Jan	Associate	Pending	Litigation	\$525.00	12.40	\$6,510.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	50.80	\$27,940.00
Francia, Cesar Augusto	Associate	2015	Litigation	\$750.00	3.70	\$2,775.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	8.50	\$5,950.00
Melendez, Miranda Bull	Associate	2017	Finance	\$550.00	4.30	\$2,365.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Radzinski, Julian N.	Associate	2014	Litigation	\$805.00	21.40	\$17,227.00
Rappoport, Steve	Associate	2009	Litigation	\$895.00	83.20	\$74,464.00
Richardson Arnould, Kat	Associate	2019	Business Restructuring & Insolvency	\$525.00	40.40	\$21,210.00
Selick, Allison	Associate	2018	Business Restructuring & Insolvency	\$550.00	5.80	\$3,190.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	0.30	\$225.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	44.20	\$23,205.00

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	20.70	\$7,141.50
Cipiti, Annie	Docket Specialist	3 years	Litigation	\$250.00	0.50	\$125.00
Guido, Laura	Senior Paralegal	12 years	Business Restructuring & Insolvency	\$375.00	15.30	\$5,737.50
Williams, Jenn J.	Paralegal	4 months	Tax	\$260.00	1.20	\$312.00
eDiscovery Services *	Staff	N/A	Litigation	\$320.00	0.80	\$256.00

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

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,133.03	222.8	\$252,440.00
Associates and Attorneys	\$705.79	316.2	\$223,171.00
Total Incurred by all Attorneys:	\$882.39	539.0	\$475,611.00
Paraprofessionals and Non-Legal Staff	\$352.51	38.5	\$13,572.00
Total Incurred:	\$847.07	577.5	\$489,183.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(8,670.75)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,690.00)
Total Requested:	\$825.66	577.5	\$476,822.25

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Reporting Fees	\$18,807.30
Travel	\$1,315.85
On-line Research - LEXIS	\$3,962.70
On-line Research - WESTLAW	\$5,096.00
Epiq eDiscovery Managed Services	\$1,046.67
Business Meals	\$420.00
Travel Meals	\$41.11
Air Freight	\$11.90
Miscellaneous Disbursement - Court filing service - CourtCall	\$74.00
Transportation	\$15.45
Total Requested	\$30,790.98

Exhibit D

MORRISON | FOERSTER

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LOS ANGELES
CALIFORNIA 90074-2335

TELEPHONE: 415.268.7000
FACSIMILE: 415.268.7522

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DENVER, NORTHERN VIRGINIA

TOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

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

Taxpayer ID # [REDACTED]
Invoice Number: 5877787
Invoice Date: December 23, 2019

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 November 30, 2019

	<u>U.S.Dollars</u>
Current Fees	489,183.00
Client Accommodation – ½ Non-Working Travel	(8,670.75)
Client Accommodation – Time	(3,690.00)
Entry Review	
Current Fees Value	<hr/> 476,822.25
Current Disbursements	<hr/> 30,790.98
Total This Invoice	<hr/> 507,613.23 <hr/>

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

[REDACTED]

[REDACTED]

[REDACTED]

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
01-Nov-19	Review notice of hearing regarding Debtors' motion to stay purported application of section 356(d)(4) deadline to Uniti arrangement.	Damast, Craig A.	0.20	185.00
01-Nov-19	Conduct and analyze legal research regarding various lease rejection/assumption scenarios.	Ferraioli, Raff	0.90	495.00
03-Nov-19	Conduct and analyze legal research regarding various lease rejection/assumption scenarios.	Ferraioli, Raff	1.40	770.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Damast, Craig A.	0.60	555.00
04-Nov-19	Conduct and analyze legal research regarding Uniti lease assumption/rejection issues (1.2); meet with internal working group regarding same (.6).	Ferraioli, Raff	1.80	990.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Goren, Todd M.	0.60	690.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Kaufman, David H.	0.60	735.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Richards, Erica J.	0.60	555.00
05-Nov-19	Discuss research regarding potential assumption/rejection outcomes with A. Selick.	Ferraioli, Raff	0.20	110.00
05-Nov-19	Discuss research regarding potential assumption/rejection outcomes with R. Ferraioli.	Selick, Allison	0.20	110.00
07-Nov-19	Discuss potential lease assumption/rejection outcomes with A. Selick.	Ferraioli, Raff	0.20	110.00
07-Nov-19	Conduct legal research regarding rent payments under potential assumption/rejection scenarios (1.9); discuss potential lease assumption/rejection outcomes with R. Ferraioli (.2).	Selick, Allison	2.10	1,155.00
11-Nov-19	Conduct legal research regarding rights of legal vs. beneficial owners of property.	Richardson Arnould, Ka	3.20	1,680.00
12-Nov-19	Conduct and analyze legal research regarding lease rejection/assumption scenarios (.8); discuss outline of statement regarding 365(d)(4) extension motion with T. Goren (.3).	Ferraioli, Raff	1.10	605.00
12-Nov-19	Call with M. Brod (Milbank) regarding 365(d)(4) extension motion (.3); prepare outline of statement regarding same (.7); discuss same with R. Ferraioli (.3).	Goren, Todd M.	1.30	1,495.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
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Date	Services	Timekeeper	Hours	Value
13-Nov-19	Review draft of ad hoc 2L's objection to Debtors' motion to stay application of 365(d)(4) deadline (.4); discuss draft Committee objection to same with R. Ferraioli (.4).	Damast, Craig A.	0.80	740.00
13-Nov-19	Conduct and analyze research regarding lease rejection/assumption scenarios (.9); analyze motion regarding purported stay of section 365(d)(4) deadline (.3); draft statement regarding same (3.2); discuss draft Committee objection to same with C. Damast (.4).	Ferraioli, Raff	4.80	2,640.00
13-Nov-19	Correspond with S. Khalil (Milbank) regarding master lease letter (.2); review and revise draft Committee statement regarding 365(d)(4) extension (.4); review Milbank draft (.3); correspond with White & Case and Milbank regarding same (.4).	Goren, Todd M.	1.30	1,495.00
14-Nov-19	Conduct and analyze legal research regarding lease rejection/assumption outcomes (.6); analyze and revise statement regarding application of purported 365(d)(4) deadline (.6).	Ferraioli, Raff	1.20	660.00
14-Nov-19	Review and revise statement regarding 365(d)(4) motion (.4); review White & Case statement regarding same (.3).	Goren, Todd M.	0.70	805.00
14-Nov-19	Review and revise draft statement regarding 365(d)(4) motion.	Marinuzzi, Lorenzo	0.70	910.00
15-Nov-19	Review indenture trustees' limited objection to Debtors' motion to stay application of section 365(d)(4).	Damast, Craig A.	0.40	370.00
15-Nov-19	Review updated draft of Committee statement regarding 365(d)(4) deadline (.4); discuss same with L. Marinuzzi (.3); review White & Case objection regarding same (.3); call with Milbank regarding same (.2).	Goren, Todd M.	1.20	1,380.00
15-Nov-19	Review and revise draft of Committee statement regarding 365(d)(4) deadline (.6); discuss same with T. Goren (.3); review draft of White & Case objection regarding same (.3); review 365 motion (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
17-Nov-19	Correspond with Milbank regarding stay of 365(d)(4) deadline; analyze same.	Ferraioli, Raff	0.30	165.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
18-Nov-19	Correspond with internal working group and Intervenor's counsel regarding objections to Debtors' motion to stay application of section 365(d)(4) deadline to Uniti arrangement (.4); review ad hoc 2L's objection to same (.4); review indenture trustees' objection to same (.3); review Committee's statement regarding same (.3); correspond with R. Ferraioli and Committee members regarding same (.3).	Damast, Craig A.	1.70	1,572.50
18-Nov-19	Call with White & Case in connection with Committee statement regarding stay of 365(d)(4) deadline (.1); call with F. Munshi (Perella) regarding same (.1); discuss same with T. Goren (.1); analyze revised statement regarding stay of 365(d)(4) deadline (1.3); coordinate filing of same (.1).	Ferraioli, Raff	1.70	935.00
18-Nov-19	Review and revise updated draft of Committee statement regarding 365(d)(4) deadline (.4); discuss same with R. Ferraioli (.1); review updated drafts of Milbank and White & Case objections to same (.5); correspond with Milbank and White & Case regarding same (.2).	Goren, Todd M.	1.20	1,380.00
18-Nov-19	Finalize Committee limited objection to Debtors' 365(d)(4) motion.	Marinuzzi, Lorenzo	0.60	780.00
18-Nov-19	Review draft indenture trustee's objection to Debtors' 365(d)(4) motion.	Richards, Erica J.	0.10	92.50
21-Nov-19	Review master lease analysis from Debtors (.6); correspond with Alix and Perella regarding same (.3).	Goren, Todd M.	0.90	1,035.00
21-Nov-19	Review master lease analysis from Debtors (.4); review correspondence from Perella team regarding same (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
22-Nov-19	Correspond (.1) and call (.7) with Alix and Perella teams regarding Windstream lease analysis; correspond with internal working group regarding Debtors' motion to stay application of section 365(d)(4) deadline, stipulation with Uniti and upcoming hearing (.6).	Damast, Craig A.	1.40	1,295.00
22-Nov-19	Analyze implications of rejection/assumption of master lease (.7); correspond with internal working group regarding status of motion to stay purported application of 365(d)(4) deadline and next steps (.1).	Ferraioli, Raff	0.80	440.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
22-Nov-19	Review Company presentation regarding impact of lease rejection (.4); call with Perella and Alix teams regarding same (.7); correspond with B. Weiland (Kirkland) regarding same (.2); correspond with Perella, Alix and Milbank/White & Case regarding 365(d)(4) extension (.6).	Goren, Todd M.	1.90	2,185.00
22-Nov-19	Review Company presentation regarding impact of lease rejection (.7); review with Perella benefit to business vs. loss of customers from rejection (.6); call with R. Kwastienet (Kirkland) regarding status of 365(d)(4) motion/extension (.4); draft memorandum to internal working group regarding status of 365(d)(4) motion and Uniti negotiations (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
22-Nov-19	Call with Perella and Alix teams regarding Windstream lease analysis.	Richards, Erica J.	0.70	647.50
22-Nov-19	Call with Perella and Alix teams regarding Windstream lease analysis.	Richardson Arnould, Ka	0.70	367.50
23-Nov-19	Review Uniti motion to file certain information/exhibits under seal regarding response to objection to Debtors' motion to stay section 365(d)(4) deadline regarding Uniti arrangement (.3); review Uniti's response to various objections to section 365(d)(4) motion (.6); correspond with internal working group regarding stipulation extending section 365(d)(4) deadline (.3); review same (.2).	Damast, Craig A.	1.40	1,295.00
23-Nov-19	Review proposed updated 365(d)(4) stipulation and related statement (.3); call with Milbank and White & Case regarding same (.4).	Goren, Todd M.	0.70	805.00
23-Nov-19	Correspond with E. Vonnegut (DPW) regarding objection to Debtors' motion regarding section 365(d)(4) (.2); review same (.7).	Marinuzzi, Lorenzo	0.90	1,170.00
24-Nov-19	Correspond with R. Ferraioli and Committee members regarding second stipulation extending section 365(d)(4) deadline regarding Uniti arrangement and summary (.2); review Debtors' notice of filing of such stipulation (.2); review notice of adjournment of hearing to stay section 365(d)(4) deadline (.1); correspond with R. Ferraioli and Committee members regarding as-filed stipulation (.1); review same (.1); correspond with internal working group regarding upcoming status conference regarding same (.2).	Damast, Craig A.	0.90	832.50

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
24-Nov-19	Analyze revised Uniti stipulation regarding section 365(d)(4) deadline (.2); analyze Uniti's response to statements regarding purported application of 365(d)(4) deadline (.6); draft update for Committee regarding same (.4).	Ferraioli, Raff	1.20	660.00
24-Nov-19	Correspond with Kirkland regarding 365(d)(4) (.4); call with R. Kwasteniet (Kirkland) regarding same (.2).	Goren, Todd M.	0.60	690.00
24-Nov-19	Review proposed stipulation between Uniti and Windstream regarding section 365(d)(4) (.8); call and correspond with S. Khalil (Milbank) and T. Lauria (UMB) regarding proposed stipulation (.7); review revised stipulation from T. Lauria (.4).	Marinuzzi, Lorenzo	1.90	2,470.00
25-Nov-19	Review Debtors' analysis of deemed rejection of Uniti arrangement (.3); correspond with internal working group regarding status conference on second section 365(d)(4) stipulation (.3).	Damast, Craig A.	0.60	555.00
25-Nov-19	Analyze revised stipulation regarding extension of 365(d)(4) deadline.	Ferraioli, Raff	0.80	440.00
25-Nov-19	Call with Milbank and White & Case regarding response to proposed Uniti stipulation regarding 365(d)(4) (.7); call with R. Kwasteniet (Kirkland) regarding same (.5); call and correspond with E. Vonnegut (DPW) regarding same (.4); review and revise drafts of 365(d)(4) stipulation (.6); correspond with Milbank and White & Case regarding same (.9).	Goren, Todd M.	3.10	3,565.00
25-Nov-19	Review draft of Uniti stipulation regarding 365(d)(4) (.5); call with Milbank and White & Case regarding response to proposed stipulation of same (.7); review proposed revisions of same (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
25-Nov-19	Review update regarding status conference on Uniti stipulation.	Richards, Erica J.	0.10	92.50
26-Nov-19	Analyze revised stipulation regarding 365(d)(4) deadline.	Ferraioli, Raff	0.30	165.00
26-Nov-19	Call (.7) and correspond (.3) with White & Case and Milbank regarding 365(d)(4) extension; correspond with DPW regarding same (.3); call (.3) and correspond (.1) with Kirkland regarding same; review and revise updated drafts of stipulation (.4).	Goren, Todd M.	2.10	2,415.00
26-Nov-19	Review revised stipulation regarding section 365(d)(4) deadline (.6); call with White & Case and Milbank regarding same (.7); call with Kirkland regarding same (.3); review legal arguments regarding reducing rent after rejection (.7).	Marinuzzi, Lorenzo	2.30	2,990.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
27-Nov-19	Correspond with internal working group regarding section 365(d)(4) extension stipulation regarding Uniti arrangement (.3); review stipulation and order extending section 365(d)(4) stipulation regarding Georgia Power (.3); review Charter motion to compel assumption of contract (.3).	Damast, Craig A.	0.90	832.50
27-Nov-19	Review Charter motion to compel assumption/rejection of contract.	Marinuzzi, Lorenzo	0.90	1,170.00
Total: 003	Assumption and Rejection of Leases and Contracts		63.00	58,342.50
Budgeting (Case)				
25-Nov-19	Finalize case budget; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
Total: 005	Budgeting (Case)		0.40	220.00
Case Administration				
01-Nov-19	Correspond with internal working group regarding Debtors' motion to extend time to file notices of removal.	Damast, Craig A.	0.20	185.00
01-Nov-19	Circulate notice of ECF filings to internal working group; prepare calendar to reflect upcoming hearing.	Williams, Jenn J.	0.40	104.00
04-Nov-19	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.30	78.00
05-Nov-19	Participate on weekly professionals' call (.2); follow-up discussion with internal working group regarding same and next steps (.2); correspond with R. Ferraioli and Committee members regarding status update (.3).	Damast, Craig A.	0.70	647.50
05-Nov-19	Prepare for (.2) and participate on (.2) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.60	330.00
05-Nov-19	Participate on weekly professionals' call (.2); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	0.40	370.00
05-Nov-19	Prepare for (.2) and participate on (.2) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	0.60	315.00
05-Nov-19	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.20	52.00
06-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.4); update case calendar and provide updates to same (.8).	Guido, Laura	1.20	450.00

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
07-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
08-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar (.2).	Guido, Laura	0.30	112.50
11-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
12-Nov-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same (.2).	Damast, Craig A.	0.60	555.00
12-Nov-19	Prepare for (.2) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Ferraioli, Raff	0.80	440.00
12-Nov-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00
12-Nov-19	Circulate notice of ECF filings to internal working group (.1); update case calendar and provide updates to same (.3).	Guido, Laura	0.40	150.00
12-Nov-19	Prepare for (.1) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.70	770.00
12-Nov-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.60	555.00
12-Nov-19	Prepare for (.1) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	0.70	367.50
13-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
14-Nov-19	Analyze case calendar.	Ferraioli, Raff	0.20	110.00
14-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
15-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.5); update case calendar and provide updates to same (.3).	Guido, Laura	0.80	300.00
18-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.60	225.00
18-Nov-19	Review 2L ad hoc group amended 2019 verified statement.	Marinuzzi, Lorenzo	0.30	390.00
19-Nov-19	Participate on weekly professionals' call.	Damast, Craig A.	0.60	555.00
19-Nov-19	Participate on weekly professionals' call.	Dopsch, Peter C.	0.60	690.00
19-Nov-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: December 23, 2019

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19-Nov-19	Circulate notice of ECF filings to internal working group (.2); update case calendar and provide updates to same (.6).	Guido, Laura	0.80	300.00
19-Nov-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.60	660.00
19-Nov-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
19-Nov-19	Prepare for (.1) and participate on (.6) weekly professionals' call.	Richardson Arnould, Ka	0.70	367.50
20-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
21-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
22-Nov-19	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	150.00
25-Nov-19	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	150.00
26-Nov-19	Participate on weekly professionals' call.	Damast, Craig A.	0.60	555.00
26-Nov-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.60	330.00
26-Nov-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00
26-Nov-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.60	420.00
26-Nov-19	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	150.00
26-Nov-19	Participate on weekly professionals' call.	Levitt, Jamie A.	0.60	735.00
26-Nov-19	Participate on weekly professionals' call.	Rappoport, Steve	0.60	537.00
26-Nov-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
26-Nov-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
27-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
Total: 007	Case Administration		23.20	16,163.50
Claims Administration and Objections				
18-Nov-19	Review Debtors' first omnibus claims objection (.3); correspond with internal working group and Committee members regarding same and summary (.3).	Damast, Craig A.	0.60	555.00
18-Nov-19	Analyze omnibus claims objection.	Ferraioli, Raff	0.60	330.00
18-Nov-19	Review omnibus claims objection (.4); correspond with R. Ferraioli regarding review of same (.2).	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
22-Nov-19	Review Ohio Edison motion to allow late claim.	Marinuzzi, Lorenzo	0.40	520.00
Total: 008	Claims Administration and Objections		2.20	2,185.00
Corporate Governance and Board Matters				
03-Nov-19	Correspond with internal working group and Milbank team regarding draft letter to Debtors' board regarding Uniti arrangement and next steps.	Damast, Craig A.	0.30	277.50
03-Nov-19	Review draft letter regarding lease status and next steps (.4); correspond with M. Brod (Milbank) regarding same (.1).	Goren, Todd M.	0.50	575.00
04-Nov-19	Correspond with internal working group regarding comments to creditor constituents' letter to Debtors board regarding master lease (.4); review and revise same (.4); correspond with internal working group and other creditor constituents regarding same and revisions (.4); correspond with R. Ferraioli and Committee members regarding same (.2); call with Milbank and White & Case regarding letter to Debtors (.4).	Damast, Craig A.	1.80	1,665.00
04-Nov-19	Analyze letter to Debtors board regarding master lease (.2); analyze comments to same (.3); revise same (.5); correspond with internal working group regarding same (.2); analyze correspondence from Milbank, White & Case and internal working group regarding same (.2); call with Milbank and White & Case regarding same (.4).	Ferraioli, Raff	1.80	990.00
04-Nov-19	Call with S. Lesmes regarding securities issues with Debtors' board of directors.	Goren, Todd M.	0.20	230.00
04-Nov-19	Review and revise letter to Debtors regarding master lease.	Goren, Todd M.	0.80	920.00
04-Nov-19	Call with T. Goren regarding securities issues with Debtors' board of directors.	Lesmes, Scott	0.20	205.00
04-Nov-19	Review and revise proposed joint letter to Debtors' board regarding payment of Uniti rent and preferred course of conduct (1.3); call with Milbank and White & Case regarding letter to Debtors (.4); review additional revisions and comments with T. Goren (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
04-Nov-19	Review comments regarding letter to Windstream's board relating to Uniti lease in connection with lease recharacterization claim.	Melendez, Miranda Bull	0.10	55.00
04-Nov-19	Review draft letter to Windstream board regarding approach to Uniti lease.	Richards, Erica J.	0.20	185.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
05-Nov-19	Review revised/final creditor constituents' letter to Debtors' board regarding Uniti arrangement and next steps (.4); correspond with internal working group and other Intervenor's counsel regarding same (.2).	Damast, Craig A.	0.60	555.00
06-Nov-19	Conduct legal research regarding stay of rent payments.	Selick, Allison	3.50	1,925.00
12-Nov-19	Analyze letters to Windstream board of directors regarding status of Uniti extension (.3) and comments to same (.3).	Ferraioli, Raff	0.60	330.00
12-Nov-19	Review and revise updated draft of letter to board regarding Uniti lease concerns (.4); correspond (.4) and call (.2) with Milbank, White & Case and Kirkland regarding same.	Goren, Todd M.	1.00	1,150.00
12-Nov-19	Review and revise board letter regarding status of Uniti extension.	Marinuzzi, Lorenzo	0.30	390.00
12-Nov-19	Finalize letter to Debtors' board.	Richardson Arnould, Ka	0.20	105.00
Total: 009	Corporate Governance and Board Matters		14.20	12,287.50

Employment and Fee Applications

04-Nov-19	Correspond with L. Marinuzzi and Kirkland regarding fee application; analyze interim fee order.	Ferraioli, Raff	0.20	110.00
05-Nov-19	Coordinate with internal working group regarding fee application (.1); draft same (.3); correspond with Debtors regarding same (.2).	Ferraioli, Raff	0.60	330.00
06-Nov-19	Correspond with J. Bregman regarding expenses for fee applications; review status of same.	Ferraioli, Raff	0.20	110.00
13-Nov-19	Finalize fee application; correspond with Company advisors regarding same.	Ferraioli, Raff	0.20	110.00
22-Nov-19	Finalize monthly fee application and coordinate filing of same.	Ferraioli, Raff	0.80	440.00
22-Nov-19	Prepare MoFo's October fee statement (1.1); file and coordinate service of same (.3).	Guido, Laura	1.40	525.00
22-Nov-19	Review and finalize October monthly statement.	Marinuzzi, Lorenzo	0.40	520.00
25-Nov-19	Correspond with internal working group regarding interim fee application; analyze Perella's monthly fee application; coordinate filing of same.	Ferraioli, Raff	0.40	220.00
25-Nov-19	File and coordinate service of Perella's October fee statement.	Guido, Laura	0.20	75.00
26-Nov-19	Review Milbank October bill.	Goren, Todd M.	0.20	230.00
Total: 011	Employment and Fee Applications		4.60	2,670.00

Other Litigation

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
01-Nov-19	Call with Intervenor regarding litigation strategy (.6); correspond with internal working group regarding Intervenor's objections to Uniti partial motion to dismiss complaint and Committee joinder (.3).	Damast, Craig A.	0.90	832.50
01-Nov-19	Correspond with Intervenor regarding joinder to Uniti motion to dismiss (.1); revise same (.5).	Ferraioli, Raff	0.60	330.00
01-Nov-19	Call with Intervenor regarding litigation strategy (.6); correspond with litigation parties regarding same (.3); review U.S. Trustee response to Uniti motion to dismiss (.3); review strategy regarding same with L. Marinuzzi (.6).	Goren, Todd M.	1.80	2,070.00
01-Nov-19	Call with Intervenor regarding litigation strategy (.6); review strategy regarding same with T. Goren (.6).	Marinuzzi, Lorenzo	1.20	1,560.00
01-Nov-19	Correspond with P. Dopsch regarding true lease opinion in connection with lease recharacterization analysis.	Melendez, Miranda Bull	0.10	55.00
01-Nov-19	Review joinder for opposition to Charter motion to withdraw reference (.7); review Uniti motion to dismiss opposition joinder (.7).	Rappoport, Steve	1.40	1,253.00
03-Nov-19	Review updated draft response to Uniti motion to dismiss.	Goren, Todd M.	0.80	920.00
04-Nov-19	File joinder to motion to dismiss.	Cipiti, Annie	0.50	125.00
04-Nov-19	Correspond with internal working group regarding draft of Debtors' opposition to Uniti's partial motion to dismiss complaint (.2); review same (.6); review and revise Committee's joinder to Debtors' opposition to Uniti's partial motion to dismiss (.7); discuss same with R. Ferraioli (.3).	Damast, Craig A.	1.80	1,665.00
04-Nov-19	Finalize Committee's joinder to Debtors' opposition to Uniti's motion to dismiss (1.1); discuss same with C. Damast (.3).	Ferraioli, Raff	1.40	770.00
04-Nov-19	Review and revise updated draft response to Uniti motion to dismiss (1.1); call (.3) and correspond (.1) with Kirkland regarding same (.4); review and revise draft Committee joinder (.3); review U.S. Trustee response to Uniti motion to dismiss (.3); review additional revisions and comments with L. Marinuzzi (.4); call (.4) and correspond (.2) with Milbank and White & Case regarding same.	Goren, Todd M.	3.50	4,025.00
04-Nov-19	Review revised draft of Debtors' response to Uniti motion to dismiss.	Richards, Erica J.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
05-Nov-19	Review indenture trustees' supplemental objection to Uniti partial motion to dismiss (.3); correspond with internal working group and Intervenor's counsel regarding possible hearing date for Uniti partial motion to dismiss (.3).	Damast, Craig A.	0.60	555.00
05-Nov-19	Call with M. Melendez to discuss research relating to Committee questions regarding recharacterization.	Dopsch, Peter C.	0.20	230.00
05-Nov-19	Review Uniti motion to dismiss opposition brief.	Levitt, Jamie A.	1.20	1,470.00
05-Nov-19	Review filed Committee joinder regarding motion to dismiss.	Marinuzzi, Lorenzo	0.60	780.00
05-Nov-19	Call with P. Dopsch to discuss research relating to Committee questions regarding recharacterization.	Melendez, Miranda Bull	0.20	110.00
06-Nov-19	Conduct legal research regarding recharacterization of master lease in connection with recharacterization claim.	Melendez, Miranda Bull	1.20	660.00
06-Nov-19	Review Safadi complaint against Uniti.	Rappoport, Steve	0.40	358.00
11-Nov-19	Correspond with internal working group regarding Uniti adversary proceeding and next steps.	Damast, Craig A.	0.40	370.00
11-Nov-19	Review Uniti notice of appearance (.3); correspond with internal working group regarding same (.1); call with B. Weiland (Kirkland) regarding same (.2).	Goren, Todd M.	0.60	690.00
11-Nov-19	Correspond with J. Greer regarding Uniti litigation.	Rappoport, Steve	0.40	358.00
12-Nov-19	Correspond with R. Ferraioli and Committee members regarding Uniti adversary proceeding next steps.	Damast, Craig A.	0.20	185.00
12-Nov-19	Call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Goren, Todd M.	0.80	920.00
12-Nov-19	Call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Greer, Jocelyn Edith	0.80	560.00
12-Nov-19	Prepare for (.3) and participate on (.6) call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding; follow-up discussion with litigation team regarding same (.2).	Marinuzzi, Lorenzo	1.10	1,430.00
12-Nov-19	Call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Rappoport, Steve	0.80	716.00

MORRISON | FOERSTER

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12-Nov-19	Call with Debtors and Intervenor regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Richards, Erica J.	0.80	740.00
13-Nov-19	Meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding (.7); analyze White & Case outline of same (.3); correspond with internal working group regarding same (.1).	Goren, Todd M.	1.10	1,265.00
13-Nov-19	Meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding.	Greer, Jocelyn Edith	0.70	490.00
13-Nov-19	Review Uniti court filings (.6); meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding (.7); prepare points regarding summary judgment and review UMB's points regarding same (2.4).	Rappoport, Steve	3.70	3,311.50
13-Nov-19	Meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding.	Richards, Erica J.	0.70	647.50
14-Nov-19	Discuss case law regarding recharacterization claim on third-party creditors with M. Melendez.	Dopsch, Peter C.	0.40	460.00
14-Nov-19	Correspond with Intervenor regarding potential motion for summary judgment in Uniti adversary proceeding (.4); call with J. Winters (White & Case) regarding same (.2); analyze case law regarding potential motion for summary judgment topics in Uniti adversary proceeding (1.3); call with Perella and Alix regarding litigation update (.7).	Goren, Todd M.	2.60	2,990.00
14-Nov-19	Correspond with Intervenor regarding potential motion for summary judgment in Uniti adversary proceeding (.4); analyze legal positions regarding potential motion for summary judgment topics in Uniti adversary proceeding (1.5); call with Perella and Alix regarding litigation update (.7).	Marinuzzi, Lorenzo	2.60	3,380.00
14-Nov-19	Discuss case law research regarding recharacterization claim on third-party creditors with P. Dopsch (.4); send update to L. Marinuzzi regarding same (.2).	Melendez, Miranda Bull	0.60	330.00
14-Nov-19	Conduct legal research regarding beneficial owner rights in connection with Uniti litigation.	Richardson Arnould, Ka	2.40	1,260.00
15-Nov-19	Correspond with T. Goren and Intervenor's counsel regarding motion for partial summary judgment regarding Uniti adversary proceeding (.3); review Charter reply in support of motion to withdraw reference (.4).	Damast, Craig A.	0.70	647.50

MORRISON | FOERSTER

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Invoice Number: 5877787
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15-Nov-19	Review materials regarding motion for summary judgment in Uniti adversary proceeding (.5); call with Kirkland regarding same (.4); call with M. Brod (Milbank) regarding same (.6); call with J. Greer and S. Rappoport regarding preparation of motion (.6).	Goren, Todd M.	2.10	2,415.00
15-Nov-19	Call with Kirkland regarding motion for summary judgment in Uniti adversary proceeding (.4); call with S. Rappoport and T. Goren regarding preparation of same (.6).	Greer, Jocelyn Edith	1.00	700.00
15-Nov-19	Review scheduling order regarding motion for summary judgment regarding Uniti claims (.4); review correspondence from White & Case regarding motion for summary judgment on Uniti claims (.4); call with Kirkland regarding motion for summary judgment (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Nov-19	Call with J. Greer and T. Goren regarding preparation of motion for summary judgment in Uniti adversary proceeding (.6); prepare summary judgment brief in connection with same (.5).	Rappoport, Steve	1.10	984.50
16-Nov-19	Review motion for summary judgment and other motion papers filed in Charter proceeding.	Rappoport, Steve	1.80	1,611.00
17-Nov-19	Correspond with S. Rappoport regarding documents for draft motion for summary judgment in Uniti proceeding; analyze and compile same.	Ferraioli, Raff	0.30	165.00
17-Nov-19	Begin drafting motion for summary judgment motion in Uniti proceeding.	Rappoport, Steve	2.60	2,327.00
18-Nov-19	Follow up on issues related to real estate portion of true sale assets in connection with claims against Uniti.	Dopsch, Peter C.	0.70	805.00
18-Nov-19	Correspond with internal working group regarding motion for summary judgment in Uniti adversary proceeding (.2); correspond with S. Rappoport regarding documents in connection with same (.4).	Ferraioli, Raff	0.60	330.00
18-Nov-19	Review Charter motion for summary judgment pleadings (1.3); review case law and key facts regarding potential Uniti motion for summary judgment topics (1.4); review strategy regarding Uniti motion for summary judgment with L. Marinuzzi and S. Rappoport (.6).	Goren, Todd M.	3.30	3,795.00

MORRISON | FOERSTER

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18-Nov-19	Review strategy regarding Uniti motion for summary judgment with T. Goren and S. Rappoport (.6); review outline of motion for summary judgment arguments in Uniti dispute (.4); review correspondence from White & Case regarding summary judgment strategy (.3); review Charter summary judgment papers (.5); review summary of summary judgment papers for Committee (.5).	Marinuzzi, Lorenzo	2.30	2,990.00
18-Nov-19	Meet with S. Rappoport to discuss legal research/brief for Uniti summary judgment (.2); conduct legal research and review background of same (4.3); call with J. Winters (White & Case) regarding Uniti motion for summary judgment (.8).	Radzinski, Julian N.	5.30	4,266.50
18-Nov-19	Meet with J. Radzinski to discuss legal research/brief for Uniti summary judgment (.2); review strategy regarding Uniti motion for summary judgment with T. Goren and L. Marinuzzi (.6); review factual materials for Uniti motion for summary judgment (3.3); call with J. Winters (White & Case) regarding Uniti motion for summary judgment (.8).	Rappoport, Steve	4.90	4,385.50
18-Nov-19	Review Charter reply to opposition to withdraw reference.	Richards, Erica J.	0.40	370.00
19-Nov-19	Conduct legal research regarding applicable law on fixtures and easements in connection with claims against Uniti (5.7); call with J. Radzinski, S. Rappoport and P. Dopsch regarding same (.6).	Dobrosielski, Jan	6.30	3,307.50
19-Nov-19	Conduct legal research regarding analysis of fixtures and ability to transfer same free and clear of interests in connection with claims against Uniti (1.7); call with J. Dobrosielski, J. Radzinski and S. Rappoport regarding same (.6).	Dopsch, Peter C.	2.30	2,645.00
19-Nov-19	Review summary for Committee of recent pleadings in Charter (.6); review and analyze case law regarding motion for summary judgment (1.2); discuss status of same and next steps with L. Marinuzzi (.8).	Goren, Todd M.	2.60	2,990.00
19-Nov-19	Discuss Charter motion for summary judgment status and next steps with T. Goren (.8); review correspondence from White & Case regarding motion for summary judgment (.3); correspond with B. Weiland (Kirkland) regarding same (.2).	Marinuzzi, Lorenzo	1.30	1,690.00
19-Nov-19	Draft motion for summary judgment in Uniti adversary proceeding (5.3); call with J. Dobrosielski, P. Dopsch and S. Rappoport regarding same (.6).	Radzinski, Julian N.	5.90	4,749.50

MORRISON | FOERSTER

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19-Nov-19	Call with J. Dobrosielski, J. Radzinski and P. Dopsch regarding motion for summary judgment in Uniti adversary proceeding (.6); review research and correspondence regarding fixtures (.7).	Rappoport, Steve	1.30	1,163.50
20-Nov-19	Conduct legal research regarding applicable law on trade fixtures and constructive severance.	Dobrosielski, Jan	1.80	945.00
20-Nov-19	Review pleadings relating to Uniti litigation and true lease issues.	Dopsch, Peter C.	0.20	230.00
20-Nov-19	Call with B. Weiland (Kirkland) regarding potential motion for summary judgment in Uniti adversary proceeding (.3); correspond with Intervenors and internal working group regarding same (.4).	Goren, Todd M.	0.70	805.00
20-Nov-19	Review strategy regarding motion to dismiss Uniti litigation (.7); analyze topics for Uniti motion for summary judgment and legal standards (.9); review correspondence from Intervenors regarding motion to dismiss Uniti litigation (.3); review correspondence from Charter regarding briefing and Katten correspondence requesting leave to file Surreply (.4).	Marinuzzi, Lorenzo	2.30	2,990.00
20-Nov-19	Draft and research motion for summary judgment in Uniti adversary proceeding.	Radzinski, Julian N.	3.20	2,576.00
21-Nov-19	Review results of research relating to cable assets as fixtures (.4); call with M. Melendez regarding fixtures research in connection with Uniti motion for summary judgment (.3); meet with L. Marinuzzi regarding research of real property and fixtures for purposes of Uniti motion for summary judgment (.4).	Dopsch, Peter C.	1.10	1,265.00
21-Nov-19	Compile and distribute Uniti adversary proceeding pleadings.	Guido, Laura	0.20	75.00
21-Nov-19	Review updated research regarding real property and fixtures for purposes of Uniti motion for summary judgment (.8); meet with P. Dopsch regarding same (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
21-Nov-19	Call with P. Dopsch regarding fixtures research in connection with Uniti motion for summary judgment.	Melendez, Miranda Bull	0.30	165.00
21-Nov-19	Conduct legal research and draft motion for summary judgment in Uniti adversary proceeding.	Radzinski, Julian N.	6.10	4,910.50
21-Nov-19	Call with lienholders and UMB regarding motion for summary judgment.	Rappoport, Steve	0.30	268.50
22-Nov-19	Correspond with internal working group regarding potential motion for summary judgment in Uniti adversary proceeding.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

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25-Nov-19	Analyze Uniti's motion for summary judgment (.6); draft update for Committee regarding same (.3); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.10	605.00
25-Nov-19	Review Uniti motion for summary judgment (.5); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.80	920.00
25-Nov-19	Discuss Uniti case status with S. Rappoport (.3); review correspondence regarding Uniti motion for summary judgment and protective order (.8).	Greer, Jocelyn Edith	1.10	770.00
25-Nov-19	Review Uniti's motion for summary judgment in connection with analysis of recharacterization claims.	Melendez, Miranda Bull	0.10	55.00
25-Nov-19	Discuss Uniti case status with J. Greer (.3); review Uniti motion for summary judgment (1.0).	Rappoport, Steve	1.30	1,163.50
26-Nov-19	Review Uniti motion for summary judgment and supporting memorandum of law (1.3); correspond with internal working group regarding same (.4); correspond with R. Ferraioli and Committee members regarding same (.2).	Damast, Craig A.	1.90	1,757.50
26-Nov-19	Draft memorandum regarding Uniti motion for summary judgment (3.7); discuss same with J. Greer (.2).	Dobrosielski, Jan	3.90	2,047.50
26-Nov-19	Review Uniti motion for summary judgment (1.3); call with Debtors and Intervenor regarding same (.9).	Goren, Todd M.	2.20	2,530.00
26-Nov-19	Call with Debtors and Intervenor regarding Uniti motion for summary judgment (.9); review and circulate memorandum of Uniti motion for summary judgment (.1); discuss same with J. Dobrosielski (.2).	Greer, Jocelyn Edith	1.20	840.00
26-Nov-19	Review and redact highly confidential references in unredacted forms of Uniti's motion for summary judgment and related filings.	Guido, Laura	0.60	225.00
26-Nov-19	Review Uniti summary judgment motion.	Levitt, Jamie A.	1.90	2,327.50
26-Nov-19	Review Uniti motion for summary judgment (1.3); call with Debtors and Intervenor regarding Uniti motion for summary judgment (.9); review Windstream surreply regarding motion to withdraw reference (.6); review Uniti statement of undisputed facts (.6).	Marinuzzi, Lorenzo	3.40	4,420.00
26-Nov-19	Call with Debtors and Intervenor regarding Uniti motion for summary judgment.	Radzinski, Julian N.	0.90	724.50
26-Nov-19	Review Uniti motion for summary judgment (.9); call with Debtors and Intervenor regarding Uniti motion for summary judgment (.9).	Rappoport, Steve	1.80	1,611.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
26-Nov-19	Review unredacted memorandum in support of Uniti's motion for summary judgment (.4); review latest draft of 365(d)(4) stipulation between Debtors and Uniti (.2).	Richardson Arnould, Ka	0.60	315.00
27-Nov-19	Review Uniti reply in support of partial motion to dismiss complaint (.4); correspond with internal working group regarding summary of Uniti motion for summary judgment (.3); review same (.4).	Damast, Craig A.	1.10	1,017.50
27-Nov-19	Review and circulate summary of Uniti motion for summary judgment to internal working group.	Dobrosielski, Jan	0.40	210.00
27-Nov-19	Correspond with Kirkland regarding Uniti motion to dismiss hearing (.3); review Uniti motion to dismiss reply (.8); review summary of Uniti motion for summary judgment (.8); review and revise correspondence to Committee regarding same and motion to dismiss reply (.2).	Goren, Todd M.	2.10	2,415.00
27-Nov-19	Review and revise J. Dobrosielski's draft memorandum regarding Uniti motion for summary judgment.	Greer, Jocelyn Edith	0.60	420.00
27-Nov-19	Review Uniti summary judgment motion memorandum (.8); review Uniti motion to dismiss reply (.5).	Levitt, Jamie A.	1.30	1,592.50
27-Nov-19	Review and revise internal memorandum for Committee regarding Uniti motion to summary judgment.	Marinuzzi, Lorenzo	0.70	910.00
27-Nov-19	Review complaint, partial motion to dismiss and motion for summary judgment in connection with analyzing master lease.	Melendez, Miranda Bull	1.10	605.00
27-Nov-19	Revise memorandum to Committee regarding Uniti motion for summary judgment (1.7); review correspondence regarding motion for summary judgment hearing (.2); correspond with internal working group regarding same (.1); review Uniti motion for summary judgment reply (.3).	Rappoport, Steve	2.30	2,058.50
27-Nov-19	Draft Committee update regarding memorandum summarizing Uniti's motion for summary judgment and reply brief in support of its motion to dismiss complaint (.3); revise same per comments from T. Goren (.1).	Richardson Arnould, Ka	0.40	210.00
29-Nov-19	Review Uniti reply regarding motion to dismiss.	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 014	Other Litigation		138.80	129,064.00

Meetings and Communications with Creditors

04-Nov-19	Review and revise update to Committee regarding Uniti strategy.	Goren, Todd M.	0.30	345.00
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MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
05-Nov-19	Draft update for Committee; correspond with internal working group regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.40	220.00
05-Nov-19	Review and revise update to Committee.	Goren, Todd M.	0.40	460.00
05-Nov-19	Review and revise Committee update regarding mediation, scheduling and next steps.	Marinuzzi, Lorenzo	0.40	520.00
06-Nov-19	Review and revise correspondence to Committee regarding mediation update (.2); correspond with J. Grudus (AT&T) regarding same (.2).	Goren, Todd M.	0.40	460.00
06-Nov-19	Correspond with Committee regarding mediation developments.	Richards, Erica J.	0.20	185.00
08-Nov-19	Review and revise correspondence to Committee regarding mediation update.	Goren, Todd M.	0.20	230.00
08-Nov-19	Correspond with Committee regarding status of mediation.	Richards, Erica J.	0.70	647.50
11-Nov-19	Call with D. Clark (Stinson) regarding case status.	Goren, Todd M.	0.20	230.00
12-Nov-19	Analyze materials for upcoming Committee call; correspond with K. Richardson regarding same; analyze correspondence to Committee regarding same.	Ferraioli, Raff	0.40	220.00
12-Nov-19	Review and revise correspondence to internal working group (.2); review agenda for Committee call (.2).	Goren, Todd M.	0.40	460.00
12-Nov-19	Correspond with J. Wooding (Alix) and F. Munzi (Perella) regarding materials for upcoming Committee call (.3); review weekly financial presentation (.7); provide comments to same to J. Wooding (Alix) (.2); analyze recent pleadings and upcoming material dates (.5); draft agenda for Committee call (.3); revise agenda per T. Goren's comments (.2); draft transmittal to Committee (.4).	Richardson Arnould, Ka	2.60	1,365.00
13-Nov-19	Prepare for (.2) and participate on (1.1) weekly Committee call.	Damast, Craig A.	1.30	1,202.50
13-Nov-19	Participate on weekly Committee call.	Ferraioli, Raff	1.10	605.00
13-Nov-19	Prepare for (.2) and participate on (1.1) weekly Committee call; review and analyze Perella and Alix materials for call (.6).	Goren, Todd M.	1.90	2,185.00
13-Nov-19	Prepare for (.6) and participate on (1.1) weekly Committee call.	Marinuzzi, Lorenzo	1.70	2,210.00
13-Nov-19	Participate on weekly Committee call.	Richards, Erica J.	1.10	1,017.50
13-Nov-19	Prepare for (.6) and participate on (1.1) weekly Committee call; analyze recent pleadings (.4); revise schedule of material dates (.3); draft initial agenda for next Committee call (.2).	Richardson Arnould, Ka	2.60	1,365.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
14-Nov-19	Correspond with Committee regarding statement in connection with motion to stay application of purported 365(d)(4) deadline.	Ferraioli, Raff	0.20	110.00
14-Nov-19	Review and revise correspondence to Committee regarding 365(d)(4) deadline.	Goren, Todd M.	0.30	345.00
18-Nov-19	Correspond with E. Wilson (UMB) regarding hearing dates and agenda.	Goren, Todd M.	0.20	230.00
19-Nov-19	Review agenda for upcoming Committee call (.2); discuss same with K. Richardson (.1).	Damast, Craig A.	0.30	277.50
19-Nov-19	Review and revise agenda for upcoming Committee call.	Goren, Todd M.	0.30	345.00
19-Nov-19	Call with counsel for various unsecured creditors regarding case status.	Richards, Erica J.	0.20	185.00
19-Nov-19	Review pleadings and revise schedule of material dates and deadlines (.6); draft agenda for upcoming Committee call (.2); discuss same with C. Damast (.1); review financial presentation from Alix (.6); provide J. Wooding (Alix) comments regarding same (.2); draft Committee memorandum (.2); correspond with internal working group regarding same (.1); review Charter pleadings and related summaries (.4); draft Committee memorandum regarding same (.8).	Richardson Arnould, Ka	3.20	1,680.00
20-Nov-19	Participate on weekly Committee call.	Dopsch, Peter C.	0.60	690.00
20-Nov-19	Prepare for (.2) and participate on (.6) weekly Committee call.	Ferraioli, Raff	0.80	440.00
20-Nov-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Goren, Todd M.	0.90	1,035.00
20-Nov-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	660.00
20-Nov-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Marinuzzi, Lorenzo	0.90	1,170.00
20-Nov-19	Participate on weekly Committee call.	Rappoport, Steve	0.60	537.00
20-Nov-19	Participate on weekly Committee call (partial).	Richards, Erica J.	0.40	370.00
24-Nov-19	Review and revise update to Committee regarding 365(d)(4) (.2); correspond with Milbank and White & Case regarding same (.4).	Goren, Todd M.	0.60	690.00
25-Nov-19	Discuss update for Committee with R. Ferraioli (.3); review same (.3); correspond with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.80	740.00
25-Nov-19	Correspond with internal working group regarding update for Committee (.2); discuss same with C. Damast (.3); correspond with Committee regarding status (.4).	Ferraioli, Raff	0.90	495.00
25-Nov-19	Review and revise update for Committee regarding hearing update.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

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Invoice Date: December 23, 2019

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25-Nov-19	Review Committee update regarding status conference.	Richardson Arnould, Ka	0.30	157.50
26-Nov-19	Review agenda for upcoming Committee call (.3); discuss same with K. Richardson (.2); correspond with J. Wooding (Alix) regarding Enterprise update (.2); review and revise agenda for upcoming Committee call (.4).	Damast, Craig A.	1.10	1,017.50
26-Nov-19	Analyze agenda for upcoming Committee call; analyze update for Committee in advance of same.	Ferraioli, Raff	0.30	165.00
26-Nov-19	Review and revise correspondence to Committee regarding 365(d)(4) stipulation and Uniti status (.3); review and revise agenda for Committee call (.3).	Goren, Todd M.	0.60	690.00
26-Nov-19	Review update from J. Wooding (Alix) regarding status of Enterprise operations.	Richards, Erica J.	0.10	92.50
26-Nov-19	Review recent pleadings regarding material dates (.3); correspond with J. Greer regarding same (.2) draft agenda for upcoming Committee call (.3); discuss same with C. Damast (.2); revise agenda per comments from C. Damast (.2); draft Committee update (.7); revise same per comments from T. Goren (.2); coordinate distribution of materials for Committee call (.3); correspond with internal working group regarding same (.2); review weekly financial presentation (.6); provide comments of same to J. Wooding (Alix) (.2).	Richardson Arnould, Ka	3.40	1,785.00
27-Nov-19	Prepare for (.2) and participate on (.4) weekly Committee call.	Damast, Craig A.	0.60	555.00
27-Nov-19	Prepare for (.2) and participate on (.4) weekly Committee call.	Ferraioli, Raff	0.60	330.00
27-Nov-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Goren, Todd M.	0.70	805.00
27-Nov-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.40	280.00
27-Nov-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Marinuzzi, Lorenzo	0.70	910.00
27-Nov-19	Participate on weekly Committee call.	Richards, Erica J.	0.40	370.00
27-Nov-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Richardson Arnould, Ka	0.70	367.50
Total: 015	Meetings and Communications with Creditors		38.30	31,797.00
Non-Working Travel				
01-Nov-19	Return travel from Los Angeles following J. Kamin deposition.	Rappoport, Steve	1.00	895.00
07-Nov-19	Travel to/from Connecticut for deposition of Charter expert Kardos.	Rappoport, Steve	3.30	2,953.50
08-Nov-19	Return travel from mediation session.	Rappoport, Steve	0.40	358.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: December 23, 2019

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14-Nov-19	Travel to Little Rock for Fletcher deposition.	Richards, Erica J.	7.50	6,937.50
15-Nov-19	Return travel following Fletcher deposition.	Richards, Erica J.	6.70	6,197.50
Total: 016	Non-Working Travel		18.90	17,341.50
Relief from Stay and Adequate Protection				
01-Nov-19	Correspond with internal working group regarding Debtors' motion to modify automatic stay regarding certain pending litigation.	Damast, Craig A.	0.20	185.00
01-Nov-19	Analyze motion for order modifying stay regarding Georgia litigation.	Ferraioli, Raff	0.40	220.00
01-Nov-19	Analyze Debtors' motion for relief from stay (.5); correspond with internal working group regarding same (.3).	Richardson Arnould, Ka	0.80	420.00
26-Nov-19	Correspond with internal working group regarding Niagara motion for relief from stay (.2); review same (.2); correspond with internal working group regarding summary of same (.2); review same (.2).	Damast, Craig A.	0.80	740.00
26-Nov-19	Analyze memorandum regarding NIMO stay motion.	Ferraioli, Raff	0.10	55.00
26-Nov-19	Analyze NIMO lift stay motion (.7); draft summary of same for Committee update (.4).	Richardson Arnould, Ka	1.10	577.50
Total: 019	Relief from Stay and Adequate Protection		3.40	2,197.50
Reporting				
01-Nov-19	Review first day reporting documents.	Goren, Todd M.	0.40	460.00
13-Nov-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
22-Nov-19	Review first day reporting documents.	Goren, Todd M.	0.30	345.00
26-Nov-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		0.90	990.00
Discovery				
01-Nov-19	Download and update Relativity with newly produced WIN ADV documents.	Bergelson, Vadim	1.30	448.50
01-Nov-19	Review 30(b)(6) deposition notices (.9); correspond with Debtors and DPW regarding status of document searches (.3); review summaries of Charter expert depositions (.4).	Goren, Todd M.	1.60	1,840.00
01-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	3.10	3,797.50
01-Nov-19	Review report from deposition of Charter damages expert.	Marinuzzi, Lorenzo	0.80	1,040.00
01-Nov-19	Review document production relating to lease recharacterization analysis.	Melendez, Miranda Bull	0.20	110.00

MORRISON | FOERSTER

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Matter Name: OFFICIAL COMMITTEE

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Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
01-Nov-19	Conduct first pass review of Windstream productions (2.6); review final Aurelius production (1.1).	Westergaard, Lily Vale	3.70	1,942.50
03-Nov-19	Review proposed deposition schedule.	Goren, Todd M.	0.20	230.00
03-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	2.90	3,552.50
04-Nov-19	Download and update Relativity with newly produced WIN ADV (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
04-Nov-19	Conduct document review of Windstream production.	Francia, Cesar Augusto	3.70	2,775.00
04-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	2.30	2,817.50
04-Nov-19	Analyze summaries of Charter depositions.	Richards, Erica J.	0.20	185.00
04-Nov-19	Conduct review of Windstream documents.	Westergaard, Lily Vale	0.90	472.50
04-Nov-19	Profile documents for case management database.	Williams, Jenn J.	0.30	78.00
05-Nov-19	Continue to review document production by Aurelius.	Kaufman, David H.	3.80	4,655.00
05-Nov-19	Prepare for Kardos deposition.	Rappoport, Steve	0.80	716.00
06-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	0.70	857.50
06-Nov-19	Review Charter deposition summaries.	Levitt, Jamie A.	1.10	1,347.50
07-Nov-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00
07-Nov-19	Attend deposition of Charter expert Kardos.	Rappoport, Steve	5.60	5,012.00
08-Nov-19	Update internal database with recently added dataroom files (1.5); review internal database for deposition documents and correspondence per S. Rappoport regarding same (.4).	Guido, Laura	1.90	712.50
08-Nov-19	Review correspondence regarding Uniti discovery.	Levitt, Jamie A.	0.60	735.00
08-Nov-19	Call with court in Charter matter regarding expert reports.	Rappoport, Steve	0.80	716.00
08-Nov-19	Conduct first pass review of Windstream document productions.	Westergaard, Lily Vale	1.80	945.00
09-Nov-19	Conduct first pass review of Windstream document productions.	Westergaard, Lily Vale	3.90	2,047.50
10-Nov-19	Correspond with S. Rappoport and J. Greer regarding deposition scheduling.	Aikman, Amanda	0.10	92.50
10-Nov-19	Correspond with internal working group regarding Uniti adversary proceeding depositions and attendance.	Damast, Craig A.	0.30	277.50
10-Nov-19	Correspond with internal working group regarding deposition schedule/coverage.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

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11-Nov-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.90	655.50
11-Nov-19	Review correspondence regarding cleansing documents.	Dopsch, Peter C.	0.30	345.00
11-Nov-19	Analyze draft cleansing documents.	Ferraioli, Raff	0.30	165.00
11-Nov-19	Correspond with internal working group regarding deposition coverage (.4); review correspondence regarding 30(b)(6) topics (.3); review updated draft of cleansing materials (.6).	Goren, Todd M.	1.30	1,495.00
12-Nov-19	Update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.60	552.00
12-Nov-19	Correspond with internal working group regarding Uniti cleansing materials.	Damast, Craig A.	0.20	185.00
12-Nov-19	Analyze final cleansing materials; correspond with Committee regarding same.	Ferraioli, Raff	0.20	110.00
12-Nov-19	Correspond with internal working group regarding 30(b)(6) topics and deposition coverage (.3); review updated draft cleansing materials (.4).	Goren, Todd M.	0.70	805.00
12-Nov-19	Call with Uniti regarding 30(b)(6) topics.	Rappoport, Steve	1.10	984.50
13-Nov-19	Correspond with internal working group regarding upcoming depositions and case developments.	Aikman, Amanda	0.20	185.00
13-Nov-19	Update Relativity with newly produced WIN ADV and SA (Kirkland) documents (1.4); batch incoming production documents for review (.8).	Bergelson, Vadim	2.20	759.00
13-Nov-19	Correspond with Alix and litigation team regarding deposition coverage.	Goren, Todd M.	0.40	460.00
13-Nov-19	Document review in Windstream vs. Uniti.	Greer, Jocelyn Edith	0.60	420.00
13-Nov-19	Call with R. Shanker (Kirkland) regarding Uniti discovery.	Rappoport, Steve	0.40	358.00
13-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	6.60	3,465.00
14-Nov-19	Download and update Relativity with newly produced WIN ADV, SA and WS (Kirkland) documents.	Bergelson, Vadim	2.40	828.00
14-Nov-19	Call with J. Wooding (Alix) regarding coverage for upcoming depositions.	Richards, Erica J.	0.10	92.50
14-Nov-19	Conduct first pass review of Windstream documents.	Westergaard, Lily Vale	3.90	2,047.50
15-Nov-19	Download and update Relativity with newly produced WIN ADV, KE SA and WS (Kirkland) documents.	Bergelson, Vadim	2.20	759.00
15-Nov-19	Call with J. Riley (Riley) regarding accounting expert report.	Greer, Jocelyn Edith	0.40	280.00

MORRISON | FOERSTER

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15-Nov-19	Review Charter motion to exclude Jarosz expert testimony.	Marinuzzi, Lorenzo	0.80	1,040.00
15-Nov-19	Attend Fletcher deposition.	Richards, Erica J.	8.10	7,492.50
16-Nov-19	Review proposed list of expert topics.	Goren, Todd M.	0.30	345.00
17-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	4.90	2,572.50
18-Nov-19	Update Relativity with newly produced WIN ADV, KE SA and WS (Kirkland) documents.	Bergelson, Vadim	2.10	724.50
18-Nov-19	Correspond with internal working group regarding Uniti adversary proceeding depositions and attendance (.3); review summary of Fletcher deposition regarding Uniti adversary proceeding (.2).	Damast, Craig A.	0.50	462.50
18-Nov-19	Review draft of expert disclosures and proposed changes to same (.4); review Uniti expert disclosures (.2); review deposition summaries (.5); correspond with internal working group regarding deposition coverage (.2).	Goren, Todd M.	1.30	1,495.00
18-Nov-19	Draft expert disclosure.	Greer, Jocelyn Edith	0.70	490.00
18-Nov-19	Compile and distribute unredacted documents per S. Rappoport.	Guido, Laura	0.60	225.00
18-Nov-19	Review summaries of Charter depositions (.4); review correspondence regarding discovery issues in Uniti litigation (.4).	Levitt, Jamie A.	0.80	980.00
18-Nov-19	Review E. Richards summary of Uniti examination of former Windstream GC (.3); review Uniti revised discovery responses and objections (.3).	Marinuzzi, Lorenzo	0.60	780.00
18-Nov-19	Draft summary of Fletcher deposition.	Richards, Erica J.	0.90	832.50
18-Nov-19	Review recent pleadings in Charter adversary proceeding (.4); correspond with J. Greer and S. Rappoport regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
18-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	6.10	3,202.50
19-Nov-19	Update Relativity with newly produced WIN ADV, KE SA and WS (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
19-Nov-19	Attend R. Gunderman deposition.	Ferraioli, Raff	9.20	5,060.00
19-Nov-19	Review R. Gunderman deposition summary.	Marinuzzi, Lorenzo	0.40	520.00
19-Nov-19	Attend R. Gunderman deposition (9.2); draft summary of deposition (.9).	Rappoport, Steve	10.10	9,039.50
19-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	5.30	2,782.50
20-Nov-19	Download and analyze incoming Kirkland (Windstream) productions.	Bergelson, Vadim	0.80	276.00
20-Nov-19	Analyze update regarding T. Thomas deposition.	Ferraioli, Raff	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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20-Nov-19	Review summary of recent depositions.	Goren, Todd M.	0.60	690.00
20-Nov-19	Compile R. Gunderman deposition transcript and exhibits.	Guido, Laura	0.20	75.00
20-Nov-19	Review summary of T. Thomas deposition (.3); review updates from S. Rappoport regarding facts from depositions taken during week (.3).	Marinuzzi, Lorenzo	0.60	780.00
20-Nov-19	Attend T. Thomas deposition (9.3); summarize same (.5).	Rappoport, Steve	9.80	8,771.00
20-Nov-19	Attend T. Thomas deposition.	Richardson Arnould, Ka	9.30	4,882.50
20-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	2.90	1,522.50
21-Nov-19	Review summary of R. Gunderman deposition (.2); review correspondence from Debtors and Uniti regarding discovery disputes (.2).	Goren, Todd M.	0.40	460.00
21-Nov-19	Compile unredacted pleadings and save to internal database (.3); update internal database with dataroom files (.5); update internal database regarding Charter and Uniti deposition and subpoena materials (.6).	Guido, Laura	1.40	525.00
21-Nov-19	Review summaries of recent depositions for facts for motion for summary judgment regarding Uniti claims.	Marinuzzi, Lorenzo	0.60	780.00
21-Nov-19	Attend K. Gunderman deposition (9.2); summarize same (1.1).	Rappoport, Steve	10.30	9,218.50
21-Nov-19	Attend K. Gunderman deposition.	Richards, Erica J.	9.20	8,510.00
21-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	2.90	1,522.50
22-Nov-19	Review summaries of Thomas and Gunderman depositions regarding Uniti adversary proceeding.	Damast, Craig A.	0.40	370.00
22-Nov-19	Review summaries of Charter depositions (.6); review correspondence regarding Uniti extension and discovery (.6).	Levitt, Jamie A.	1.20	1,470.00
22-Nov-19	Review report on Wallace deposition.	Marinuzzi, Lorenzo	0.40	520.00
22-Nov-19	Attend Wallace deposition (8.2); summarize same (.5).	Rappoport, Steve	8.70	7,786.50
22-Nov-19	Analyze summary of Wallace deposition.	Richards, Erica J.	0.10	92.50
25-Nov-19	Download and update Relativity with incoming WS (Kirkland) document productions.	Bergelson, Vadim	0.70	241.50
25-Nov-19	Review summaries of T. Thomas, K. Gunderman and M. Wallace depositions.	Damast, Craig A.	0.90	832.50
25-Nov-19	Analyze summaries of recent Uniti depositions.	Richards, Erica J.	0.20	185.00
26-Nov-19	Download and update Relativity with incoming WS (Kirkland) document productions.	Bergelson, Vadim	1.90	655.50

MORRISON | FOERSTER

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26-Nov-19	Review draft letter to Davis Polk regarding privilege issues.	Richards, Erica J.	0.10	92.50
Total: 023	Discovery		191.40	142,925.00
Hearings				
14-Nov-19	Correspond with internal working group regarding upcoming hearing.	Ferraioli, Raff	0.50	275.00
19-Nov-19	Correspond with B. Weiland (Kirkland) regarding upcoming hearing.	Goren, Todd M.	0.20	230.00
22-Nov-19	Correspond with internal working group regarding upcoming hearing; correspond with B. Feder (UMB) regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.50	275.00
22-Nov-19	Review and revise update for Committee regarding upcoming hearing.	Goren, Todd M.	0.20	230.00
22-Nov-19	Compile materials for upcoming hearing (.9); coordinate telephonic appearance for same (.2).	Guido, Laura	1.10	412.50
22-Nov-19	Prepare for upcoming hearing (.4); revise materials regarding same and coordinate with L. Guido (.2).	Richardson Arnould, Ka	0.60	315.00
25-Nov-19	Attend status conference (telephonically).	Goren, Todd M.	0.60	690.00
25-Nov-19	Coordinate 11/25 telephonic status conference appearances.	Guido, Laura	0.30	112.50
25-Nov-19	Attend status conference.	Marinuzzi, Lorenzo	0.60	780.00
25-Nov-19	Prepare for (.2) and attend (.6) status conference (telephonically).	Richardson Arnould, Ka	0.80	420.00
Total: 024	Hearings		5.40	3,740.00
Claims Investigation				
05-Nov-19	Review impact of mortgages recorded by Uniti creditors.	Marinuzzi, Lorenzo	0.40	520.00
14-Nov-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.40	370.00
14-Nov-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.40	460.00
14-Nov-19	Prepare for (.4) and participate in (.4) weekly claims investigation meeting.	Ferraioli, Raff	0.80	440.00
14-Nov-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.40	280.00
14-Nov-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.40	220.00
14-Nov-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.40	210.00
14-Nov-19	Prepare for (.3) and participate in (.4) weekly claims investigation meeting.	Westergaard, Lily Vale	0.70	367.50
21-Nov-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
21-Nov-19	Prepare for (.2) and participate in (.4) weekly claims investigation meeting.	Ferraioli, Raff	0.60	330.00
21-Nov-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.40	460.00
21-Nov-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.40	210.00
21-Nov-19	Prepare for (.2) and participate in (.4) weekly claims investigation meeting.	Westergaard, Lily Vale	0.60	315.00
Total: 026	Claims Investigation		6.30	4,642.50
Lien Investigation				
04-Nov-19	Correspond with G. Peck.	Sullivan, Lauren Marie	0.10	75.00
Total: 027	Lien Investigation		0.10	75.00
Other Motions/Applications				
01-Nov-19	Analyze motion to extend time to file notices of removal of civil actions.	Richardson Arnould, Ka	0.40	210.00
12-Nov-19	Correspond with internal working group regarding Committee's standing motion and adjournment.	Damast, Craig A.	0.20	185.00
12-Nov-19	Correspond with internal working group regarding adjournment of Committee standing motion.	Goren, Todd M.	0.30	345.00
12-Nov-19	Prepare notice of adjournment of Committee standing motion.	Guido, Laura	0.20	75.00
12-Nov-19	Correspond with E. Vonnegut (DPW) regarding Committee standing motion.	Marinuzzi, Lorenzo	0.20	260.00
13-Nov-19	File and coordinate service of notice of adjournment of hearing regarding Committee standing motion (.2); prepare courtesy copies of same for Chambers (.2).	Guido, Laura	0.40	150.00
13-Nov-19	Finalize notice of adjournment of Committee standing motion (.4); correspond with L. Guido regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
Total: 029	Other Motions/Applications		2.30	1,540.00
Time Entry Review				
18-Nov-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
19-Nov-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.60	880.00
20-Nov-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.40	770.00
21-Nov-19	Review and revise October time entries for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.40	1,820.00
Total: 032	Time Entry Review		4.80	3,690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
 Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
Mediation				
01-Nov-19	Review correspondence relating to recharacterization issues in mediation proceeding.	Dopsch, Peter C.	0.30	345.00
05-Nov-19	Correspond with Judge Chapman and mediation parties regarding upcoming mediation session (.3); call with Judge Chapman regarding same (.4).	Damast, Craig A.	0.70	647.50
05-Nov-19	Analyze correspondence regarding mediation (.1); coordinate with internal working group regarding same (.2); call with mediator regarding status of same (.3).	Ferraioli, Raff	0.60	330.00
05-Nov-19	Call with Judge Chapman regarding upcoming mediation session (.4); review status and strategy of same with L. Marinuzzi (.6); correspond with case parties regarding status of mediation (.1); call with mediator regarding same (.3).	Goren, Todd M.	1.40	1,610.00
05-Nov-19	Call with Judge Chapman regarding upcoming mediation session.	Levitt, Jamie A.	0.40	490.00
05-Nov-19	Review mediation strategy and status with T. Goren (.6); review correspondence from T. Lauria (UMB) to Judge Chapman regarding mediation (.5); call with Judge Chapman regarding upcoming mediation session (.4); call with mediator regarding status (.3).	Marinuzzi, Lorenzo	1.80	2,340.00
05-Nov-19	Review financing covenants in connection with mediation proposal.	Peck, Geoffrey R.	0.80	900.00
05-Nov-19	Prepare for mediation Uniti session.	Rappoport, Steve	0.90	805.50
05-Nov-19	Correspond with J. Greer and S. Rappoport regarding upcoming mediation session and related materials (.2); correspond with Alix and Perella regarding presentations for Committee (.2); review internal correspondence regarding upcoming mediation session (.4).	Richardson Arnould, Ka	0.80	420.00
05-Nov-19	Review Uniti credit agreement and amendments in connection with potential mediation proposal.	Sullivan, Lauren Marie	0.20	150.00
06-Nov-19	Attend mediation session at Kirkland (8.4); correspond with internal working group and Committee members regarding mediation status, mediator's proposal and next steps (.7).	Damast, Craig A.	9.10	8,417.50
06-Nov-19	Review correspondence relating to status of mediation.	Dopsch, Peter C.	0.60	690.00
06-Nov-19	Analyze mediation proposal.	Ferraioli, Raff	0.60	330.00
06-Nov-19	Attend mediation session at Kirkland (8.4); call with L. Marinuzzi regarding status of mediation and next steps (.4).	Goren, Todd M.	8.80	10,120.00
06-Nov-19	Review correspondence regarding Uniti mediation.	Levitt, Jamie A.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
06-Nov-19	Review mediation proposal (.6); discuss same with Perella (.4); call with T. Goren regarding status of mediation and next steps (.4).	Marinuzzi, Lorenzo	1.40	1,820.00
06-Nov-19	Review financing covenants.	Peck, Geoffrey R.	1.90	2,137.50
06-Nov-19	Attend Uniti mediation (partial) (.8); discuss proposal with Judge Chapman (.4).	Rappoport, Steve	1.20	1,074.00
06-Nov-19	Attend mediation session at Kirkland.	Richards, Erica J.	8.40	7,770.00
06-Nov-19	Review internal working group's correspondence and Committee memorandum regarding mediation session (.3); review mediation proposal (.5).	Richardson Arnould, Ka	0.80	420.00
07-Nov-19	Correspond with internal working group and T. Scheffer (Kirkland) regarding upcoming mediation session (.2); correspond with internal working group regarding same and attendance (.4).	Damast, Craig A.	0.60	555.00
07-Nov-19	Correspond with internal working group regarding upcoming mediation session.	Goren, Todd M.	0.30	345.00
08-Nov-19	Correspond with internal working group regarding mediation session and next steps.	Damast, Craig A.	0.30	277.50
08-Nov-19	Attend mediation session.	Goren, Todd M.	5.90	6,785.00
08-Nov-19	Review correspondence regarding Uniti mediation.	Levitt, Jamie A.	0.60	735.00
08-Nov-19	Attend mediation session (partial).	Rappoport, Steve	3.50	3,132.50
08-Nov-19	Attend mediation session.	Richards, Erica J.	5.90	5,457.50
12-Nov-19	Review field cleansing materials in connection with mediation and internal correspondence regarding same.	Richardson Arnould, Ka	0.90	472.50
Total: 034	Mediation		59.30	59,312.00

Current Fees 476,822.25

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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
 Invoice Date: December 23, 2019

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
19463	Aikman, Amanda	925.00	0.30	277.50
14140	Goren, Todd M.	1,150.00	79.00	90,850.00
10213	Kaufman, David H.	1,225.00	13.40	16,415.00
18566	Lesmes, Scott	1,025.00	0.20	205.00
04458	Levitt, Jamie A.	1,225.00	10.30	12,617.50
17456	Marines, Jennifer L.	1,100.00	1.90	2,090.00
14116	Marinuzzi, Lorenzo	1,300.00	50.00	65,000.00
12345	Peck, Geoffrey R.	1,125.00	2.70	3,037.50
22652	Dobrosielski, Jan	525.00	12.40	6,510.00
22181	Ferraioli, Raff	550.00	50.80	27,940.00
22738	Francia, Cesar Augusto	750.00	3.70	2,775.00
23534	Greer, Jocelyn Edith	700.00	8.50	5,950.00
20387	Melendez, Miranda Bull	550.00	4.30	2,365.00
22265	Radzinski, Julian N.	805.00	21.40	17,227.00
19721	Rappoport, Steve	895.00	83.20	74,464.00
21823	Richardson Arnould, Ka	525.00	40.40	21,210.00
24181	Selick, Allison	550.00	5.80	3,190.00
23425	Sullivan, Lauren Marie	750.00	0.30	225.00
21829	Westergaard, Lily Vale	525.00	44.20	23,205.00
08676	Dopsch, Peter C.	1,150.00	8.10	9,315.00
14078	Richards, Erica J.	925.00	56.90	52,632.50
17323	Damast, Craig A.	925.00	41.20	38,110.00
13849	Guido, Laura	375.00	15.30	5,737.50
24039	Williams, Jenn J.	260.00	1.20	312.00
20614	Cipiti, Annie	250.00	0.50	125.00
15029	Bergelson, Vadim	345.00	20.70	7,141.50
99851	eDiscovery Services**	320.00	0.80	256.00
	Client Accommodation – ½ Non-Working Travel			(8,670.75)
	Client Accommodation – Time Entry Review			(3,690.00)
	TOTAL		577.50	476,822.25

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: 5877787
 Invoice Date: December 23, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	63.00	58,342.50
005	Budgeting (Case)	0.40	220.00
007	Case Administration	23.20	16,163.50
008	Claims Administration and Objections	2.20	2,185.00
009	Corporate Governance and Board Matters	14.20	12,287.50
011	Employment and Fee Applications	4.60	2,670.00
014	Other Litigation	138.80	129,064.00
015	Meetings and Communications with Creditors	38.30	31,797.00
016	Non-Working Travel	18.90	17,341.50
019	Relief from Stay and Adequate Protection	3.40	2,197.50
020	Reporting	0.90	990.00
023	Discovery	191.40	142,925.00
024	Hearings	5.40	3,740.00
026	Claims Investigation	6.30	4,642.50
027	Lien Investigation	0.10	75.00
029	Other Motions/Applications	2.30	1,540.00
032	Time Entry Review	4.80	3,690.00
034	Mediation	59.30	59,312.00
	Client Accommodation – ½ Non-Working Travel		(8,670.75)
	Client Accommodation – Time Entry Review		(3,690.00)
	TOTAL	577.50	476,822.25

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Disbursement Detail

Date	Description	Value
30-Nov-19	On-line Research - LEXIS	3,962.70
30-Nov-19	On-line Research - WESTLAW	5,096.00
30-Nov-19	Air Freight	11.90
08-Nov-19	Reporting fees, U.S. Legal Support, court reporter regarding R. Borders on 10/31/19	773.30
08-Nov-19	Reporting fees, U.S. Legal Support, transcription fees	652.50
15-Nov-19	Reporting fees, U.S. Legal Support, court reporter regarding M. Kardos 11/7/19	1,490.60
20-Nov-19	Reporting fees, Veritext/New York Reporting Company, transcripts	2,750.85
21-Nov-19	Reporting fees, Veritext/New York Reporting Company, transcript fee of R. Gunderman on 11/19/19	4,874.50
22-Nov-19	Reporting fees, Veritext/New York Reporting Company, transcript fee of A. Thomas on 11/20/19	3,444.55
24-Nov-19	Reporting fees, Veritext/New York Reporting Company, transcripts	3,818.20
27-Nov-19	Reporting fees, U.S. Legal Support, court reporter regarding J. Kamin, 10/31/19	1,002.80
30-Oct-19	Travel, taxi/car service, C. Francia, ground travel to attend deposition in White Plains, 10/30/19	161.69
01-Nov-19	Travel, taxi/car service, S. Rappoport, ground travel from airport, following deposition in Los Angeles, 11/1/19	42.00
07-Nov-19	Travel, parking, S. Rappoport, in Connecticut for deposition, 11/7/19	18.00
14-Nov-19	Travel, hotel, E. Richards, one-night stay at Marriott in Little Rock to attend deposition, 11/14/19	194.35
14-Nov-19	Travel, plane, E. Richards, traveling to Little Rock for deposition, 11/14/19	548.00
17-Nov-19	Travel, taxi/car service, E. Richards, ground travel to airport, in Little Rock following deposition, 11/15/19	13.48
17-Nov-19	Travel, taxi/car service, E. Richards, ground travel from airport, return travel from Little Rock following deposition, 11/16/19	52.91
19-Nov-19	Travel, taxi/car service, S. Rappoport, travel to New Jersey for deposition, 11/19/19	98.93
20-Nov-19	Travel, taxi/car service, S. Rappoport, travel to New Jersey for deposition, 11/20/19	93.31
22-Nov-19	Travel, taxi/car service, S. Rappoport, travel to New Jersey for deposition, 11/21/19	93.18
01-Nov-19	EDiscovery, Epiq Managed Services, October, 2019	1,046.67
21-Oct-19	Business meals, 7 attendees, Windstream meeting, 10/21/19	140.00
04-Nov-19	Business meals, 7 attendees, Windstream meeting, 11/4/19	140.00
11-Nov-19	Business meals, 7 attendees, Windstream meeting, 11/11/19	140.00
14-Nov-19	Travel meals, lunch, E. Richards, traveling to Little Rock for deposition, 11/14/19	10.66
15-Nov-19	Travel meals, dinner, E. Richards, in Little Rock for deposition, 11/15/19	30.45
26-Nov-19	Court filing service, CourtCall, K. Richardson, status conference, 11/25/19	37.00
26-Nov-19	Court filing service, CourtCall, L. Marinuzzi, status conference, 11/25/19	37.00
13-Nov-19	Local travel, taxi/car service, R. Ferraioli, 3:01am, 11/13/19	15.45
Current Disbursements		30,790.98

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	476,822.25
Total Disbursements	30,790.98
Total Amount Due	507,613.23

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

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
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	446,029.06	110,505.50
18-Oct-19	5859762	USD	491,832.02	396,102.42	95,729.60
22-Nov-19	5869006	USD	490,572.38	395,289.48	95,282.90

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

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

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

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

**NINTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	December 1, 2019 through December 31, 2019 (the “ <u>Fee Period</u> ”)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$379,492.00 (80% = \$303,593.60)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$9,334.48

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$379,492.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$75,898.40, for a total fee request of \$303,593.60;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$9,334.48.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from December 1, 2019 through and including December 31, 2019 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 463.3 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$379,492.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$75,898.40 for a total fee request of \$303,593.60 together with reimbursement of expenses in the amount of \$9,334.48 and further requests such other and further relief as this Court deems necessary and just.

Dated: New York, New York
January 28, 2020

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

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
003	Assumption and Rejection of Leases and Contracts	8.40	\$7,797.50
005	Budgeting (Case)	0.40	\$400.00
006	Business Operations	1.00	\$1,165.00
007	Case Administration	13.60	\$7,539.50
008	Claims Administration and Objections	3.00	\$3,112.50
010	Employee Benefits and Pensions	24.00	\$23,822.50
011	Employment and Fee Applications	18.90	\$11,765.00
014	Other Litigation	121.40	\$103,883.50
015	Meetings and Communications with Creditors	48.30	\$40,330.50
016	Non-Working Travel	15.50	\$15,176.00
017	Plan and Disclosure Statement	57.90	\$56,739.00
018	Real Estate	6.90	\$6,835.00
019	Relief from Stay and Adequate Protection	4.30	\$3,385.00
020	Reporting	2.40	\$2,377.50
023	Discovery	19.00	\$9,129.00
024	Hearings	93.80	\$78,140.00
026	Claims Investigation	5.80	\$4,615.00
027	Lien Investigation	12.40	\$9,300.00
029	Other Motions/Applications	2.20	\$1,567.50
032	Time Entry Review	4.10	\$3,305.00
Total Incurred:		463.3	\$390,385.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(7,588.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,305.00)
Total Requested:			\$379,492.00

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,150.00	77.70	\$89,355.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,225.00	11.20	\$13,720.00
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,100.00	1.40	\$1,540.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,300.00	54.20	\$70,460.00
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,150.00	3.60	\$4,140.00
Rappoport, Steve	Of Counsel	2009	Litigation	\$895.00	42.80	\$38,306.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$925.00	22.50	\$20,812.50
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$925.00	39.00	\$36,075.00
Dobrosielski, Jan	Associate	Pending	Litigation	\$525.00	6.40	\$3,360.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$550.00	34.20	\$18,810.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$700.00	52.60	\$36,820.00
Melendez, Miranda Bull	Associate	2017	Finance	\$550.00	3.60	\$1,980.00
Radzinschi, Julian N.	Associate	2014	Litigation	\$805.00	1.20	\$966.00
Richardson Arnould, Kat	Associate	2019	Business Restructuring & Insolvency	\$525.00	47.90	\$25,147.50

ny-1855580

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Sullivan, Lauren Marie	Associate	2015	Finance	\$750.00	13.20	\$9,900.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$525.00	6.00	\$3,150.00

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$345.00	9.20	\$3,174.00
Franks, Matthew G.	Paralegal	1 ½ years	Litigation	\$255.00	8.80	\$2,244.00
Guido, Laura	Senior Paralegal	12 years	Business Restructuring & Insolvency	\$375.00	27.80	\$10,425.00

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,116.83	213.4	\$238,333.50
Associates and Attorneys	\$667.36	204.1	\$136,208.50
Total Incurred by all Attorneys:	\$897.10	417.5	\$374,542.00
Paraprofessionals and Non-Legal Staff	\$345.91	45.8	\$15,843.00
Total Incurred:	\$842.61	463.3	\$390,385.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(7,588.00)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,305.00)
Total Requested:	\$819.10	463.3	\$379,492.00

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Air Freight	\$84.73
Business Meals	\$745.08
Epiq eDiscovery Managed Services	\$2,343.37
Messenger Service	\$363.91
Miscellaneous Disbursement - CourtCall	\$524.00
On-line Research - WESTLAW	\$1,701.70
Reporting Fees	\$3,293.30
Travel	\$157.10
Travel Meals	\$121.29
Total Requested	\$9,334.48

Exhibit D

MORRISON | FOERSTER

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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: 5883307
Invoice Date: January 23, 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 December 31, 2019**

	<u>U.S.Dollars</u>
Current Fees	390,385.00
Client Accommodation – ½ Non-Working Travel	(7,588.00)
Client Accommodation – Time	(3,305.00)
Entry Review	
Current Fees Value	<hr/> 379,492.00
Current Disbursements	9,334.48
Total This Invoice	<hr/> 388,826.48 <hr/>

*This invoice includes previously unbilled fees.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
16-Dec-19	Review budget and staffing plan.	Goren, Todd M.	0.30	345.00
Total: 005	Budgeting (Case)		0.40	400.00
Business Operations				
02-Dec-19	Review counter-party negotiation overview from Debtors.	Goren, Todd M.	0.40	460.00
11-Dec-19	Review Alix report regarding performance.	Marinuzzi, Lorenzo	0.40	520.00
21-Dec-19	Review materials regarding status of contract negotiations.	Richards, Erica J.	0.20	185.00
Total: 006	Business Operations		1.00	1,165.00
Case Administration				
02-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
03-Dec-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Damast, Craig A.	0.40	370.00
03-Dec-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	220.00
03-Dec-19	Participate on weekly professionals' call (.3); call with B. Weiland (Kirkland) regarding status and next steps (.3).	Goren, Todd M.	0.60	690.00
03-Dec-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.30	210.00
03-Dec-19	Circulate notice of ECF filings to internal working group.	Guido, Laura	0.20	75.00
03-Dec-19	Participate on weekly professionals' call.	Rappoport, Steve	0.30	268.50
03-Dec-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.30	157.50
04-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.5).	Guido, Laura	0.60	225.00
05-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
06-Dec-19	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	150.00
10-Dec-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Damast, Craig A.	0.40	370.00
10-Dec-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.30	165.00
10-Dec-19	Participate on weekly professionals' call.	Goren, Todd M.	0.30	345.00
10-Dec-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.30	210.00
10-Dec-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.30	330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
10-Dec-19	Participate on weekly professionals' call.	Rappoport, Steve	0.30	268.50
10-Dec-19	Participate on weekly professionals' call.	Richards, Erica J.	0.30	277.50
10-Dec-19	Prepare for (.3) and participate on (.3) weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
11-Dec-19	Correspond with internal working group regarding upcoming omnibus hearing and logistics.	Damast, Craig A.	0.20	185.00
11-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.4); update case calendar and provide updates to same (1.5).	Guido, Laura	1.90	712.50
12-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
13-Dec-19	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	225.00
16-Dec-19	Circulate notice of ECF filings to internal working group (.2); distribute recently filed pleadings to same (.2).	Guido, Laura	0.40	150.00
17-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
18-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.6).	Guido, Laura	0.70	262.50
19-Dec-19	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	150.00
20-Dec-19	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	112.50
20-Dec-19	Revise Committee administrative documents and circulate to internal working group.	Richardson Arnould, Ka	0.30	157.50
23-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
26-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.5); update case calendar and provide updates to same (.6).	Guido, Laura	1.10	412.50
27-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); provide calendar updates to same (.1).	Guido, Laura	0.20	75.00
30-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Date	Services	Timekeeper	Hours	Value
31-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
Total: 007	Case Administration		13.60	7,539.50
Claims Administration and Objections				
02-Dec-19	Correspond with internal working group regarding Verizon claim negotiations.	Damast, Craig A.	0.30	277.50
05-Dec-19	Review Mach Resources reply to claim objection.	Marinuzzi, Lorenzo	0.40	520.00
17-Dec-19	Analyze notice of satisfied claims (.3) and second omnibus claims objection (.4).	Ferraioli, Raff	0.70	385.00
17-Dec-19	Review second omnibus objection to claims.	Marinuzzi, Lorenzo	0.60	780.00
19-Dec-19	Correspond with internal working group and Alix teams regarding Verizon claim negotiations status (.2); review summary and timeline (.2).	Damast, Craig A.	0.40	370.00
19-Dec-19	Review update from J. Luze (Kirkland) regarding Verizon claim negotiations and supporting materials.	Marinuzzi, Lorenzo	0.60	780.00
Total: 008	Claims Administration and Objections		3.00	3,112.50
Employee Benefits and Pensions				
19-Dec-19	Review and analyze KEIP/KERP materials.	Goren, Todd M.	1.20	1,380.00
20-Dec-19	Call with Alix team regarding Debtors' proposed 2020 KEIP and KERP motion (.7); correspond with R. Ferraioli and Committee members regarding same (.2).	Damast, Craig A.	0.90	832.50
20-Dec-19	Analyze KEIP/KERP materials (.7); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.80	440.00
20-Dec-19	Review and analyze KEIP/KERP motions (.6); correspond with internal working group and Alix regarding same (.3).	Goren, Todd M.	0.90	1,035.00
20-Dec-19	Review proposed KEIP/KERP presentation materials (.6); review preliminary comments from Alix regarding program (.3); call with B. Weiland (Kirkland) regarding KEIP/KERP process (.4); draft memorandum to internal working group regarding B. Weiland call and next steps (.3).	Marinuzzi, Lorenzo	1.60	2,080.00
20-Dec-19	Prepare for (.2) and participate on (.7) call with Debtors' advisors regarding 2020 KEIP and KERP motions; call with Alix team regarding same (.7); call with J. Graham (Kirkland) regarding same (.2).	Richards, Erica J.	1.80	1,665.00
20-Dec-19	Review analysis of 2020 KEIP and KERP proposals from Debtors' advisors.	Richardson Arnould, Ka	0.90	472.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
23-Dec-19	Review Debtors' motions to approve 2020 KEIP (.8) and KERP (.8); correspond with internal working group regarding same (.1); call with M. Brod (Milbank) regarding same (.3); correspond with internal working group and Alix team regarding same and scheduling call (.3).	Damast, Craig A.	2.30	2,127.50
23-Dec-19	Analyze proposed KEIP/KERP materials (.9); analyze KEIP (.4) and KERP (.5) motions; analyze declarations in support of KEIP (.3) and KERP (.2) motions.	Ferraioli, Raff	2.30	1,265.00
23-Dec-19	Review Debtors' motions to approve 2020 KEIP/KERP (.9); call with M. Brod (Milbank) regarding same (.3); correspond with Alix team regarding same (.2).	Goren, Todd M.	1.40	1,610.00
23-Dec-19	Review correspondence regarding proposed 2020 KEIP and KERP between Alix and internal working group.	Richardson Arnould, Ka	0.20	105.00
26-Dec-19	Correspond with internal working group and Alix team regarding Debtors' proposed KEIP/KERP motions and scheduling call.	Damast, Craig A.	0.40	370.00
26-Dec-19	Prepare for (.1) and participate on (.5) call with Alix team regarding KEIP/KERP analysis.	Ferraioli, Raff	0.60	330.00
26-Dec-19	Review KEIP/KERP materials (.7); call with Alix team regarding same (.5); correspond with K. McGlynn (Alix) regarding same (.2).	Goren, Todd M.	1.40	1,610.00
26-Dec-19	Call with Alix team regarding KEIP/KERP analysis (.5); review status of Company response regarding due diligence requests (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
26-Dec-19	Call with Alix team regarding KEIP/KERP analysis.	Rappoport, Steve	0.50	447.50
26-Dec-19	Call with Alix team regarding KEIP/KERP analysis.	Richards, Erica J.	0.50	462.50
27-Dec-19	Analyze Alix update regarding KEIP/KERP diligence; analyze correspondence from Committee professionals regarding same.	Ferraioli, Raff	0.20	110.00
27-Dec-19	Correspond with Alix regarding KEIP status.	Goren, Todd M.	0.20	230.00
27-Dec-19	Review status of KEIP proposal and scheduling (.5); call with B. Weiland (Kirkland) regarding KEIP and timing (.4); correspond with Alix regarding review of KEIP (.1); call with B. Weiland regarding same (.2).	Marinuzzi, Lorenzo	1.20	1,560.00
28-Dec-19	Analyze correspondence between internal working group and Alix regarding KEIP/KERP status and next steps.	Ferraioli, Raff	0.10	55.00
28-Dec-19	Correspond with Alix regarding status of KEIP diligence.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
29-Dec-19	Call and correspond with Milbank regarding KEIP/KERP (.3); review and revise draft of Alix presentation regarding same (.6).	Goren, Todd M.	0.90	1,035.00
29-Dec-19	Review draft analysis of KEIP/KERP from Alix.	Marinuzzi, Lorenzo	0.70	910.00
30-Dec-19	Review Alix presentation regarding KEIP/KERP (.7); call with Milbank regarding same (.4).	Goren, Todd M.	1.10	1,265.00
30-Dec-19	Review KEIP/KERP status and Alix recommendations.	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 010	Employee Benefits and Pensions		24.00	23,822.50

Employment and Fee Applications

02-Dec-19	Prepare MoFo's second interim fee application.	Guido, Laura	2.40	900.00
03-Dec-19	Discuss interim fee application with L. Guido; discuss same with K. Richardson; correspond with Committee professionals regarding same.	Ferraioli, Raff	0.30	165.00
03-Dec-19	Update MoFo's second interim fee application (.1); discuss interim fee application with R. Ferraioli (.1).	Guido, Laura	0.20	75.00
03-Dec-19	Discuss interim fee application with R. Ferraioli.	Richardson Arnould, Ka	0.10	52.50
06-Dec-19	Review and revise October fee application summary (.2); correspond with L. Marinuzzi and Debtors regarding same (.2).	Richardson Arnould, Ka	0.40	210.00
09-Dec-19	Draft second interim fee application.	Ferraioli, Raff	0.30	165.00
10-Dec-19	Draft second interim fee application (2.1); analyze Perella's interim fee application (.2).	Ferraioli, Raff	2.30	1,265.00
10-Dec-19	File and coordinate service of Alix October fee statement (.2); update MoFo's second interim fee application (.4).	Guido, Laura	0.60	225.00
11-Dec-19	Finalize second interim fee application (1.3); correspond with L. Marinuzzi regarding same (.1); analyze comments to (.2) and revise (.3) same.	Ferraioli, Raff	1.90	1,045.00
11-Dec-19	Review correspondence regarding interim fee application.	Guido, Laura	0.10	37.50
11-Dec-19	Review and revise MoFo's second interim fee application (.9); correspond with R. Ferraioli regarding comments to same (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
13-Dec-19	Correspond with L. Bonito (Alix) regarding interim fee application.	Richardson Arnould, Ka	0.30	157.50
16-Dec-19	Finalize second interim fee application (.6); arrange filing of same (.1); analyze Alix's second interim fee application (.3); arrange filing of same (.1); analyze Perella's second interim fee application (.3); correspond with Perella regarding same (.1); arrange filing of same (.1).	Ferraioli, Raff	1.60	880.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
16-Dec-19	Finalize, file and coordinate service of professionals' interim fee applications.	Guido, Laura	1.10	412.50
16-Dec-19	Review and finalize MoFo's second interim fee application (.8); review Perella's fee application for filing (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
17-Dec-19	Correspond with J. Bregman regarding 2020 rate increase; analyze notice requirements in connection with same.	Ferraioli, Raff	0.10	55.00
17-Dec-19	Prepare courtesy copies of Committee professionals' interim fee applications for delivery to Chambers.	Guido, Laura	0.20	75.00
18-Dec-19	Correspond with internal working group regarding notice of increased billing rates.	Damast, Craig A.	0.20	185.00
18-Dec-19	Coordinate with internal working group regarding rate increase; analyze same; provide requisite notice of same to Debtors and U.S. Trustee.	Ferraioli, Raff	0.20	110.00
23-Dec-19	Finalize exhibits to monthly fee application (.4); analyze data for same (.5).	Ferraioli, Raff	0.90	495.00
26-Dec-19	Analyze November fee statement (.7); correspond with L. Marinuzzi regarding same (.1); coordinate filing of same (.1).	Ferraioli, Raff	0.90	495.00
26-Dec-19	Prepare MoFo's November fee statement.	Guido, Laura	1.30	487.50
26-Dec-19	Review and revise MoFo's November fee statement.	Marinuzzi, Lorenzo	0.60	780.00
27-Dec-19	Finalize, file and coordinate service of MoFo's November fee statement.	Guido, Laura	0.30	112.50
Total: 011	Employment and Fee Applications		18.90	11,765.00
Other Litigation				
02-Dec-19	Correspond with internal working group regarding objection to Uniti motion for summary judgment.	Goren, Todd M.	0.40	460.00
02-Dec-19	Review Charter and Windstream motion for summary judgment and related statements of uncontroverted fact.	Greer, Jocelyn Edith	3.90	2,730.00
02-Dec-19	Call with H. Hockberger (Kirkland) regarding Uniti motion for summary judgement.	Radzinschi, Julian N.	0.30	241.50
02-Dec-19	Call with H. Hockberger (Kirkland) regarding Uniti motion for summary judgment.	Rappoport, Steve	0.30	268.50
03-Dec-19	Review outline of motion for Uniti summary judgment opposition.	Goren, Todd M.	0.40	460.00
03-Dec-19	Correspond with K. Lockhart and G. Thompson regarding opposition to Uniti motion for summary judgment.	Greer, Jocelyn Edith	0.30	210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5883307
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Date	Services	Timekeeper	Hours	Value
03-Dec-19	Revise Committee memorandum regarding Charter's motion to compel (.6); revise memorandum per comments from T. Goren (.3); analyze recent pleadings and revise schedule of material deadlines (.4).	Richardson Arnould, Ka	1.30	682.50
04-Dec-19	Review outline of Debtors' opposition to Uniti motion for summary judgment.	Damast, Craig A.	0.40	370.00
04-Dec-19	Review motion with respect to summary judgment for purposes of true sale analysis.	Dopsch, Peter C.	0.50	575.00
04-Dec-19	Review Charter motion to compel (.4); correspond with Debtors regarding same (.2).	Goren, Todd M.	0.60	690.00
04-Dec-19	Conduct legal research and draft joinder to opposition to Charter's motion for summary judgment.	Greer, Jocelyn Edith	3.60	2,520.00
04-Dec-19	Correspond with B. Weiland (Kirkland) and S. Rochester (Katten) regarding Debtors' response to Charter motion (.4); review status of Charter litigation reply and joinder (.3); review draft Uniti summary judgment brief (.6).	Marinuzzi, Lorenzo	1.30	1,690.00
04-Dec-19	Review draft Uniti summary judgment brief in connection with recharacterization claims.	Melendez, Miranda Bull	0.10	55.00
04-Dec-19	Analyze recent filings in Charter adversary proceeding.	Richards, Erica J.	0.70	647.50
05-Dec-19	Review draft of joinder to Debtors' opposition to Charter motion for summary judgment (.3); correspond with internal working group regarding same (.1).	Damast, Craig A.	0.40	370.00
05-Dec-19	Review Uniti motion for summary judgment opposition outline (.6); meet with Alix and Perella regarding status of litigation workstreams (.7); review and revise draft opposition to Charter motion for summary judgment (.4); review Debtors' opposition to same (.4).	Goren, Todd M.	2.10	2,415.00
05-Dec-19	Review Debtors' draft opposition to Charter's motion for summary judgment (1.3); revise joinder to Debtors' opposition to Charter's motion for summary judgment (.9); correspond with S. Rappoport regarding redactions to joinder (.4); review redactions in other filings in Windstream vs. Charter to determine redactions to joinder (.4); conduct legal research and outline potential joinder to Debtors' opposition to Uniti's motion for summary judgment (.7).	Greer, Jocelyn Edith	3.70	2,590.00
05-Dec-19	Review Debtors' draft reply regarding Charter motion to dismiss.	Marinuzzi, Lorenzo	0.60	780.00
05-Dec-19	Revise joinder to Charter motion for summary judgment response.	Rappoport, Steve	1.10	984.50

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
06-Dec-19	Review current draft of Committee's joinder to Debtors' opposition to Charter motion for summary judgment (.3); correspond with internal working group and Committee members regarding same (.2); review draft of Debtors' initial opposition to Uniti's motion for summary judgment (.6); correspond with internal working group regarding same (.7); review comments to same (.4).	Damast, Craig A.	2.20	2,035.00
06-Dec-19	Review motion for summary judgment brief relating to true sale issues.	Dopsch, Peter C.	0.30	345.00
06-Dec-19	Cite check and review joinder to Debtors' opposition to summary judgment for filing.	Franks, Matthew G.	1.90	484.50
06-Dec-19	Review and revise draft opposition to Uniti motion for summary judgment (1.4); review updated draft of Committee opposition to Charter motion for summary judgment (.4); review summary of securities class action vs. Uniti (.4).	Goren, Todd M.	2.20	2,530.00
06-Dec-19	Finalize and file joinder to opposition to Charter's motion for summary judgment (2.6); correspond with K. Lockhart, S. Rappoport and L. Guido regarding same (.2); draft motion to seal joinder to opposition to Charter's motion for summary judgment (1.6); review Debtors' opposition to Uniti's motion for summary judgment (1.3); review correspondence regarding same (.4).	Greer, Jocelyn Edith	6.10	4,270.00
06-Dec-19	Coordinate filing of joinder to Debtors' opposition to Charter's summary judgment motion (.4); prepare service materials for same (.2); finalize, file and coordinate service of same and motion to seal (.6); review correspondence regarding same (.4).	Guido, Laura	1.60	600.00
06-Dec-19	Review Windstream opposition to motion for summary judgment (.6); review summary of Uniti securities litigation (.4).	Levitt, Jamie A.	1.00	1,225.00
06-Dec-19	Review and revise draft reply to Uniti motion to dismiss (1.6); correspond with P. Dopsch regarding arguments in connection with same (.3); review status of Charter joinder and Debtors' reply (.6); review securities complaint vs. Uniti (.6).	Marinuzzi, Lorenzo	3.10	4,030.00
06-Dec-19	Review draft of Debtors' initial opposition to Uniti's motion for summary judgment (.3); correspond with P. Dopsch regarding same (.3).	Melendez, Miranda Bull	0.60	330.00
06-Dec-19	Revise joinder to opposition to Charter motion for summary judgment (.3); review and revise Windstream opposition to Uniti motion for summary judgment (1.8); review new Uniti securities suit and summarize for internal working group (.8); review new filings in Charter litigation (.8).	Rappoport, Steve	3.70	3,311.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
06-Dec-19	Review and provide comments to draft opposition to Uniti motion for summary judgment.	Richards, Erica J.	1.30	1,202.50
06-Dec-19	Review joinder to Debtor's opposition to Charter's motion for summary judgment and redact as necessary (.4); correspond with internal working group regarding same (.4); draft transmittal to Committee regarding same (.3); review recent pleadings and revise schedule of material adversary proceeding dates and deadlines for next Committee call (.3).	Richardson Arnould, Ka	1.40	735.00
07-Dec-19	Correspond with internal working group regarding indenture trustees' supplemental objection to Uniti's motion for summary judgment.	Damast, Craig A.	0.30	277.50
07-Dec-19	Review supplemental objection to Uniti's motion for summary judgment in connection with recharacterization claim analysis.	Melendez, Miranda Bull	0.10	55.00
07-Dec-19	Review additional motion for summary judgment papers from Windstream for Uniti motion for summary judgment response.	Rappoport, Steve	0.80	716.00
08-Dec-19	Review indenture trustees' objection to Uniti motion for summary judgment.	Marinuzzi, Lorenzo	0.60	780.00
09-Dec-19	Review Debtors' draft response to Uniti's statement of facts (.4); correspond with internal working group regarding Debtors' opposition to Uniti's motion for summary judgment (.4); review Debtors' memorandum of law in support of motion to defer consideration of Uniti's motion for summary judgment (.4); correspond with internal working group and Committee members regarding same and joint opposition to Uniti's motion for summary judgment (.4).	Damast, Craig A.	1.60	1,480.00
09-Dec-19	Draft summaries of oppositions to motion for summary judgments in Windstream vs. Charter (4.9); meet with J. Greer regarding same (.3).	Dobrosielski, Jan	5.20	2,730.00
09-Dec-19	Analyze motion to defer consideration of Uniti summary judgment motion (.4); correspond with internal working group regarding same (.1); analyze opposition to Uniti summary judgment motion (.6); analyze supplemental objection of indenture trustees to Uniti summary judgment motion (.2); analyze Committee joinder to Debtors' objection to Uniti's summary judgment motion (.3).	Ferraioli, Raff	1.60	880.00
09-Dec-19	Review updated drafts of brief in opposition to Uniti motion for summary judgment (.9) and trustees' supplement brief (.6); correspond with Kirkland regarding motion to dismiss and motion for summary judgment hearings (.1).	Goren, Todd M.	1.60	1,840.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
09-Dec-19	Meet with J. Dobrosielski regarding summaries of oppositions to motion for summary judgments in Windstream vs. Charter (.3); discuss Charter matter with S. Rappoport (.3); review summary of motion to dismiss oppositions from J. Dobrosielski and provide comments to same (.4); review Charter motion to dismiss (.6); draft joinder to opposition to Charter's motion to dismiss (1.7); review Debtors' objection to Uniti motion for summary judgment and trustee's joinder (1.6).	Greer, Jocelyn Edith	4.90	3,430.00
09-Dec-19	Prepare redacted and unredacted joinder in support of Debtors' opposition to Charter's summary judgment motion and related motion to seal for delivery to court (.5); compile 12/6 Charter adversary proceeding unredacted filings regarding summary judgment (.8); update internal database regarding same (.4).	Guido, Laura	1.70	637.50
09-Dec-19	Correspond with internal working group regarding Uniti and Charter motions.	Levitt, Jamie A.	0.40	490.00
09-Dec-19	Discuss Charter matter with J. Greer (.3); review Windstream's motion for summary judgment filings (1.4).	Rappoport, Steve	1.70	1,521.50
10-Dec-19	Correspond with internal working group regarding joinder to Debtors' opposition to Charter's motion to dismiss (.4); review same (.2).	Damast, Craig A.	0.60	555.00
10-Dec-19	Draft summaries of recent court filings for review by Committee.	Dobrosielski, Jan	1.20	630.00
10-Dec-19	Review and revise draft opposition to Charter motion to dismiss (.4); review Debtors' draft opposition to same (.5); review Debtors' rule 56 motion (.3).	Goren, Todd M.	1.20	1,380.00
10-Dec-19	Call with K. Richardson regarding Committee's joinder to Debtors' opposition to Uniti's motion to dismiss (.2); correspond with S. Rappoport, J. Dobrosielski, L. Marinuzzi and T. Goren regarding summaries of recent filings in Windstream vs. Charter (.2); incorporate changes from S. Rappoport in draft opposition to Charter's motion to dismiss (1.2); correspond with U. Dike (Kirkland) regarding highly confidential documents cited in objection to Uniti's motion for summary judgment (.1); correspond with Katten and internal working group regarding draft opposition to Charter's motion to dismiss and objection to Charter's motion to compel (.2).	Greer, Jocelyn Edith	1.90	1,330.00
10-Dec-19	Review summary of Charter filings (.4); review Charter motion to dismiss joinder (.6); review Uniti summary judgment opposition (.9).	Levitt, Jamie A.	1.90	2,327.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
10-Dec-19	Review responses to Charter (.7) and Windstream motions for summary judgment (.7).	Marinuzzi, Lorenzo	1.40	1,820.00
10-Dec-19	Review summary of Charter filings for Committee (.5); review and revise joinder of Charter motion to dismiss opposition (1.9); comment on joinder regarding assumption and rejection of lease (.2).	Rappoport, Steve	2.60	2,327.00
10-Dec-19	Analyze summaries of Charter motion for summary judgment filings (.3); review draft opposition of Debtors to same (.3); draft joinder to Debtors' opposition to motion to compel (.7).	Richards, Erica J.	1.30	1,202.50
10-Dec-19	Call with J. Greer regarding Committee's joinder to Debtors' opposition to Uniti's motion to dismiss (.2); review same for circulation to Committee (.2).	Richardson Arnould, Ka	0.40	210.00
11-Dec-19	Correspond with internal working group regarding joinder to Debtors' opposition to Uniti's motion to dismiss (.2); review same (.2).	Damast, Craig A.	0.40	370.00
11-Dec-19	Review draft expert report in connection with accounting analysis.	Dopsch, Peter C.	0.30	345.00
11-Dec-19	Cite check and review joinder to Debtors' opposition to Charter motion to dismiss for filing.	Franks, Matthew G.	1.90	484.50
11-Dec-19	Call with Debtors regarding Uniti motion to dismiss hearing (.9); review motion to dismiss pleadings and prepare argument for hearing (2.3); review and revise draft accounting expert report (.7); correspond with internal working group regarding same (.4).	Goren, Todd M.	4.30	4,945.00
11-Dec-19	Correspond with L. Guido and M. Franks regarding cite-checking and filing joinder to opposition to Charter's motion to dismiss.	Greer, Jocelyn Edith	0.50	350.00
11-Dec-19	Review draft expert report (.9); correspond with Alix regarding call regarding expert report (.2); finalize joinder to opposition to Charter's motion to dismiss for filing (.4); correspond with Katten team regarding reply in support of Debtors' motion for summary judgment (.1); conduct legal research and outline draft joinder to Debtors' reply in support of motion for summary judgment (1.2).	Greer, Jocelyn Edith	2.80	1,960.00
11-Dec-19	File and coordinate service of joinder to opposition to Charter's motion to dismiss (.3); prepare courtesy copies of same for Chambers (.1).	Guido, Laura	0.40	150.00
11-Dec-19	Review joinder to Charter motion to dismiss opposition (.3); review correspondence regarding expert report and review same (1.3).	Levitt, Jamie A.	1.60	1,960.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
11-Dec-19	Review joinder to opposition to Charter motion to dismiss (.3); review Uniti response to 56(d) statement (.4); call with Debtors regarding Uniti motion to dismiss hearing (.9); review materials for Uniti motion to dismiss hearing (.6); review and provide comments to expert report (1.4).	Rappoport, Steve	3.60	3,222.00
12-Dec-19	Correspond with internal working group regarding expert report and deadline regarding Uniti adversary proceeding.	Damast, Craig A.	0.30	277.50
12-Dec-19	Draft joinder to reply in support of Debtors' motion for summary judgment (2.6); correspond with S. Rappoport and Katten team regarding summary judgment reply and pretrial conference (.2).	Greer, Jocelyn Edith	2.80	1,960.00
12-Dec-19	Review update of Uniti litigation status and next steps.	Marines, Jennifer L.	0.60	660.00
13-Dec-19	Correspond with internal working group and Kirkland team regarding Charter motions, response deadlines and hearing dates (.3); review draft of Committee's joinder to Debtors' reply in support of motion for summary judgment regarding Charter (.3).	Damast, Craig A.	0.60	555.00
13-Dec-19	Cite check and review joinder to Debtors' reply in support of motion for summary judgment in Charter for filing.	Franks, Matthew G.	1.10	280.50
13-Dec-19	Call with accounting expert regarding report and next steps (.4); review joinder to Charter motion for summary judgment reply (.3); review correspondence regarding status of Charter hearing (.4).	Goren, Todd M.	1.10	1,265.00
13-Dec-19	Correspond with L. Guido and M. Franks regarding filing joinder to Debtors' reply in support of motion for summary judgment (.3); finalize same for filing (.8); correspond with internal working group and Katten regarding same (.2); incorporate Katten's comments into draft reply (.3); call with accounting expert regarding report and next steps (.4).	Greer, Jocelyn Edith	2.00	1,400.00
13-Dec-19	File and coordinate service of joinder in support of Debtors' reply in support of summary judgment motion.	Guido, Laura	0.20	75.00
13-Dec-19	Review Charter reply regarding motion for summary judgment (.9); review Windstream summary judgment reply (.9).	Marinuzzi, Lorenzo	1.80	2,340.00
13-Dec-19	Revise joinder to Windstream motion for summary judgment reply (.5); review Windstream motion for summary judgment reply (.4); call with expert regarding report and next steps (.4).	Rappoport, Steve	1.30	1,163.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

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Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
13-Dec-19	Review and provide comments to draft joinder to Debtors' reply in support of motion for summary judgment.	Richards, Erica J.	0.10	92.50
16-Dec-19	Review pleadings regarding Charter motion for summary judgment (1.2); correspond with Debtors regarding status of updated Uniti complaint (.2).	Goren, Todd M.	1.40	1,610.00
16-Dec-19	Prepare courtesy copies of joinder to Debtors' reply in support of Debtors' summary judgment motion (.2) and limited objection to Debtors' exclusivity motion (.2) for delivery to Chambers.	Guido, Laura	0.40	150.00
16-Dec-19	Review next steps in Uniti adversary proceeding (.6); analyze complaint (.6) and expert reports (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
17-Dec-19	Review Charter's reply in support of motion to dismiss.	Greer, Jocelyn Edith	0.90	630.00
17-Dec-19	Review Charter reply regarding motion to dismiss for lack of jurisdiction.	Marinuzzi, Lorenzo	0.60	780.00
18-Dec-19	Review Charter reply regarding motion to exclude Jarosz testimony.	Marinuzzi, Lorenzo	0.40	520.00
20-Dec-19	Correspond with internal working group and White & Case team regarding comments to stipulation regarding Uniti Count 2 (.2); review same and comments (.4).	Damast, Craig A.	0.60	555.00
20-Dec-19	Analyze stipulation regarding Uniti Count 2 (.4); correspond with Kirkland regarding same (.2).	Ferraioli, Raff	0.60	330.00
20-Dec-19	Review and revise Uniti Count 2 stipulation (.5); call with White & Case and Milbank regarding same (.3); correspond with parties regarding revisions to same (.3).	Goren, Todd M.	1.10	1,265.00
20-Dec-19	Review stipulation regarding Uniti Count 2 complaint.	Rappoport, Steve	0.40	358.00
23-Dec-19	Review filings in Charter litigation relating to exclusion of expert testimony.	Rappoport, Steve	0.90	805.50
24-Dec-19	Correspond with internal working group regarding various pleadings filed in Charter adversary proceeding.	Damast, Craig A.	0.30	277.50
26-Dec-19	Review Windstream motion to exclude Borders' testimony in Charter litigation (.6) and motion to exclude Kardos testimony (.6).	Marinuzzi, Lorenzo	1.20	1,560.00
26-Dec-19	Review new Uniti securities complaint.	Rappoport, Steve	0.30	268.50
30-Dec-19	Correspond with internal working group and Kirkland team regarding status of amended complaint against Uniti.	Damast, Craig A.	0.10	92.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

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30-Dec-19	Draft order granting sealing motion for motion for summary judgment in Windstream vs. Charter (.4); correspond with Chambers regarding filing order granting motion to seal in Windstream v. Charter (.4).	Greer, Jocelyn Edith	0.80	560.00
30-Dec-19	Review Daubert briefs in Charter adversary proceeding.	Rappoport, Steve	0.80	716.00
31-Dec-19	Review amended Uniti complaint.	Goren, Todd M.	0.80	920.00
31-Dec-19	Analyze Charter motion to strike Jarosz declaration.	Richards, Erica J.	0.10	92.50
Total: 014	Other Litigation		121.40	103,883.50

Meetings and Communications with Creditors

02-Dec-19	Call with counsel for unsecured creditor regarding case status.	Richards, Erica J.	0.10	92.50
03-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.3); review same (.1).	Damast, Craig A.	0.40	370.00
03-Dec-19	Review and revise agenda and correspondence to Committee regarding upcoming call.	Goren, Todd M.	0.40	460.00
03-Dec-19	Draft agenda for upcoming Committee call (.3); revise same per comments from T. Goren (.2); correspond with Perella and Alix regarding materials for Committee call (.2); review weekly financial presentation (.6); correspond with J. Wooding (Alix) regarding same (.3); analyze Debtors' schedules in connection with motion's allegations (.9).	Richardson Arnould, Ka	2.50	1,312.50
04-Dec-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Damast, Craig A.	0.90	832.50
04-Dec-19	Prepare for (.3) and participate on (.8) weekly Committee call; review Alix materials for call (.6).	Goren, Todd M.	1.70	1,955.00
04-Dec-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.80	560.00
04-Dec-19	Prepare for (.3) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.10	1,430.00
04-Dec-19	Participate on weekly Committee call.	Rappoport, Steve	0.80	716.00
04-Dec-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
04-Dec-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Richardson Arnould, Ka	1.20	630.00
06-Dec-19	Review and revise case status update to Committee.	Goren, Todd M.	0.20	230.00
06-Dec-19	Review correspondence from White & Case regarding case developments.	Richards, Erica J.	0.20	185.00
09-Dec-19	Call with B. Lohan (AT&T) regarding exclusivity (.3); review and revise correspondence to Committee regarding Uniti status (.3).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
09-Dec-19	Call with B. Lohan (AT&T) regarding exclusivity.	Marinuzzi, Lorenzo	0.30	390.00
10-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.2).	Damast, Craig A.	0.40	370.00
10-Dec-19	Review and revise draft agenda for upcoming Committee call (.2); correspond with Committee regarding upcoming call (.2).	Goren, Todd M.	0.40	460.00
10-Dec-19	Call with Perella to discuss Committee strategy regarding plan matters and case update.	Marinuzzi, Lorenzo	0.40	520.00
10-Dec-19	Review and comment on draft agenda for upcoming Committee call.	Richards, Erica J.	0.20	185.00
10-Dec-19	Correspond with Perella and Alix regarding various matters relating to upcoming Committee call (.3); review presentation materials for Committee (.7); provide comments to Perella and Alix (.4); call with Perella to discuss Committee strategy regarding plan matters and case update (.4); review weekly financial presentation (.3); provide J. Wooding (Alix) with comments to same (.2); revise schedule of material dates and draft agenda for upcoming Committee call (.4); draft memorandum for Committee in advance of weekly call (.3); revise same per comments from T. Goren (.2).	Richardson Arnould, Ka	3.20	1,680.00
11-Dec-19	Prepare for (.1) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Damast, Craig A.	0.90	832.50
11-Dec-19	Prepare for (.1) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Ferraioli, Raff	0.90	495.00
11-Dec-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1); correspond with Committee regarding exclusivity status (.3) and status report (.2).	Goren, Todd M.	1.70	1,955.00
11-Dec-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same (.1).	Greer, Jocelyn Edith	0.80	560.00
11-Dec-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Marinuzzi, Lorenzo	1.20	1,560.00
11-Dec-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same (.1).	Rappoport, Steve	0.80	716.00
11-Dec-19	Prepare for (.3) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Richardson Arnould, Ka	1.10	577.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
12-Dec-19	Review and revise correspondence to Committee regarding hearing summary.	Goren, Todd M.	0.70	805.00
13-Dec-19	Correspond with Committee regarding exclusivity status.	Goren, Todd M.	0.30	345.00
13-Dec-19	Correspond with Committee regarding status of negotiations on exclusivity motion.	Richards, Erica J.	0.30	277.50
16-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.3); review and revise same (.3).	Damast, Craig A.	0.60	555.00
16-Dec-19	Discuss upcoming Committee call with K. Richardson (.2); analyze agenda for same (.1); correspond with Committee regarding same (.1); analyze materials in connection with same (.2).	Ferraioli, Raff	0.60	330.00
16-Dec-19	Review draft agenda and correspondence regarding upcoming Committee call (.4); call with B. Feder (UMB) regarding case status (.2).	Goren, Todd M.	0.60	690.00
16-Dec-19	Review and revise agenda for upcoming Committee call (.2); review status of presentation with Alix (.2).	Marinuzzi, Lorenzo	0.40	520.00
16-Dec-19	Review recent pleadings and revise schedule of material dates (.3); discuss upcoming Committee call with R. Ferraioli (.2); draft agenda for same (.3); revise per comments from C. Damast (.1); review weekly financial presentation (.6); provide comments to J. Wooding (Alix) regarding same (.2); correspond with Perella regarding materials for Committee call (.1).	Richardson Arnould, Ka	1.80	945.00
17-Dec-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Damast, Craig A.	0.80	740.00
17-Dec-19	Prepare for (.4) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.90	495.00
17-Dec-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Goren, Todd M.	0.80	920.00
17-Dec-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.50	350.00
17-Dec-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.50	550.00
17-Dec-19	Prepare for (.4) and participate on (.5) weekly Committee call.	Marinuzzi, Lorenzo	0.90	1,170.00
17-Dec-19	Correspond with Committee regarding update on recharacterization claims.	Melendez, Miranda Bull	0.10	55.00
17-Dec-19	Participate on weekly Committee call.	Rappoport, Steve	0.50	447.50
17-Dec-19	Participate on weekly Committee call.	Richards, Erica J.	0.50	462.50
17-Dec-19	Participate on weekly Committee call.	Richardson Arnould, Ka	0.50	262.50
18-Dec-19	Call with counsel to Altec regarding outcome of exclusivity hearing.	Guido, Laura	0.10	37.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
19-Dec-19	Call with counsel to Altec regarding hearing update and exclusivity status.	Richardson Arnould, Ka	0.40	210.00
26-Dec-19	Call with creditor regarding status and next steps (.8); correspond with L. Marinuzzi regarding same (.1).	Ferraioli, Raff	0.90	495.00
29-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.1).	Damast, Craig A.	0.30	277.50
29-Dec-19	Correspond with K. Richardson regarding upcoming Committee call; analyze materials for same.	Ferraioli, Raff	0.30	165.00
29-Dec-19	Review and revise agenda for Committee call (.2); correspond with internal working group regarding updates of same (.2).	Goren, Todd M.	0.40	460.00
29-Dec-19	Review recent pleadings (.6); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.3); correspond with S. Rappoport and T. Goren regarding same and update to Committee (.5); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.7); correspond with Alix regarding same (.4); draft transmittal for Committee and circulate to same (.2).	Richardson Arnould, Ka	3.20	1,680.00
30-Dec-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Damast, Craig A.	0.90	832.50
30-Dec-19	Participate on weekly Committee call.	Ferraioli, Raff	0.80	440.00
30-Dec-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.20	1,380.00
30-Dec-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.20	1,560.00
30-Dec-19	Participate on weekly Committee call.	Melendez, Miranda Bull	0.80	440.00
30-Dec-19	Participate on weekly Committee call.	Rappoport, Steve	0.80	716.00
30-Dec-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
30-Dec-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Richardson Arnould, Ka	0.90	472.50
Total: 015	Meetings and Communications with Creditors		48.30	40,330.50
Non-Working Travel				
12-Dec-19	Travel to/from White Plains for hearing.	Goren, Todd M.	3.00	3,450.00
12-Dec-19	Travel to/from White Plains for hearing.	Rappoport, Steve	2.50	2,237.50
18-Dec-19	Travel to/from White Plains for omnibus hearing.	Goren, Todd M.	4.10	4,715.00
18-Dec-19	Travel to/from White Plains for omnibus hearing.	Greer, Jocelyn Edith	2.60	1,820.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
18-Dec-19	Travel to/from White Plains for omnibus hearing.	Rappoport, Steve	3.30	2,953.50
Total: 016	Non-Working Travel		15.50	15,176.00

Plan and Disclosure Statement

03-Dec-19	Review exclusivity extension request.	Marinuzzi, Lorenzo	0.50	650.00
04-Dec-19	Review draft of Debtors' second motion to extend exclusivity periods.	Damast, Craig A.	0.40	370.00
04-Dec-19	Review draft motion to extend exclusivity (.4); calls with B. Weiland (Kirkland) (.2) and M. Brod (Milbank) (.2) regarding same.	Goren, Todd M.	0.80	920.00
05-Dec-19	Review potential restructuring framework (1.1); correspond with Perella and Alix regarding same (.2).	Goren, Todd M.	1.30	1,495.00
05-Dec-19	Review exclusivity motion and consider possible timelines (.7); review potential restructuring framework (.7).	Marinuzzi, Lorenzo	1.40	1,820.00
06-Dec-19	Call with M. Brod (Milbank) regarding exclusivity and potential restructuring framework (.3); correspond with L. Marinuzzi regarding same (.1).	Goren, Todd M.	0.40	460.00
06-Dec-19	Analyze potential restructuring framework.	Richards, Erica J.	1.20	1,110.00
07-Dec-19	Correspond with internal working group, Perella and Alix teams regarding potential restructuring framework.	Damast, Craig A.	0.30	277.50
07-Dec-19	Correspond with Alix and Perella regarding potential restructuring framework.	Goren, Todd M.	0.30	345.00
09-Dec-19	Correspond with internal working group regarding limited objection to Debtors' exclusivity motion (.2); call with internal working group and Committee professionals regarding potential restructuring framework (.5); review same (.4).	Damast, Craig A.	1.10	1,017.50
09-Dec-19	Analyze potential restructuring framework (.7); call with internal working group and Committee professionals regarding same (.4).	Ferraioli, Raff	1.10	605.00
09-Dec-19	Review potential restructuring framework (.8); call with internal working group and Committee professionals regarding same (.4); calls with Milbank (.3), Paul Weiss (.2) and Kirkland (.2) regarding exclusivity.	Goren, Todd M.	1.90	2,185.00
09-Dec-19	Call with internal working group and Committee professionals regarding potential restructuring framework.	Levitt, Jamie A.	0.40	490.00
09-Dec-19	Review potential restructuring framework (1.6); call with internal working group and Committee professionals regarding same (.4); review status of exclusivity request (.6).	Marinuzzi, Lorenzo	2.60	3,380.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
09-Dec-19	Review potential restructuring framework (.3); call with internal working group and Committee professionals regarding same (.4).	Rappoport, Steve	0.70	626.50
09-Dec-19	Prepare for (.4) and participate on (.4) call with internal working group and Committee professionals regarding potential restructuring framework.	Richards, Erica J.	0.80	740.00
09-Dec-19	Analyze potential restructuring framework (1.3); draft summary of same (.7); call with internal working group and Committee professionals regarding same (.4).	Richardson Arnould, Ka	2.40	1,260.00
10-Dec-19	Correspond with internal working group regarding potential restructuring framework (.3); review same (.6); correspond with Perella team regarding same (.2).	Damast, Craig A.	1.10	1,017.50
10-Dec-19	Conduct and analyze legal research regarding exclusivity motion; draft objection to same.	Ferraioli, Raff	0.30	165.00
10-Dec-19	Review and revise summary of potential restructuring framework for Committee (.8); call with White & Case regarding same and exclusivity (.6); review exclusivity status with L. Marinuzzi (.4).	Goren, Todd M.	1.80	2,070.00
10-Dec-19	Review and revise presentation regarding potential restructuring framework (1.5); call with B. Weiland (Kirkland) regarding proposed extension of exclusivity (.4); review exclusivity status with T. Goren (.4); review standards regarding terminating exclusivity (.4).	Marinuzzi, Lorenzo	2.70	3,510.00
10-Dec-19	Locate precedent regarding limited objections to exclusivity extensions (.2); revise draft summary of potential restructuring framework (1.6).	Richards, Erica J.	1.80	1,665.00
10-Dec-19	Analyze (.9) and draft (.6) summary of potential restructuring framework; conduct legal research regarding extension and termination of exclusivity (1.4).	Richardson Arnould, Ka	2.90	1,522.50
11-Dec-19	Correspond (.2) and call (.2) with R. Ferraioli regarding limited objection to Debtors' exclusivity motion; correspond with internal working group and Committee members regarding same and possible resolution (.3).	Damast, Craig A.	0.70	647.50
11-Dec-19	Draft objection to Debtors' second extension of exclusivity.	Ferraioli, Raff	2.30	1,265.00
11-Dec-19	Call with Milbank and White & Case regarding exclusivity (.7); correspond with parties regarding same (.2); review potential draft exclusivity objection with internal working group (.4); review research regarding exclusivity standards (.3).	Goren, Todd M.	1.60	1,840.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
11-Dec-19	Review exclusivity timeline (.2); review presentation regarding potential restructuring framework (.4); call with Milbank and White & Case regarding exclusivity (.7).	Marinuzzi, Lorenzo	1.30	1,690.00
11-Dec-19	Draft memorandum regarding extension and termination of exclusivity (1.1); correspond with T. Goren regarding follow-up in connection with same (.2).	Richardson Arnould, Ka	1.30	682.50
13-Dec-19	Discuss exclusivity objection with K. Richardson (.2); correspond with E. Richards and K. Richardson regarding same (.2); review and revise draft of same (.4); review internal working group comments thereto (.3); review and revise current version of same (.3).	Damast, Craig A.	1.40	1,295.00
13-Dec-19	Review exclusivity objection (.2); review status of proposals with L. Marinuzzi (.4); calls with M. Brod (Milbank), S. Lovett (Paul Weiss) and White & Case regarding same (.6); correspond with Kirkland regarding same (.1).	Goren, Todd M.	1.30	1,495.00
13-Dec-19	Review exclusivity objection (.3); review status of exclusivity proposals with T. Goren (.4); review next steps regarding exclusivity and mess aging to Committee (.2).	Marinuzzi, Lorenzo	0.90	1,170.00
13-Dec-19	Review and revise objection to exclusivity extension motion.	Richards, Erica J.	1.30	1,202.50
13-Dec-19	Review exclusivity objection (.5); discuss same with C. Damast (.2); correspond with internal working group regarding same and upcoming case deadlines (.2).	Richardson Arnould, Ka	0.90	472.50
14-Dec-19	Correspond with internal working group and Perella teams regarding Committee's objection to exclusivity objection and comments.	Damast, Craig A.	0.40	370.00
14-Dec-19	Correspond with White & Case, Milbank and Paul Weiss regarding exclusivity (.3); correspond with B. Mendelsohn (Perella) regarding exclusivity objection (.3).	Goren, Todd M.	0.60	690.00
15-Dec-19	Correspond with Milbank and Paul Weiss regarding exclusivity (.3); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.60	690.00
16-Dec-19	Correspond with internal working group regarding revised limited objection to Debtors' exclusivity motion (.3); review and revise same (.3); review 1L ad hoc group limited objection to same (.4); review 2L ad hoc group limited objection to same (.4); review indenture trustees' limited objection to same (.4).	Damast, Craig A.	1.80	1,665.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
16-Dec-19	Finalize objection to Debtors' exclusivity motion (.8); arrange for filing of same (.2); analyze objections of 2L ad hoc group (.3), 1L ad hoc group (.2) and indenture trustees (.3) to Debtors' exclusivity motion.	Ferraioli, Raff	1.80	990.00
16-Dec-19	Review and revise draft objection to exclusivity (.6); review 2L, trustee and 1L objections to same (.8); calls with S. Lovett (Paul Weiss), H. Denman (White & Case) and M. Brod (Milbank) regarding same (.4); call with B. Weiland (Kirkland) regarding same (.2); review Committee position regarding exclusivity (.3).	Goren, Todd M.	2.30	2,645.00
16-Dec-19	Review and finalize Committee objection to exclusivity extension request (.6); review 2L exclusivity objection (.4), 1L exclusivity objection (.3) and UMB exclusivity objection (.4); review strategy and Committee recommendation regarding exclusivity compromise (.6); review potential restructuring framework (.9).	Marinuzzi, Lorenzo	3.20	4,160.00
16-Dec-19	Further revise draft objection to plan exclusivity motion.	Richards, Erica J.	0.30	277.50
16-Dec-19	Review limited objections to Debtors' second motion to extend exclusivity periods.	Richardson Arnould, Ka	0.90	472.50
17-Dec-19	Review Debtors' reply in support of second exclusivity motion (.3) and notice of proposed order (.4); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.90	832.50
17-Dec-19	Analyze Debtors' reply to various objections to second exclusivity request; analyze revised proposed order granting Debtors' second exclusivity motion; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
17-Dec-19	Review revised exclusivity order with L. Marinuzzi (.3); call with B. Weiland (Kirkland) regarding exclusivity (.4); review Debtors' reply and updated exclusivity order (.5); prepare for exclusivity hearing (.7).	Goren, Todd M.	1.90	2,185.00
17-Dec-19	Review Debtors' reply to exclusivity objections (.6); review revised exclusivity order (.3); review same with T. Goren (.3); call with B. Weiland (Kirkland) regarding exclusivity (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
Total: 017	Plan and Disclosure Statement		57.90	56,739.00
Real Estate				
04-Dec-19	Call with M. Melendez regarding status of analysis relating to real estate assets and real estate list.	Dopsch, Peter C.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
04-Dec-19	Call with P. Dopsch regarding status of analysis relating to real estate assets and real estate list.	Melendez, Miranda Bull	0.30	165.00
05-Dec-19	Call with Alix regarding real estate analysis and list of real estate assets.	Dopsch, Peter C.	0.40	460.00
05-Dec-19	Correspond with Alix regarding real property analysis.	Goren, Todd M.	0.30	345.00
06-Dec-19	Review Alix real property analysis (.2); call with internal working group regarding same (.2); call with Alix regarding same (.6).	Dopsch, Peter C.	1.00	1,150.00
06-Dec-19	Review and analyze Alix real property analysis (.6); call with internal working group regarding same (.2); call with Alix regarding same (.6).	Goren, Todd M.	1.40	1,610.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Levitt, Jamie A.	0.80	980.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Melendez, Miranda Bull	0.80	440.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Richards, Erica J.	0.80	740.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Sullivan, Lauren Marie	0.80	600.00
Total: 018	Real Estate		6.90	6,835.00
Relief from Stay and Adequate Protection				
17-Dec-19	Review Serrano stay relief motion.	Richards, Erica J.	0.30	277.50
19-Dec-19	Review Serrano stay relief motion (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.40	370.00
24-Dec-19	Review Sprint stay relief motion.	Damast, Craig A.	0.40	370.00
26-Dec-19	Review recent stay relief motions (.6); review and revise memorandum to Committee regarding same (.5).	Goren, Todd M.	1.10	1,265.00
30-Dec-19	Analyze stay relief motions filed by Sprint and Serrano (.9); draft summary of same for internal working group (.8); draft revised schedule of material dates and pleadings in Charter adversary proceeding (.4).	Richardson Arnould, Ka	2.10	1,102.50
Total: 019	Relief from Stay and Adequate Protection		4.30	3,385.00
Reporting				
04-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
06-Dec-19	Review first day reporting package.	Goren, Todd M.	0.40	460.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
10-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
13-Dec-19	Review first day reporting documents.	Goren, Todd M.	0.40	460.00
17-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
26-Dec-19	Update weekly fee tracker.	Ferraioli, Raff	0.30	165.00
27-Dec-19	Correspond with T. Scheffer (Kirkland) regarding first day and cash reporting (.1); review same (.3).	Damast, Craig A.	0.40	370.00
31-Dec-19	Review first day reporting.	Goren, Todd M.	0.40	460.00
31-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		2.40	2,377.50
Discovery				
02-Dec-19	Update Relativity with newly produced documents from Kirkland.	Bergelson, Vadim	1.80	621.00
02-Dec-19	Update internal database with deposition transcripts and exhibits.	Guido, Laura	0.30	112.50
02-Dec-19	Analyze deposition transcripts.	Radzinski, Julian N.	0.90	724.50
03-Dec-19	Review Windstream responses and objections to RFPs.	Goren, Todd M.	0.40	460.00
06-Dec-19	Update internal database with dataroom files.	Guido, Laura	0.80	300.00
11-Dec-19	Update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
11-Dec-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	2.40	1,260.00
12-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.90	655.50
13-Dec-19	Update internal database with dataroom files.	Guido, Laura	0.60	225.00
16-Dec-19	Conduct first pass review of Windstream productions (1.8); review correspondence regarding same (.6).	Westergaard, Lily Vale	2.40	1,260.00
17-Dec-19	Correspond with Thompson Coburn regarding unredacted documents.	Greer, Jocelyn Edith	0.60	420.00
18-Dec-19	Organize materials for upcoming deposition.	Franks, Matthew G.	0.60	153.00
18-Dec-19	Review Debtors' proposed E&Y 30(b)(6) requests.	Marinuzzi, Lorenzo	0.40	520.00
20-Dec-19	Review responses and objections to Uniti interrogatories.	Marinuzzi, Lorenzo	0.40	520.00
21-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.10	379.50
23-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.40	483.00
27-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.20	414.00
Total: 023	Discovery		19.00	9,129.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
Hearings				
10-Dec-19	Prepare and submit order regarding electronic devices for December 12 hearing (.2); schedule telephonic appearance for same (.2).	Guido, Laura	0.40	150.00
10-Dec-19	Coordinate preparations for December 12 hearing.	Richardson Arnould, Ka	0.20	105.00
11-Dec-19	Discuss upcoming hearing with K. Richardson; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00
11-Dec-19	Prepare and review materials for upcoming hearing (.8); discuss same with K. Richardson (.2); follow-up with Chambers regarding electronics order for upcoming hearing (.2).	Guido, Laura	1.20	450.00
11-Dec-19	Prepare for upcoming hearing (.3); discuss same with R. Ferraioli (.1); discuss same with L. Guido (.2).	Richardson Arnould, Ka	0.60	315.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.9); correspond with internal working group regarding same (.3); discuss same with K. Richardson (.2); correspond with E. Richards and K. Richardson regarding same (.3); correspond with S. Rappoport regarding same and partial summary (.2); correspond with K. Richardson regarding same (.2); review final summary for Committee (.2).	Damast, Craig A.	5.30	4,902.50
12-Dec-19	Prepare for (.8) and attend (6.6) hearing regarding Uniti motion to dismiss; call with L. Marinuzzi regarding hearing status (.3).	Goren, Todd M.	7.70	8,855.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial).	Greer, Jocelyn Edith	3.00	2,100.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.0); correspond with internal working group regarding summary of Uniti motion to dismiss hearing and Judges's rulings (.3).	Levitt, Jamie A.	3.30	4,042.50
12-Dec-19	Call with T. Goren regarding hearing status (.3); review S. Rappoport memorandum regarding hearing status and expected outcome (.3).	Marinuzzi, Lorenzo	0.60	780.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (6.6); revise summary of Uniti hearing (.3).	Rappoport, Steve	6.90	6,175.50
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.7); review and revise draft summary of same (.5).	Richards, Erica J.	4.20	3,885.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.8); correspond with internal working group regarding same (.7); discuss same with C. Damast (.2); draft memorandum for Committee regarding same (.8); revise same per comments from S. Rappoport and T. Goren (.6).	Richardson Arnould, Ka	6.10	3,202.50
16-Dec-19	Prepare and submit order for electronic devices regarding December 18 hearing (.2); coordinate telephonic appearance for same (.2).	Guido, Laura	0.40	150.00
17-Dec-19	Analyze revised agenda for upcoming omnibus hearing; coordinate with internal working group regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.40	220.00
17-Dec-19	Prepare binder for upcoming hearing regarding Charter motions to dismiss and for summary judgment.	Franks, Matthew G.	3.30	841.50
17-Dec-19	Analyze materials for hearing regarding Charter motions to dismiss and for summary judgment.	Greer, Jocelyn Edith	0.90	630.00
17-Dec-19	Prepare materials for upcoming omnibus hearing (4.4); coordinate December 18 telephonic appearance for L. Marinuzzi (.3).	Guido, Laura	4.70	1,762.50
17-Dec-19	Review agenda for omnibus hearing.	Marinuzzi, Lorenzo	0.40	520.00
17-Dec-19	Prepare for Charter hearing.	Rappoport, Steve	0.60	537.00
18-Dec-19	Correspond with internal working group regarding status of omnibus hearing (.3) and court ruling (.3); review summary of hearing for Committee (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,202.50
18-Dec-19	Prepare for (.3) and attend (3.6) omnibus hearing regarding Charter motion for summary judgment (telephonically) (partial).	Ferraioli, Raff	3.90	2,145.00
18-Dec-19	Prepare for (.9) and attend (6.9) omnibus hearing regarding Charter motion for summary judgment; review and revise correspondence to Committee regarding hearing summary (.3).	Goren, Todd M.	8.10	9,315.00
18-Dec-19	Attend omnibus hearing regarding Charter motion for summary judgment (6.9); draft summary of omnibus hearing for Committee (1.1).	Greer, Jocelyn Edith	8.00	5,600.00
18-Dec-19	Calls with S. Rappoport and Katten regarding omnibus hearing and arguments on Charter summary judgment motion (.7); review summary regarding court decisions on motion and next steps (1.1).	Levitt, Jamie A.	1.80	2,205.00
18-Dec-19	Participate in omnibus hearing regarding Charter motion for summary judgment (telephonically) (partial).	Marinuzzi, Lorenzo	5.80	7,540.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
18-Dec-19	Attend omnibus hearing regarding Charter regarding motion for summary judgment (6.9); revise summary of hearings for Committee (.4).	Rappoport, Steve	7.30	6,533.50
18-Dec-19	Attend omnibus hearing regarding Charter motion for summary judgment (telephonically) (partial) (4.6); draft Committee memorandum regarding same (1.1); revise same per comments from E. Richards (.8); correspond with T. Goren and S. Rappoport regarding same and revise per comments from same (.3).	Richardson Arnould, Ka	6.80	3,570.00
19-Dec-19	Discuss result of omnibus hearing with R. Ferraioli.	Damast, Craig A.	0.20	185.00
19-Dec-19	Discuss result of omnibus hearing with C. Damast.	Ferraioli, Raff	0.20	110.00
Total: 024	Hearings		93.80	78,140.00

Claims Investigation

05-Dec-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.60	555.00
05-Dec-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.60	690.00
05-Dec-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.60	420.00
05-Dec-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.60	780.00
05-Dec-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.60	330.00
05-Dec-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.60	555.00
05-Dec-19	Participate in weekly claims investigation meeting (telephonically).	Richardson Arnould, Ka	0.60	315.00
05-Dec-19	Prepare for (.6) and participate in (.6) weekly claims investigation meeting.	Westergaard, Lily Vale	1.20	630.00
26-Dec-19	Discuss analysis of master lease with M. Melendez in connection with claims analysis.	Dopsch, Peter C.	0.20	230.00
26-Dec-19	Discuss analysis of master lease with P. Dopsch in connection with claims analysis.	Melendez, Miranda Bull	0.20	110.00
Total: 026	Claims Investigation		5.80	4,615.00

Lien Investigation

05-Jun-19	Review document productions to find lien-related documentation (.8); update status charts accordingly (.4).	Sullivan, Lauren Marie	1.20	900.00
07-Jun-19	Correspond with IP team regarding lien searches.	Sullivan, Lauren Marie	0.20	150.00
01-Aug-19	Conduct legal research regarding liens on certain assets (2.3); conduct legal research regarding effect of bankruptcy code section 544(a)(3) (2.1); draft summary of findings (.2); correspond with G. Peck regarding same (.2).	Sullivan, Lauren Marie	4.80	3,600.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
06-Aug-19	Conduct legal research regarding liens on certain assets.	Sullivan, Lauren Marie	1.40	1,050.00
08-Aug-19	Draft summary of research findings regarding perfection of certain security interest.	Sullivan, Lauren Marie	3.60	2,700.00
22-Aug-19	Review Debtors' chart of real property assets and descriptions to determine whether any are excluded assets from secured creditors' liens.	Sullivan, Lauren Marie	0.40	300.00
16-Sep-19	Review Uniti debt baskets and summarize findings for review.	Sullivan, Lauren Marie	0.40	300.00
06-Nov-19	Conduct legal research regarding ability to perfect security interest in fixtures through Committee central filing.	Sullivan, Lauren Marie	0.40	300.00
Total: 027	Lien Investigation		12.40	9,300.00
Other Motions/Applications				
04-Dec-19	Correspond with E. Moskowitz (DPW) regarding Committee standing motion.	Marinuzzi, Lorenzo	0.30	390.00
13-Dec-19	Correspond with E. Richards and K. Richardson regarding notice of adjournment of Committee's standing motion (.2); review and revise same (.3); correspond with J. Greer regarding same (.1).	Damast, Craig A.	0.60	555.00
13-Dec-19	Prepare notice of adjournment of hearing regarding standing motion (.2); file and coordinate service of same (.2).	Guido, Laura	0.40	150.00
13-Dec-19	Revise and finalize notice of adjournment of Committee's standing motion (.6); correspond with C. Damast regarding same (.1); revise same accordingly (.2).	Richardson Arnould, Ka	0.90	472.50
Total: 029	Other Motions/Applications		2.20	1,567.50
Time Entry Review				
19-Dec-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00
20-Dec-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,320.00
23-Dec-19	Review and revise November time entries for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.40	1,820.00
Total: 032	Time Entry Review		4.10	3,305.00

Current Fees	379,492.00
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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,150.00	77.70	89,355.00
04458	Levitt, Jamie A.	1,225.00	11.20	13,720.00
17456	Marines, Jennifer L.	1,100.00	1.40	1,540.00
14116	Marinuzzi, Lorenzo	1,300.00	54.20	70,460.00
22652	Dobrosielski, Jan	525.00	6.40	3,360.00
22181	Ferraioli, Raff	550.00	34.20	18,810.00
23534	Greer, Jocelyn Edith	700.00	52.60	36,820.00
20387	Melendez, Miranda Bull	550.00	3.60	1,980.00
22265	Radzinski, Julian N.	805.00	1.20	966.00
21823	Richardson Arnould, Ka	525.00	47.90	25,147.50
23425	Sullivan, Lauren Marie	750.00	13.20	9,900.00
21829	Westergaard, Lily Vale	525.00	6.00	3,150.00
08676	Dopsch, Peter C.	1,150.00	3.60	4,140.00
19721	Rappoport, Steve	895.00	42.80	38,306.00
14078	Richards, Erica J.	925.00	22.50	20,812.50
17323	Damast, Craig A.	925.00	39.00	36,075.00
13849	Guido, Laura	375.00	27.80	10,425.00
20440	Franks, Matthew G.	255.00	8.80	2,244.00
15029	Bergelson, Vadim	345.00	9.20	3,174.00
	Client Accommodation – ½ Non-Working Travel			(7,588.00)
	Client Accommodation – Time Entry Review			(3,305.00)
TOTAL			463.30	379,492.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	8.40	7,797.50
005	Budgeting (Case)	0.40	400.00
006	Business Operations	1.00	1,165.00
007	Case Administration	13.60	7,539.50
008	Claims Administration and Objections	3.00	3,112.50
010	Employee Benefits and Pensions	24.00	23,822.50
011	Employment and Fee Applications	18.90	11,765.00
014	Other Litigation	121.40	103,883.50
015	Meetings and Communications with Creditors	48.30	40,330.50
016	Non-Working Travel	15.50	15,176.00
017	Plan and Disclosure Statement	57.90	56,739.00
018	Real Estate	6.90	6,835.00
019	Relief from Stay and Adequate Protection	4.30	3,385.00
020	Reporting	2.40	2,377.50
023	Discovery	19.00	9,129.00
024	Hearings	93.80	78,140.00
026	Claims Investigation	5.80	4,615.00
027	Lien Investigation	12.40	9,300.00
029	Other Motions/Applications	2.20	1,567.50
032	Time Entry Review	4.10	3,305.00
	Client Accommodation – ½ Non-Working Travel		(7,588.00)
	Client Accommodation – Time Entry Review		(3,305.00)
	TOTAL	463.30	379,492.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
 Invoice Date: January 23, 2020

Disbursement Detail

Date	Description	Value
31-Dec-19	On-line Research - WESTLAW	1,701.70
31-Dec-19	Air Freight	84.73
11-Dec-19	Reporting fees, Veritext/New York Reporting Company, Mark Wallace transcript on 11/22/19	3,293.30
12-Dec-19	Travel, parking, T. Goren, traveling to White Plains for hearing, 12/12/19	9.00
12-Dec-19	Travel, parking, T. Goren, traveling to White Plains for hearing, 12/12/19	3.20
18-Dec-19	Travel, parking, T. Goren, traveling to White Plains for hearing, 12/18/19	12.20
18-Dec-19	Travel, mileage, T. Goren, traveling to White Plains for hearing, 12/18/19	124.70
18-Dec-19	Travel, parking, S. Rappoport, traveling to White Plains for hearing, 12/18/19	8.00
01-Dec-19	EDiscovery, Epiq Managed Services, November 2019	2,343.37
18-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/18/19	120.00
19-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/19/19	55.80
25-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/25/19	53.48
25-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/25/19	120.00
02-Dec-19	Business meals, 6 attendees, Windstream meeting, 12/2/19	55.80
02-Dec-19	Business meals, 6 attendees, Windstream meeting, 12/2/19	120.00
09-Dec-19	Business meals, 5 attendees, Windstream meeting, 12/9/19	100.00
16-Dec-19	Business meals, 6 attendees, Windstream meeting, 12/16/19	120.00
12-Dec-19	Travel meals, T. Goren, lunch, in White Plains for hearing, 12/12/19	10.99
18-Dec-19	Travel meals, S. Rappoport, T. Goren, J. Greer, lunch, in White Plains for hearing, 12/18/19	110.30
09-Dec-19	Messenger service, order #: W1654173, to White Plains, 12/9/19	201.09
09-Dec-19	Messenger service, order #: W1654173, to White Plains, 12/9/19	162.82
13-Dec-19	Court filing service, CourtCall, K. Richardson, 12/12/19 hearing	149.00
20-Dec-19	Court filing service, CourtCall, K. Richardson, 12/18/19 hearing	163.00
20-Dec-19	Court filing service, CourtCall, L. Marinuzzi, 12/18/19 hearing	212.00
Current Disbursements		9,334.48

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	379,492.00
Total Disbursements	9,334.48
Total Amount Due	388,826.48

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 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
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	446,029.06	110,505.50
18-Oct-19	5859762	USD	491,832.02	396,102.42	95,729.60
22-Nov-19	5869006	USD	490,572.38	395,289.48	95,282.90
23-Dec-19	5877787	USD	507,613.23	0.00	507,613.23

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

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

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

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

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

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	January 1, 2020 through January 31, 2020 (the “ <u>Fee Period</u> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$372,897.50 (80% = \$298,318.00)

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



Name of Applicant:	Morrison & Foerster LLP
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$4,913.75

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$372,897.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$74,579.50, for a total fee request of \$298,318.00;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$4,913.75.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Morrison & Foerster's attorneys and paraprofessionals during the Fee Period with respect to each of the subject matter categories

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

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

201Pg 494457 47

- 201Pg Pg 44 of 47

201Pg Pg44b7 47

201Pg 494457 47

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Asset Analysis and Recovery	1.90	\$2,587.50
003	Assumption and Rejection of Leases and Contracts	0.60	\$724.50
005	Budgeting (Case)	0.60	\$640.50
006	Business Operations	6.40	\$8,293.00
007	Case Administration	24.20	\$18,322.00
008	Claims Administration and Objections	6.60	\$7,021.00
010	Employee Benefits and Pensions	89.50	\$89,626.50
011	Employment and Fee Applications	8.20	\$4,341.00
014	Other Litigation	72.50	\$77,297.50
015	Meetings and Communications with Creditors	41.70	\$40,004.50
016	Non-Working Travel	7.00	\$6,859.00
017	Plan and Disclosure Statement	5.60	\$7,760.00
019	Relief from Stay and Adequate Protection	9.40	\$11,337.00
020	Reporting	2.00	\$2,392.00
023	Discovery	26.40	\$17,125.50
024	Hearings	71.30	\$59,061.00
026	Claims Investigation	17.90	\$16,466.00
027	Lien Investigation	4.00	\$4,509.50
030	Schedules and Statements	1.20	\$1,104.00
032	Time Entry Review	4.90	\$4,265.50
034	Mediation	0.60	\$855.00
Total Incurred:		402.5	\$380,592.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(3,429.50)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(4,265.50)
Total Requested:			\$372,897.50

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,225.00	79.60	\$97,510.00
Levitt, Jamie A.	Partner	1992	Litigation	\$1,325.00	4.60	\$6,095.00
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,200.00	6.10	\$7,320.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,425.00	55.70	\$79,372.50
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,225.00	2.20	\$2,695.00
Rappoport, Steve	Of Counsel	2009	Litigation	\$930.00	35.70	\$33,201.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$995.00	13.00	\$12,935.00
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$990.00	32.90	\$32,571.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$710.00	49.80	\$35,358.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$810.00	26.30	\$21,303.00
Melendez, Miranda Bull	Associate	2017	Finance	\$710.00	2.20	\$1,562.00
Richardson Arnould, Kat	Associate	2019	Business Restructuring & Insolvency	\$650.00	44.30	\$28,795.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$650.00	8.30	\$5,395.00

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Business Meals	\$400.00
Epiq eDiscovery Managed Services	\$1,085.66
Miscellaneous Disbursement - CourtCall	\$449.00
On-line Research - OTHER DATABASE - PACER	\$697.00
On-line Research - WESTLAW	\$1,952.30
Postage	\$8.05
Travel	\$213.23
Travel Meals	\$108.51
Total Requested	\$4,913.75

Exhibit D

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 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: 5892382
Invoice Date: February 27, 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 January 31, 2020

	<u>U.S.Dollars</u>
Current Fees	380,592.50
Client Accommodation – ½ Non-Working Travel	(3,429.50)
Client Accommodation – Time	(4,265.50)
Entry Review	
Current Fees Value	<hr/> 372,897.50
Current Disbursements	<hr/> 4,913.75
Total This Invoice	<hr/> 377,811.25 <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: 5892382
Invoice Date: February 27, 2020

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
23-Jan-20	Review status of real estate analysis and values (.9); review additional due diligence items regarding real estate with Alix (.4).	Marinuzzi, Lorenzo	1.30	1,852.50
31-Jan-20	Review and analyze real property analysis from Alix.	Goren, Todd M.	0.60	735.00
Total: 001	Asset Analysis and Recovery		1.90	2,587.50
Assumption and Rejection of Leases and Contracts				
06-Jan-20	Review Charter notice of withdrawal of motion to compel assumption or rejection.	Damast, Craig A.	0.10	99.00
16-Jan-20	Review stipulation between Debtors and various parties extending date by which to assume or reject contracts.	Marinuzzi, Lorenzo	0.30	427.50
31-Jan-20	Review stipulation extending time to assume or reject certain leases.	Damast, Craig A.	0.20	198.00
Total: 003	Assumption and Rejection of Leases and Contracts		0.60	724.50
Budgeting (Case)				
27-Jan-20	Draft budget and staffing plan for third interim period.	Ferraioli, Raff	0.30	213.00
28-Jan-20	Review draft budget from R. Ferraioli.	Marinuzzi, Lorenzo	0.30	427.50
Total: 005	Budgeting (Case)		0.60	640.50
Business Operations				
15-Jan-20	Review Alix update regarding business performance.	Marinuzzi, Lorenzo	0.80	1,140.00
23-Jan-20	Call with Sprint regarding status of negotiations with Company (.3); draft memorandum to internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.60	855.00
27-Jan-20	Correspond with Kirkland and Alvarez regarding Sprint status.	Goren, Todd M.	0.20	245.00
27-Jan-20	Correspond with B. Weiland (Kirkland) regarding Sprint relationship (.2); review Sprint update and motion (.4).	Marinuzzi, Lorenzo	0.60	855.00
28-Jan-20	Call with Kirkland and Alvarez regarding Sprint negotiations.	Goren, Todd M.	0.40	490.00
28-Jan-20	Review status of Sprint negotiations (.3); call with Kirkland and Alvarez regarding same (.4).	Marinuzzi, Lorenzo	0.70	997.50
28-Jan-20	Review Alix weekly business update.	Marinuzzi, Lorenzo	0.40	570.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
31-Jan-20	Correspond with Kirkland (.3) and Alix (.3) regarding update on negotiations with contract counterparty.	Damast, Craig A.	0.60	594.00
31-Jan-20	Review status update regarding negotiations with contract counterparty.	Ferraioli, Raff	0.40	284.00
31-Jan-20	Review presentation regarding status of counterparty negotiations (.5); correspond with Alix, Perella and Kirkland regarding same (.3).	Goren, Todd M.	0.80	980.00
31-Jan-20	Review status report on Verizon negotiations.	Marinuzzi, Lorenzo	0.90	1,282.50
Total: 006	Business Operations		6.40	8,293.00

Case Administration

02-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.5).	Guido, Laura	0.70	280.00
03-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar (.2).	Guido, Laura	0.40	160.00
06-Jan-20	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	198.00
06-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	40.00
07-Jan-20	Prepare for (.2) and participate on (.6) weekly professionals' call; follow-up discussion with internal working group regarding same (.4).	Damast, Craig A.	1.20	1,188.00
07-Jan-20	Prepare for (.2) and participate on (.6) weekly professionals' call; follow-up discussion with internal working group regarding same (.4).	Ferraioli, Raff	1.20	852.00
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Goren, Todd M.	1.00	1,225.00
07-Jan-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
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Marines, Jennifer L.	1.00	1,200.00
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Rappoport, Steve	1.00	930.00
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Richards, Erica J.	1.00	995.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
07-Jan-20	Prepare for (.3) and participate on (.6) weekly professionals' call; follow-up discussion with internal working group regarding same (.4).	Richardson Arnould, Ka	1.30	845.00
08-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
09-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.40	160.00
10-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar (.4).	Guido, Laura	0.60	240.00
13-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	40.00
14-Jan-20	Prepare for (.3) and participate on (.3) weekly professionals' call.	Damast, Craig A.	0.60	594.00
14-Jan-20	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	284.00
14-Jan-20	Participate on weekly professionals' call.	Goren, Todd M.	0.30	367.50
14-Jan-20	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.30	243.00
14-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.3).	Guido, Laura	0.40	160.00
14-Jan-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.30	360.00
14-Jan-20	Participate on weekly professionals' call.	Rappoport, Steve	0.30	279.00
14-Jan-20	Participate on weekly professionals' call.	Richards, Erica J.	0.30	298.50
14-Jan-20	Prepare for (.4) and participate on (.3) weekly professionals' call.	Richardson Arnould, Ka	0.70	455.00
15-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
15-Jan-20	Revise Committee administrative documents pursuant to creditor correspondence (.3); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	0.40	260.00
16-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.1).	Guido, Laura	0.30	120.00
17-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.3).	Guido, Laura	0.40	160.00
21-Jan-20	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	594.00
21-Jan-20	Participate on weekly professionals' call.	Ferraioli, Raff	0.40	284.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
21-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.40	160.00
21-Jan-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.40	480.00
21-Jan-20	Participate on weekly professionals' call.	Marinuzzi, Lorenzo	0.40	570.00
21-Jan-20	Participate on weekly professionals' call.	Rappoport, Steve	0.40	372.00
21-Jan-20	Participate on weekly professionals' call.	Richards, Erica J.	0.40	398.00
21-Jan-20	Prepare for (.3) and participate on (.4) weekly professionals' call.	Richardson Arnould, Ka	0.70	455.00
22-Jan-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
23-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
24-Jan-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
24-Jan-20	Update Committee's schedule of material dates and deadlines.	Richardson Arnould, Ka	0.30	195.00
28-Jan-20	Participate on weekly professionals' call.	Goren, Todd M.	0.30	367.50
28-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
28-Jan-20	Participate on weekly professionals' call.	Rappoport, Steve	0.30	279.00
28-Jan-20	Participate on weekly professionals' call.	Richards, Erica J.	0.30	298.50
28-Jan-20	Prepare for (.4) and participate on (.2) weekly professionals' call; follow-up discussion with internal working regarding same (.1).	Richardson Arnould, Ka	0.70	455.00
29-Jan-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
30-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	120.00
31-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.3); update case calendar and provide updates to same (.6).	Guido, Laura	0.90	360.00
Total: 007	Case Administration		24.20	18,322.00

Claims Administration and Objections

13-Jan-20	Analyze notice of satisfied claims; analyze third omnibus claims objection.	Ferraioli, Raff	0.40	284.00
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Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
13-Jan-20	Review notice of satisfied claims (.3); review responses to omnibus claims objections (.5).	Marinuzzi, Lorenzo	0.80	1,140.00
14-Jan-20	Analyze third omnibus claims objection (.7); analyze claims register (.2).	Ferraioli, Raff	0.90	639.00
16-Jan-20	Call with Alix and White & Case regarding claims status and exit costs.	Ferraioli, Raff	0.50	355.00
16-Jan-20	Call with Alix and White & Case regarding claims status and exit costs.	Goren, Todd M.	0.50	612.50
16-Jan-20	Call with Alix and White & Case regarding claims status and exit costs.	Levitt, Jamie A.	0.50	662.50
21-Jan-20	Review claims analysis from Alix (.4); correspond with J. Wooding (Alix) and K. McGlynn (Alix) regarding same (.3).	Goren, Todd M.	0.70	857.50
22-Jan-20	Correspond with internal working group and Alix team regarding general unsecured claims and cure claims; review materials in connection with same.	Damast, Craig A.	0.40	396.00
22-Jan-20	Call with Alix team regarding claims analysis; analyze materials in connection with same.	Ferraioli, Raff	0.40	284.00
22-Jan-20	Review Alix claims analysis (.4); call with Alix team regarding same (.3).	Goren, Todd M.	0.70	857.50
29-Jan-20	Review notice of de minimis claims settlement.	Damast, Craig A.	0.20	198.00
29-Jan-20	Review notice of de minimis claims settlement.	Goren, Todd M.	0.20	245.00
31-Jan-20	Correspond with Alix regarding status of claims review.	Goren, Todd M.	0.40	490.00
Total: 008	Claims Administration and Objections		6.60	7,021.00
Employee Benefits and Pensions				
02-Jan-20	Correspond with internal working group regarding objection to Debtors' KEIP/KERP motion (.5); discuss same with R. Ferraioli (.2).	Damast, Craig A.	0.70	693.00
02-Jan-20	Discuss objection to Debtors' KEIP/KERP motion with C. Damast.	Ferraioli, Raff	0.20	142.00
02-Jan-20	Call with Milbank regarding KEIP status (.3); call and correspond with Alix regarding same (.4); review potential points for draft objection and correspondence regarding deposition notices with internal working group (.4).	Goren, Todd M.	1.10	1,347.50
02-Jan-20	Review KEIP/KERP papers and consider potential discovery in connection with same.	Rappoport, Steve	0.40	372.00
03-Jan-20	Correspond with internal working group regarding Debtors' 2020 KEIP/KERP motion and possible discovery.	Damast, Craig A.	0.30	297.00
03-Jan-20	Review status of KEIP discussions.	Ferraioli, Raff	0.20	142.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
03-Jan-20	Review presentation regarding potential KEIP/KERP changes (.4); calls with B. Weiland (Kirkland) (.5) and M. Brod (Milbank) (.3) regarding same; call and correspond with K. McGlynn (Alix) regarding same (.5); discuss strategy and next steps with L. Marinuzzi (.4).	Goren, Todd M.	2.10	2,572.50
03-Jan-20	Prepare deposition notices of Debtors for KEIP/KERP objection (.9); correspond with Alix regarding deposition notices (.3); correspond with S. Rappoport and T. Goren regarding same (.3); review KEIP/KERP motions for draft discovery requests (.8).	Greer, Jocelyn Edith	2.30	1,863.00
03-Jan-20	Review with Alix status of due diligence regarding KEIP/KERP (.3); review possible discovery regarding KEIP motion (.4); discuss strategy and next steps with T. Goren (.4); review proposed KEIP for 2020 (.6); outline possible objections for filing (.4).	Marinuzzi, Lorenzo	2.10	2,992.50
03-Jan-20	Comment on KEIP/KERP deposition notices.	Rappoport, Steve	0.40	372.00
06-Jan-20	Correspond with internal working group regarding status of KEIP/KERP settlement discussions, objection and deposition notices (.7); review deposition notices (.4); correspond with R. Ferraioli regarding KEIP/KERP status and next steps (.2).	Damast, Craig A.	1.30	1,287.00
06-Jan-20	Analyze correspondence between internal working group and Alix regarding KEIP/KERP diligence and negotiations (.2); conduct and analyze legal research regarding KEIP (1.7); review key points for KEIP objection with T. Goren (.4); draft objection to KEIP (2.1).	Ferraioli, Raff	4.40	3,124.00
06-Jan-20	Review key points for KEIP objection with R. Ferraioli (.4); correspond with Alix regarding same (.5); review financial results regarding potential objection points (.8); call and correspond with B. Weiland (Kirkland) (.3) and M. Brod (Milbank) (.4) regarding same; review deposition notices regarding same (.3); correspond with internal working group regarding service of same (.2).	Goren, Todd M.	2.90	3,552.50
06-Jan-20	Discuss KEIP/KERP with S. Rappoport (.3); finalize KEIP/KERP deposition notices (.9); draft deposition outlines for KEIP/KERP motion objections (.9).	Greer, Jocelyn Edith	2.10	1,701.00
06-Jan-20	Review update from Alix regarding status of KEIP/KERP (.4); review analysis of program from Alix (.4); review filed KEIP/KERP (.4); review notes regarding prior KEIP/KERP (.3); review strategy regarding KEIP objection (.6).	Marinuzzi, Lorenzo	2.10	2,992.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
06-Jan-20	Discuss KEIP/KERP with J. Greer (.3); finalize and serve deposition notices regarding KEIP/KERP (.5).	Rappoport, Steve	0.80	744.00
07-Jan-20	Correspond with internal working group regarding KEIP/KERP discovery.	Damast, Craig A.	0.30	297.00
07-Jan-20	Discuss KEIP objection with T. Goren (.2); discuss same and next steps with E. Richards (.2); discuss same with Alix team (.3); conduct and analyze legal research regarding same (1.8); draft objection to KEIP/KERP (3.1).	Ferraioli, Raff	5.60	3,976.00
07-Jan-20	Review and analyze key points for KEIP/KERP objection with L. Marinuzzi (.6); discuss KEIP objection with R. Ferraioli (.2); call with Alix team regarding same (.3); call and correspond with B. Weiland (Kirkland) regarding same (.4); call and correspond with M. Brod (Milbank) regarding same (.4).	Goren, Todd M.	1.90	2,327.50
07-Jan-20	Meet with S. Rappoport regarding KEIP/KERP objection depositions (.3); prepare same (3.3).	Greer, Jocelyn Edith	3.60	2,916.00
07-Jan-20	Conduct research regarding KEIP/KERP motion precedent (.5); compile materials regarding Debtors' KEIP/KERP motion (.6); review same (.1); serve deposition notices related to KEIP/KERP motions upon Debtors' counsel (.4).	Guido, Laura	1.60	640.00
07-Jan-20	Review possible testimony in opposition to KEIP/KERP (.7); review and analyze key points for KEIP/KERP objection with T. Goren (.6); review Alix presentation regarding KEIP/KERP programs for Committee (.6).	Marinuzzi, Lorenzo	1.90	2,707.50
07-Jan-20	Review KEIP/KERP motions (1.4); meet with J. Greer regarding KEIP/KERP objection depositions (.3); prepare for potential depositions (1.7).	Rappoport, Steve	3.40	3,162.00
07-Jan-20	Discuss KEIP objection and next steps with R. Ferraioli (.2); review and revise draft objection to same (2.1).	Richards, Erica J.	2.30	2,288.50
08-Jan-20	Review U.S. Trustee's response to Debtors' KEIP/KERP motion (.3); review draft of KEIP/KERP objection (.5).	Damast, Craig A.	0.80	792.00
08-Jan-20	Analyze comments to KEIP/KERP objection (.4); discuss same with E. Richards (.3); revise same (3.1); discuss same with L. Marinuzzi (.4); discuss same with Alix (.4); analyze materials in connection with same (.3).	Ferraioli, Raff	4.90	3,479.00
08-Jan-20	Review and revise draft of KEIP/KERP objection (1.3); discuss same with Alix (.4); correspond with Kirkland and Milbank regarding same (.6).	Goren, Todd M.	2.30	2,817.50
08-Jan-20	Draft KEIP/KERP deposition outlines.	Greer, Jocelyn Edith	1.10	891.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
08-Jan-20	Review and revise KEIP objection.	Marines, Jennifer L.	1.90	2,280.00
08-Jan-20	Review updated KEIP metrics and strategy regarding objection (.9); review and revise KEIP/KERP objection (.6); discuss same with R. Ferraioli (.4).	Marinuzzi, Lorenzo	1.90	2,707.50
08-Jan-20	Prepare for KEIP/KERP depositions.	Rappoport, Steve	2.30	2,139.00
08-Jan-20	Continue to revise draft objection to KEIP/KERP (1.2); call with Alix regarding same (.4); analyze U.S. Trustee statement regarding KEIP/KERP (.3); discuss KEIP/KERP objection with R. Ferraioli (.3); review and revise draft objection to same (.9).	Richards, Erica J.	3.10	3,084.50
09-Jan-20	Correspond with internal working group and Alix team regarding possible KEIP/KERP settlement and Debtors' counterproposal (.4); review same (.2); correspond with internal working group and Committee members regarding same and settlement authority (.2).	Damast, Craig A.	0.80	792.00
09-Jan-20	Review correspondence from R. Ferraioli regarding status of Windstream claims regarding KEIP.	Dopsch, Peter C.	0.20	245.00
09-Jan-20	Analyze comments to draft objection to KEIP/KERP (.4); revise same (.9); correspond with internal working group and Alix regarding same (.3); discuss Debtors' counterproposal of same with T. Goren (.2); call with Alix regarding same (.6); discuss same with C. Koster (White & Case) (.3).	Ferraioli, Raff	2.70	1,917.00
09-Jan-20	Review and revise updated draft objection to KEIP/KERP (.8); review Debtors' counterproposal of same (.6); discuss same with R. Ferraioli (.2) and L. Marinuzzi (.4); call with Milbank regarding same (.8); call with Alix regarding same (.6); call with B. Weiland (Kirkland) regarding KEIP proposal (.2).	Goren, Todd M.	3.60	4,410.00
09-Jan-20	Cite- and fact-check KEIP/KERP objection.	Guido, Laura	2.10	840.00
09-Jan-20	Review Debtors' counterproposal regarding KEIP/KERP (.9) discuss same with T. Goren (.4); review updated Committee objection to KEIP/KERP (.5).	Marinuzzi, Lorenzo	1.80	2,565.00
09-Jan-20	Review revised KEIP order.	Richards, Erica J.	0.30	298.50
09-Jan-20	Review and provide comments to Committee's objection to Debtors' KEIP/KERP motions.	Richardson Arnould, Ka	1.40	910.00
10-Jan-20	Correspond with internal working group and Alix team regarding status of settlement discussions regarding KEIP/KERP motion.	Damast, Craig A.	0.40	396.00
10-Jan-20	Discuss status of KEIP negotiations with T. Goren (.1); analyze correspondence regarding same (.2); revise objection to KEIP/KERP (.6).	Ferraioli, Raff	0.90	639.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

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10-Jan-20	Review and revise updated draft objection regarding KEIP/KERP (.7); call and correspond with K. McGlynn (Alix) (.4), B. Weiland (Kirkland) (.6) and M. Brod (Milbank) (.5) regarding KEIP/KERP status; discuss status of KEIP negotiations with R. Ferraioli (.1).	Goren, Todd M.	2.30	2,817.50
10-Jan-20	Correspond with S. Rappoport and T. Goren regarding KEIP/KERP motion.	Greer, Jocelyn Edith	0.10	81.00
10-Jan-20	Review analysis of possible updates to KEIP (.5); review settlement strategy and position of 2Ls regarding KEIP (.6); review correspondence from T. Goren regarding discussions with B. Weiland (Kirkland) and formulation of counterproposals regarding KEIP (.6).	Marinuzzi, Lorenzo	1.70	2,422.50
11-Jan-20	Review list of KERP participants (.4); call with K. McGlynn (Alix) regarding same (.3); correspond with B. Weiland (Kirkland) regarding same and KEIP status (.4).	Goren, Todd M.	1.10	1,347.50
12-Jan-20	Correspond with internal working group and Alix team regarding KEIP settlement (.3); correspond with internal working group and Committee members regarding same (.3).	Damast, Craig A.	0.60	594.00
12-Jan-20	Analyze correspondence among internal working group and Alix team regarding status of KEIP negotiations; correspond with T. Goren regarding same.	Ferraioli, Raff	0.30	213.00
12-Jan-20	Call with B. Weiland (Kirkland) regarding KEIP/KERP status (.2); correspond with Debtors, Milbank and internal working group regarding same (.4).	Goren, Todd M.	0.60	735.00
13-Jan-20	Correspond with internal working group and Alix team regarding proposed revised KEIP/KERP order.	Damast, Craig A.	0.40	396.00
13-Jan-20	Analyze revised KEIP order; analyze correspondence with Alix regarding same.	Ferraioli, Raff	0.20	142.00
13-Jan-20	Review updated draft of KEIP order (.3); correspond with Alix (.4) and Kirkland (.2) regarding same.	Goren, Todd M.	0.90	1,102.50
13-Jan-20	Review status of proposed compromise regarding KEIP/KERP (.6); review correspondence from Alix regarding updated KEIP/KERP (.4); review U.S. Trustee's statement regarding KEIP (.4); review revised KEIP order (.3).	Marinuzzi, Lorenzo	1.70	2,422.50
13-Jan-20	Review proposed KEIP order.	Rappoport, Steve	0.30	279.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
14-Jan-20	Review notice of proposed order regarding KEIP/KERP motion (.1); correspond with internal working group and Alix team regarding same (.2); correspond with internal working group regarding U.S. Trustee's response to KEIP/KERP motion (.3).	Damast, Craig A.	0.60	594.00
14-Jan-20	Review updated draft of KEIP/KERP with L. Marinuzzi (.3); correspond with Kirkland and Alix regarding same (.4); correspond with B. Weiland (Kirkland) and K. McGlynn (Alix) regarding KERP agreement (.4).	Goren, Todd M.	1.10	1,347.50
14-Jan-20	Review updated draft of KEIP/KERP (.3); discuss same with T. Goren (.3).	Marinuzzi, Lorenzo	0.60	855.00
15-Jan-20	Correspond with B. Weiland (Kirkland) regarding KERP.	Goren, Todd M.	0.30	367.50
21-Jan-20	Review signed KEIP/KERP orders.	Damast, Craig A.	0.20	198.00
Total: 010	Employee Benefits and Pensions		89.50	89,626.50

Employment and Fee Applications

03-Jan-20	Finalize, file and coordinate service of Alix's eighth monthly fee statement.	Guido, Laura	0.30	120.00
13-Jan-20	Analyze status of fee application; correspond with Kirkland and Alvarez regarding same.	Ferraioli, Raff	0.30	213.00
17-Jan-20	Analyze updated interested parties list; correspond with Perella and Alix regarding same.	Ferraioli, Raff	0.40	284.00
23-Jan-20	Prepare MoFo's December fee statement.	Guido, Laura	0.70	280.00
24-Jan-20	Analyze draft monthly fee statement.	Ferraioli, Raff	0.20	142.00
24-Jan-20	Redact, finalize and file Perella's December fee statement.	Guido, Laura	0.30	120.00
27-Jan-20	Finalize December monthly fee statement.	Ferraioli, Raff	0.80	568.00
28-Jan-20	Finalize December monthly fee statement.	Ferraioli, Raff	0.20	142.00
28-Jan-20	Finalize, file and coordinate service of MoFo's December fee statement.	Guido, Laura	0.30	120.00
28-Jan-20	Finalize December fee statement for filing.	Marinuzzi, Lorenzo	0.40	570.00
29-Jan-20	Prepare schedules to supplemental declaration in support of MoFo retention.	Guido, Laura	1.80	720.00
30-Jan-20	Analyze Alix's monthly fee statement; arrange for filing of same.	Ferraioli, Raff	0.20	142.00
30-Jan-20	Complete schedules to supplemental declaration in support of MoFo retention (2.1); prepare and file Alix's ninth monthly fee statement (.2).	Guido, Laura	2.30	920.00
Total: 011	Employment and Fee Applications		8.20	4,341.00

Other Litigation

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
02-Jan-20	Correspond with S. Rappoport regarding Debtors' subpoenas for E&Y and J. Chao in Uniti litigation (.1); review same (.2); correspond with internal working group, Alix and Perella teams regarding Debtors' draft of amended complaint against Uniti (.3); review same (.5).	Damast, Craig A.	1.10	1,089.00
02-Jan-20	Review draft amended complaint (1.2); correspond with Alix and Perella regarding same (.4).	Goren, Todd M.	1.60	1,960.00
02-Jan-20	Call with S. Rappoport regarding accounting expert report (.2); review same (.8); review draft amended complaint in Uniti dispute (1.1); incorporate T. Goren's comments in draft amended complaint (.5).	Greer, Jocelyn Edith	2.60	2,106.00
02-Jan-20	Review status of Charter litigation and next steps.	Marinuzzi, Lorenzo	0.70	997.50
02-Jan-20	Review Uniti amended complaint (.4); review Charter appeal papers (.3); call with J. Greer regarding accounting expert report (.2).	Rappoport, Steve	0.90	837.00
02-Jan-20	Analyze Debtors' amended complaint against Uniti.	Richardson Arnould, Ka	1.80	1,170.00
03-Jan-20	Correspond with internal working group regarding Charter notice of appeal (.2); correspond with internal working group regarding comments to draft of amended complaint against Uniti (.4); correspond with Alix and Perella teams regarding same (.3); review further comments of same (.3).	Damast, Craig A.	1.20	1,188.00
03-Jan-20	Review and revise updated draft of amended complaint (.7); correspond with Alix and Perella regarding same (.4).	Goren, Todd M.	1.10	1,347.50
03-Jan-20	Incorporate comments from Perella and Alix in draft amended complaint and circulate same.	Greer, Jocelyn Edith	0.90	729.00
03-Jan-20	Compile unredacted forms of Charter summary judgment pleadings.	Guido, Laura	0.60	240.00
03-Jan-20	Review edits to amended Uniti complaint.	Rappoport, Steve	0.60	558.00
06-Jan-20	Review updated draft of Uniti complaint (.6); correspond with internal working group regarding same (.3); review correspondence from J. Winters (White & Case) regarding same (.2).	Goren, Todd M.	1.10	1,347.50
06-Jan-20	Correspond with Katten team and S. Rappoport regarding scheduling in Windstream vs. Charter case.	Greer, Jocelyn Edith	0.30	243.00
07-Jan-20	Correspond with internal working group regarding Charter appeal of motion for summary judgment decision.	Damast, Craig A.	0.20	198.00
07-Jan-20	Review correspondence relating to amended Uniti complaint.	Dopsch, Peter C.	0.30	367.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
07-Jan-20	Review updated draft of Uniti complaint (.4); call with Kirkland regarding same (.3); call with White & Case regarding same (.6).	Goren, Todd M.	1.30	1,592.50
07-Jan-20	Call with Alix regarding expert report (.2); call with Kirkland regarding updated draft of Uniti complaint (.3); call with White & Case regarding same (.6).	Greer, Jocelyn Edith	1.10	891.00
07-Jan-20	Review Charter appeal papers.	Marinuzzi, Lorenzo	0.30	427.50
08-Jan-20	Review updated drafts of Uniti Count 2 stipulation (.7); call with Kirkland regarding same (.5).	Goren, Todd M.	1.20	1,470.00
08-Jan-20	Call with Kirkland regarding Uniti Count 2 stipulation.	Greer, Jocelyn Edith	0.50	405.00
08-Jan-20	Review Uniti Count 2 stipulation (.4); call with Kirkland regarding same (.5).	Levitt, Jamie A.	0.90	1,192.50
08-Jan-20	Call with Kirkland regarding Uniti Count 2 stipulation.	Rappoport, Steve	0.50	465.00
09-Jan-20	Correspond with Kirkland and internal working group regarding amended complaint against Uniti (.3); review same (.4).	Damast, Craig A.	0.70	693.00
09-Jan-20	Review Charter Daubert pleadings (.7); review updated draft of Uniti complaint (.9); correspond with Kirkland regarding same (.4); review Uniti Count 2 stipulation (.2); correspond with Kirkland regarding same (.1).	Goren, Todd M.	2.30	2,817.50
09-Jan-20	Review Uniti Count 2 stipulation (.3); review Daubert filings in Charter matter (.5).	Rappoport, Steve	0.80	744.00
09-Jan-20	Review latest revisions to amended complaint from Debtors in connection with adversary proceeding against Uniti.	Richardson Arnould, Ka	0.60	390.00
10-Jan-20	Correspond with internal working group regarding status of amended complaint against Uniti (.5); correspond with internal working group regarding Rule 15 motion (.4); review Debtors' motion to amend complaint against Uniti (.2).	Damast, Craig A.	1.10	1,089.00
10-Jan-20	Review updated draft Uniti complaint (.7); call with R. Shanker (Kirkland) regarding same (.2); correspond with internal working group regarding update on Uniti status (.3).	Goren, Todd M.	1.20	1,470.00
10-Jan-20	Review amended Windstream vs. Uniti complaint (2.5); correspond with R. Ferraioli regarding amended Windstream vs. Uniti complaint (.2); review Charter's opposition to Windstream's Daubert motions (1.1).	Greer, Jocelyn Edith	3.80	3,078.00
10-Jan-20	Review and compare Uniti complaints.	Guido, Laura	0.20	80.00
10-Jan-20	Review revised amended Uniti complaint (.6); review correspondence from T. Goren regarding status of Uniti agreement on revised complaint (.3).	Marinuzzi, Lorenzo	0.90	1,282.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: February 27, 2020

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10-Jan-20	Review Uniti adversary proceeding amended complaint and related motion filing.	Rappoport, Steve	1.10	1,023.00
13-Jan-20	Correspond with internal working group, White & Case and Weil teams regarding Uniti adversary proceeding and motion for summary judgment (.3); correspond with internal working group and other intervenors' counsel regarding Uniti's proposed amended litigation schedule (.3).	Damast, Craig A.	0.60	594.00
13-Jan-20	Review Charter pleadings regarding expert reports (.4); review proposed revised Uniti schedule (.3); correspond with internal working group regarding same (.4).	Goren, Todd M.	1.10	1,347.50
13-Jan-20	Review replies to motions to strike in Charter litigation (.7); review memorandum regarding allowance of Debtors' rebuttal report (.5); review UMB request to file unredacted brief regarding Uniti summary judgment (.4).	Marinuzzi, Lorenzo	1.60	2,280.00
13-Jan-20	Review briefs filed in Charter litigation relating to motion to strike (.4); review proposed Uniti schedule (.2).	Rappoport, Steve	0.60	558.00
14-Jan-20	Analyze proposed updated ligation schedule for Uniti adversary proceeding.	Ferraioli, Raff	0.10	71.00
14-Jan-20	Review proposed Uniti litigation schedule (.4); calls with White & Case (.2) and Milbank (.2) regarding same; call with Debtors and intervenors regarding same (.6); review Charter Daubert replies (.8).	Goren, Todd M.	2.20	2,695.00
14-Jan-20	Correspond with Katten, Thompson Coburn and L. Guido regarding unredacted filings.	Greer, Jocelyn Edith	0.60	486.00
14-Jan-20	Review proposed Uniti litigation schedule (.3); calls with White & Case (.2) and Milbank (.2) regarding same; call with Debtors and intervenors regarding same (.6); review Debtor response to Charter objection to Court recommendations (.6).	Marinuzzi, Lorenzo	1.90	2,707.50
14-Jan-20	Calls with White & Case (.2) and Milbank (.2) regarding proposed Uniti litigation schedule; call with Debtors and intervenors regarding same (.6); review Charter filings (.3).	Rappoport, Steve	1.30	1,209.00
15-Jan-20	Review supplemental discovery requests from Uniti (.4); call with Debtors and intervenors regarding Uniti litigation schedule (.3); review Charter expert reports and pleadings regarding same (1.2).	Goren, Todd M.	1.90	2,327.50
15-Jan-20	Call with Debtors and intervenors regarding Uniti litigation schedule.	Greer, Jocelyn Edith	0.30	243.00
15-Jan-20	Call with Debtors and intervenors regarding Uniti litigation schedule.	Rappoport, Steve	0.30	279.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: February 27, 2020

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16-Jan-20	Correspond with internal working group regarding Uniti litigation update.	Damast, Craig A.	0.30	297.00
17-Jan-20	Correspond with internal working group and intervenors' counsel regarding proposed revised Uniti litigation schedule.	Damast, Craig A.	0.30	297.00
17-Jan-20	Correspond with internal working group (.3) and Debtors and intervenors (.3) regarding Uniti trial schedule and additional discovery.	Goren, Todd M.	0.60	735.00
17-Jan-20	Correspond with intervenors and Debtors regarding Uniti trial schedule.	Rappoport, Steve	0.30	279.00
21-Jan-20	Correspond with Kirkland and other intervenors' counsel regarding scheduling status conference regarding proposed modified Uniti litigation schedule (.3); review same (.2); review signed order granting Debtors' motion for leave to file amended complaint against Uniti (.1).	Damast, Craig A.	0.60	594.00
21-Jan-20	Call with Debtors and intervenors regarding Uniti schedule.	Goren, Todd M.	0.60	735.00
21-Jan-20	Call with Debtors and intervenors regarding Uniti schedule.	Rappoport, Steve	0.60	558.00
22-Jan-20	Correspond with Debtors and intervenors regarding updated Uniti trial schedule.	Goren, Todd M.	0.40	490.00
23-Jan-20	Review as-filed amended complaint against Uniti (.3); correspond with internal working group and other intervenors' counsel regarding proposed modifications to Uniti litigation schedule (.2); correspond with internal working group regarding status conference regarding same (.4); review Davis Polk and Kirkland submissions regarding same (.4); correspond with internal working group regarding Charter motion to continue trial on certain counts (.2); review same (.4).	Damast, Craig A.	1.90	1,881.00
23-Jan-20	Analyze revised litigation schedule (.2); conduct and analyze legal research regarding bankruptcy jurisdiction (.4).	Ferraioli, Raff	0.60	426.00
23-Jan-20	Review and analyze Uniti letter to Court regarding trial schedule (.4); review Debtors' proposed trial schedule/discovery responses (.5).	Goren, Todd M.	0.90	1,102.50
23-Jan-20	Review status of Uniti adversary proceeding.	Marines, Jennifer L.	0.40	480.00
23-Jan-20	Review Charter filing on interlocutory appeal (.6); review correspondence from Davis Polk to Court regarding scheduling for Uniti proceeding (.5); review update from hearing regarding scheduling of Uniti trial (.3).	Marinuzzi, Lorenzo	1.40	1,995.00
23-Jan-20	Review Charter filing (.4); review Davis Polk letter (.4).	Rappoport, Steve	0.80	744.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

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24-Jan-20	Correspond with internal working group regarding Uniti litigation status and update.	Damast, Craig A.	0.40	396.00
24-Jan-20	Call with Debtors and intervenors regarding Uniti trial schedule (.5); review Uniti revised discovery requests (.8); review Charter motion to continue trial (.6).	Goren, Todd M.	1.90	2,327.50
24-Jan-20	Call with Debtors and intervenors regarding Uniti trial schedule.	Levitt, Jamie A.	0.50	662.50
24-Jan-20	Review Charter motion to continue trial.	Marinuzzi, Lorenzo	0.60	855.00
24-Jan-20	Call with Debtors and intervenors regarding Uniti trial schedule.	Rappoport, Steve	0.50	465.00
24-Jan-20	Analyze Charter's motion to continue March 30 trial (.8); draft summary of same (.6).	Richardson Arnould, Ka	1.40	910.00
27-Jan-20	Correspond with internal working group and Kirkland team regarding responses and objections to discovery regarding Uniti litigation.	Damast, Craig A.	0.40	396.00
27-Jan-20	Review Uniti proposed discovery (.4) and Debtors' response to same (.5); call with intervenors and Debtors regarding same and trial schedule (.3); correspond with internal working group regarding same (.2).	Goren, Todd M.	1.40	1,715.00
27-Jan-20	Call with intervenors and Debtors regarding Uniti proposed discovery and trial schedule.	Rappoport, Steve	0.30	279.00
28-Jan-20	Correspond with internal working group and Kirkland team regarding Uniti trial schedule and logistics (.2); correspond with internal working group regarding summary of Charter motion to continue trial (.1); review same (.3); correspond with internal working group and Kirkland team regarding draft bifurcation stipulation regarding Uniti litigation (.2); review same (.3).	Damast, Craig A.	1.10	1,089.00
28-Jan-20	Review and analyze proposed amended scheduling stipulation in Uniti matter (.4); correspond with Debtors and internal working group regarding same (.3).	Goren, Todd M.	0.70	857.50
28-Jan-20	Review and revise summary of recent Charter pleadings.	Marinuzzi, Lorenzo	0.40	570.00
28-Jan-20	Review update from K. Richardson regarding bifurcation of litigation.	Melendez, Miranda B.	0.10	71.00
28-Jan-20	Revise Committee memorandum regarding Charter's motion to continue March 30 trial (.8); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	0.90	585.00
29-Jan-20	Review drafts of bifurcation and scheduling stipulations with Uniti (.4); correspond with Kirkland regarding same (.2).	Goren, Todd M.	0.60	735.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
29-Jan-20	Review status of bifurcation of Uniti dispute and next steps.	Marinuzzi, Lorenzo	0.60	855.00
30-Jan-20	Correspond with internal working group and other intervenors' counsel regarding scheduling and bifurcation stipulations regarding Uniti litigation (.2); review same (.4); review court order regarding imposition of costs on Charter (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,287.00
30-Jan-20	Analyze stipulation regarding bifurcation of Uniti litigation; analyze amended scheduling order in Uniti adversary proceeding.	Ferraioli, Raff	0.20	142.00
30-Jan-20	Review updated draft of scheduling stipulation (.3); correspond with internal working group and Debtors regarding same (.3).	Goren, Todd M.	0.60	735.00
30-Jan-20	Review Windstream response to Charter issues regarding appeal (.3); review decision by Court awarding fees to Windstream (.3).	Marinuzzi, Lorenzo	0.60	855.00
30-Jan-20	Review stipulations regarding Uniti litigation.	Rappoport, Steve	0.70	651.00
31-Jan-20	Review stipulated amended scheduling order regarding Count 1 of amended complaint against Uniti (.2); review signed stipulation regarding bifurcation of Counts 3 and 4 of amended complaint (.1).	Damast, Craig A.	0.30	297.00
31-Jan-20	Correspond with Kirkland regarding amended scheduling and bifurcation orders (.2); review entered version of same (.4).	Goren, Todd M.	0.60	735.00
31-Jan-20	Review signed stipulation regarding Uniti and bifurcation.	Levitt, Jamie A.	0.70	927.50
Total: 014	Other Litigation		72.50	77,297.50
Meetings and Communications with Creditors				
06-Jan-20	Correspond with Committee regarding KEIP/KERP update.	Ferraioli, Raff	0.30	213.00
06-Jan-20	Review correspondence from G. Amato (creditor) alleging fraud.	Marinuzzi, Lorenzo	0.30	427.50
07-Jan-20	Correspond with internal working group regarding agenda for upcoming Committee call and comments (.3); review same (.1).	Damast, Craig A.	0.40	396.00
07-Jan-20	Review and revise correspondence to Committee regarding update and call.	Goren, Todd M.	0.20	245.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
07-Jan-20	Review recent pleadings for upcoming Committee call (.4); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.3); revise agenda (.1); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.9); provide comments to same (.2); draft transmittal for Committee and circulate to same (.2).	Richardson Arnould, Ka	2.60	1,690.00
08-Jan-20	Prepare for (.2) and participate on (.5) weekly Committee call.	Damast, Craig A.	0.70	693.00
08-Jan-20	Participate on weekly Committee call.	Dopsch, Peter C.	0.50	612.50
08-Jan-20	Prepare for (.2) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.70	497.00
08-Jan-20	Prepare for (.3) and participate on (.5) weekly Committee call; review Perella and Alix materials for call (.6).	Goren, Todd M.	1.40	1,715.00
08-Jan-20	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.50	405.00
08-Jan-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.50	600.00
08-Jan-20	Prepare for (.6) and participate on (.5) weekly Committee call; call with R. Seltzer (CWA) regarding case status (.2).	Marinuzzi, Lorenzo	1.30	1,852.50
08-Jan-20	Prepare for (.1) and participate on (.5) weekly Committee call.	Rappoport, Steve	0.60	558.00
08-Jan-20	Participate on weekly Committee call (.5); call with R. Seltzer (CWA) regarding case status (.2).	Richards, Erica J.	0.70	696.50
08-Jan-20	Prepare for (.3) and participate on (.5) weekly Committee call.	Richardson Arnould, Ka	0.80	520.00
09-Jan-20	Correspond with Committee regarding case update and status of KEIP/KERP.	Ferraioli, Raff	0.60	426.00
09-Jan-20	Review and revise update for Committee regarding KEIP/KERP.	Goren, Todd M.	0.20	245.00
10-Jan-20	Correspond with Committee regarding status update and KEIP.	Ferraioli, Raff	0.10	71.00
10-Jan-20	Review and revise update for Committee regarding KEIP/KERP and Uniti status.	Goren, Todd M.	0.30	367.50
12-Jan-20	Correspond with Committee regarding status of KEIP negotiations.	Ferraioli, Raff	0.30	213.00
12-Jan-20	Review and revise correspondence to Committee regarding KEIP update.	Goren, Todd M.	0.20	245.00
13-Jan-20	Call with Cherokee Asset Management regarding status.	Marinuzzi, Lorenzo	0.30	427.50
14-Jan-20	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.4).	Damast, Craig A.	0.60	594.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
14-Jan-20	Analyze agenda for upcoming Committee call; analyze correspondence regarding same.	Ferraioli, Raff	0.20	142.00
14-Jan-20	Review and revise correspondence and agenda to Committee regarding upcoming call.	Goren, Todd M.	0.30	367.50
14-Jan-20	Review recent pleadings (.4); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.2); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.4); provide comments to same (.2); draft transmittal for Committee and circulate to same (.6).	Richardson Arnould, Ka	2.30	1,495.00
15-Jan-20	Prepare for (.1) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Damast, Craig A.	0.70	693.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2); correspond with Committee regarding upcoming hearing (.1).	Ferraioli, Raff	0.90	639.00
15-Jan-20	Prepare for (.3) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.90	1,102.50
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Greer, Jocelyn Edith	0.60	486.00
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Levitt, Jamie A.	0.60	795.00
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.60	720.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.80	1,140.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Rappoport, Steve	0.80	744.00
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.60	597.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	0.80	520.00
16-Jan-20	Review and revise correspondence to Committee regarding hearing summary.	Goren, Todd M.	0.40	490.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
21-Jan-20	Correspond with internal working group and Committee members regarding agenda for upcoming Committee call (.1); review same (.2).	Damast, Craig A.	0.30	297.00
21-Jan-20	Analyze agenda for upcoming Committee call; analyze update for Committee; analyze materials for upcoming Committee call; correspond with K. Richardson regarding same.	Ferraioli, Raff	0.40	284.00
21-Jan-20	Review and revise agenda for upcoming Committee call (.3); correspond with Committee regarding same (.1).	Goren, Todd M.	0.40	490.00
21-Jan-20	Correspond with Bull Communications regarding case status.	Marinuzzi, Lorenzo	0.40	570.00
21-Jan-20	Review recent pleadings for upcoming Committee call (.4); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.3); revise agenda (.1); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.5); provide comments to same (.1); draft transmittal for Committee (.3); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	2.40	1,560.00
22-Jan-20	Prepare for (.3) and participate on (.6) weekly Committee call.	Damast, Craig A.	0.90	891.00
22-Jan-20	Participate on weekly Committee call.	Ferraioli, Raff	0.60	426.00
22-Jan-20	Prepare for (.3) and participate on (.6) weekly Committee call.	Goren, Todd M.	0.90	1,102.50
22-Jan-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	720.00
22-Jan-20	Prepare for (.4) and participate on (.6) weekly Committee call; correspond with D. Stratton regarding case status (.4).	Marinuzzi, Lorenzo	1.40	1,995.00
22-Jan-20	Participate on weekly Committee call.	Rappoport, Steve	0.60	558.00
22-Jan-20	Participate on weekly Committee call.	Richards, Erica J.	0.60	597.00
22-Jan-20	Prepare for (.2) and participate on (.6) weekly Committee call.	Richardson Arnould, Ka	0.80	520.00
23-Jan-20	Review and revise correspondence to Committee regarding Uniti trial schedule.	Goren, Todd M.	0.30	367.50
23-Jan-20	Correspond with Committee regarding status conference and updated proposed trial schedules.	Richardson Arnould, Ka	0.60	390.00
28-Jan-20	Correspond with internal working group regarding matter status and upcoming Committee call.	Damast, Craig A.	0.60	594.00
28-Jan-20	Analyze update for Committee.	Ferraioli, Raff	0.20	142.00
28-Jan-20	Review and revise correspondence to Committee regarding case status update (.3); correspond with internal working group regarding status of Committee call (.3).	Goren, Todd M.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
28-Jan-20	Review and revise update for Committee (.6); correspond with co-chairs regarding update and call status (.3).	Marinuzzi, Lorenzo	0.90	1,282.50
28-Jan-20	Revise schedule of material dates (.2); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.4); provide comments to J. Wooding regarding same (.1); draft memorandum for Committee regarding case updates in lieu of Committee call (1.1).	Richardson Arnould, Ka	2.10	1,365.00
29-Jan-20	Review weekly updates from Alix and Perella for Committee.	Goren, Todd M.	0.60	735.00
30-Jan-20	Correspond with Committee regarding status update in Uniti litigation (.3); correspond with T. Goren regarding same (.1); call with Chapter 7 trustee regarding potential distribution to Windstream (.2); correspond with L. Marinuzzi regarding same (.1).	Ferraioli, Raff	0.70	497.00
30-Jan-20	Review and revise correspondence to Committee regarding Uniti update.	Goren, Todd M.	0.20	245.00
Total: 015	Meetings and Communications with Creditors		41.70	40,004.50
Non-Working Travel				
16-Jan-20	Travel to/from White Plains to attend hearings.	Ferraioli, Raff	1.90	1,349.00
16-Jan-20	Travel to/from White Plains to attend omnibus hearing.	Goren, Todd M.	2.60	3,185.00
16-Jan-20	Travel to/from White Plains to attend hearings.	Rappoport, Steve	2.50	2,325.00
Total: 016	Non-Working Travel		7.00	6,859.00
Plan and Disclosure Statement				
21-Jan-20	Calls with White & Case (.2) and Milbank (.2) regarding status of plan term sheet; review same (.3); discuss same with L. Marinuzzi (.4).	Goren, Todd M.	1.10	1,347.50
21-Jan-20	Review status of plan term sheet (.7); calls with White & Case (.2) and Milbank (.2) regarding status of plan term sheet; discuss same with T. Goren (.4); review possible plan structures (1.1).	Marinuzzi, Lorenzo	2.60	3,705.00
23-Jan-20	Review proposed framework for plan consideration.	Marinuzzi, Lorenzo	0.70	997.50
31-Jan-20	Review parameters of term sheet for plan around Uniti settlement/lease rejection.	Marinuzzi, Lorenzo	1.20	1,710.00
Total: 017	Plan and Disclosure Statement		5.60	7,760.00

Relief from Stay and Adequate Protection

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
10-Jan-20	Analyze Debtors' objection to Niagara stay relief motion.	Richards, Erica J.	0.30	298.50
14-Jan-20	Review Niagara reply to Debtors' objection to lift stay motion.	Damast, Craig A.	0.20	198.00
14-Jan-20	Review Niagara relief from stay pleadings.	Goren, Todd M.	0.80	980.00
15-Jan-20	Review Niagara lift stay motion (.3); discuss Committee position regarding same with L. Marinuzzi (.3).	Goren, Todd M.	0.60	735.00
15-Jan-20	Review Niagara lift stay motion (.5), Debtors' objection (.6) and Niagara reply (.5); discuss Committee position regarding same with T. Goren (.3); review Sprint motion to lift stay (.4).	Marinuzzi, Lorenzo	2.30	3,277.50
15-Jan-20	Review Niagara reply in support of stay relief motion.	Richards, Erica J.	0.10	99.50
16-Jan-20	Review Sprint motion to lift stay (.3); correspond with Kirkland regarding same (.2); review Shelton lift stay motion (.3).	Marinuzzi, Lorenzo	0.80	1,140.00
17-Jan-20	Review Shelton lift stay motion (.2); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	0.40	396.00
21-Jan-20	Review status of Sprint motion (.6); call with B. Weiland (Kirkland) regarding same (.3); call with K. McGlynn (Alix) regarding due diligence on Sprint relationship (.4); review summary of additional recently filed lift stay motions (.4); correspond with Sprint counsel regarding status (.2).	Marinuzzi, Lorenzo	1.90	2,707.50
21-Jan-20	Analyze Shelton stay relief motion.	Richards, Erica J.	0.20	199.00
21-Jan-20	Analyze Shelton stay relief motion (.4); draft summary of same for internal working group (.3).	Richardson Arnould, Ka	0.70	455.00
29-Jan-20	Review Shelton memorandum of law regarding lift stay motion (.2); correspond with internal working group regarding same and summary (.2).	Damast, Craig A.	0.40	396.00
29-Jan-20	Analyze pleadings filed in connection with Shelton stay relief motion (.5); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	0.70	455.00
Total: 019	Relief from Stay and Adequate Protection		9.40	11,337.00
Reporting				
08-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.20	199.00
15-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
21-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.20	199.00
24-Jan-20	Review first day reporting.	Goren, Todd M.	0.60	735.00
29-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
31-Jan-20	Review first day report documents.	Goren, Todd M.	0.40	490.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
31-Jan-20	Review first day order reporting package.	Marinuzzi, Lorenzo	0.40	570.00
Total: 020	Reporting		2.00	2,392.00
Discovery				
03-Jan-20	Update internal database with dataroom files.	Guido, Laura	1.10	440.00
05-Jan-20	Correspond with internal working group regarding draft discovery requests.	Greer, Jocelyn Edith	0.20	162.00
06-Jan-20	Update internal database with dataroom files.	Guido, Laura	0.30	120.00
07-Jan-20	Update internal database to confirm receipt of unredacted forms of court filings.	Guido, Laura	0.40	160.00
10-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.40	525.00
13-Jan-20	Review key documents from Uniti discovery.	Goren, Todd M.	2.70	3,307.50
22-Jan-20	Update internal database with dataroom files.	Guido, Laura	1.10	440.00
22-Jan-20	Review documents uploaded to dataroom in connection with claims investigation.	Melendez, Miranda B.	0.10	71.00
23-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.90	712.50
23-Jan-20	Review key documents produced in Uniti litigation.	Goren, Todd M.	1.60	1,960.00
24-Jan-20	Download and update Relativity with newly produced Windstream (WS005, -6, -7) documents.	Bergelson, Vadim	1.70	637.50
27-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	0.70	262.50
27-Jan-20	Prepare production index.	Chan, David**	0.30	112.50
27-Jan-20	Conduct first-pass review of documents.	Westergaard, Lily Vale	7.30	4,745.00
28-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.40	525.00
30-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.30	487.50
31-Jan-20	Update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	0.90	337.50
31-Jan-20	Review key E&Y documents.	Goren, Todd M.	1.60	1,960.00
31-Jan-20	Update internal database with dataroom files.	Guido, Laura	0.40	160.00
Total: 023	Discovery		26.40	17,125.50
Hearings				
13-Jan-20	Review matters regarding January 16 hearing and coverage.	Marinuzzi, Lorenzo	0.40	570.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5892382
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Date	Services	Timekeeper	Hours	Value
14-Jan-20	Prepare upcoming hearing materials regarding Charter adversary proceeding (6.7); coordinate hearing preparation with K. Richardson (.2); prepare and submit electronic devices order for same (.2).	Guido, Laura	7.10	2,840.00
14-Jan-20	Correspond with F. Petrie (Kirkland) regarding status of January 16 hearing (.3); coordinate hearing preparation accordingly with L. Guido (.2); review recent pleadings in connection with same (.3).	Richardson Arnould, Ka	0.80	520.00
15-Jan-20	Discuss upcoming hearing with K. Richardson and R. Ferraioli.	Damast, Craig A.	0.20	198.00
15-Jan-20	Discuss upcoming hearing with K. Richardson and C. Damast; analyze agenda for same.	Ferraioli, Raff	0.30	213.00
15-Jan-20	Prepare talking points for January 16 hearing.	Goren, Todd M.	0.80	980.00
15-Jan-20	Update hearing materials regarding Charter adversary proceeding (1.7); review and revise same (.4); prepare hearing materials for Chapter 11 matters (.8); review and revise same (.6); coordinate telephonic appearance for L. Marinuzzi regarding same (.2).	Guido, Laura	3.70	1,480.00
15-Jan-20	Prepare for omnibus hearing.	Rappoport, Steve	0.60	558.00
15-Jan-20	Prepare for upcoming omnibus hearing and Uniti adversary proceeding pretrial/status conference (1.4); discuss upcoming hearing with C. Damast and R. Ferraioli (.2).	Richardson Arnould, Ka	1.60	1,040.00
16-Jan-20	Correspond with internal working group regarding updates on hearing (.4); correspond with K. Richardson regarding summary of hearing (.1); review same (.3).	Damast, Craig A.	0.80	792.00
16-Jan-20	Attend omnibus hearing (5.1) and Charter hearing (3.3).	Ferraioli, Raff	8.40	5,964.00
16-Jan-20	Prepare for (.7) and attend (2.4) omnibus hearing (partial) and Charter hearing (telephonically) (partial) (2.8).	Goren, Todd M.	5.90	7,227.50
16-Jan-20	Attend Charter hearing (telephonically) (3.3); draft summary of Charter motions for Committee (.6).	Greer, Jocelyn Edith	3.90	3,159.00
16-Jan-20	Attend omnibus hearing (5.1) and Charter hearing (telephonically) (partial) (1.6); correspond with K. Richardson regarding summary of hearing for Committee (.4).	Marinuzzi, Lorenzo	7.10	10,117.50
16-Jan-20	Prepare for (.6) and attend omnibus (5.1) and Charter (3.3) hearings; prepare summary of Charter hearing for Committee (.4).	Rappoport, Steve	9.40	8,742.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Melendez, Miranda B.	0.40	284.00
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Rappoport, Steve	0.40	372.00
26-Jan-20	Review correspondence from L. Marinuzzi regarding claims investigation.	Melendez, Miranda B.	0.20	142.00
30-Jan-20	Prepare for (.1) and participate in (.5) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Damast, Craig A.	0.70	693.00
30-Jan-20	Review correspondence from M. Melendez regarding discussion of status at internal claims investigation meeting.	Dopsch, Peter C.	0.30	367.50
30-Jan-20	Prepare for (.1) and participate in (.5) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Ferraioli, Raff	0.70	497.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1); correspond with L. Marinuzzi regarding same (.2).	Goren, Todd M.	0.80	980.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Melendez, Miranda B.	0.60	426.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Rappoport, Steve	0.60	558.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Richards, Erica J.	0.60	597.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Westergaard, Lily Vale	0.60	390.00
Total: 026	Claims Investigation		17.90	16,466.00
Lien Investigation				
02-Jan-20	Correspond with internal working group (.3) and various lender counsel (.3) regarding challenge deadline and possible consensual extension.	Damast, Craig A.	0.60	594.00
02-Jan-20	Correspond with internal working group regarding status of challenge deadline.	Goren, Todd M.	0.20	245.00
02-Jan-20	Review status of challenge deadline (.3); correspond with 1L loan parties regarding challenge extension (.1).	Marinuzzi, Lorenzo	0.40	570.00
02-Jan-20	Correspond with L. Marinuzzi regarding further extension of lien challenge deadline.	Richards, Erica J.	0.20	199.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
07-Jan-20	Correspond with internal working group and lenders' counsel regarding possible extension of challenge deadline.	Damast, Craig A.	0.20	198.00
08-Jan-20	Correspond with internal working group and various lenders regarding confirmation of extension of challenge deadline.	Damast, Craig A.	0.20	198.00
16-Jan-20	Review updated 2L 2019 statement (.4); correspond with Perella and Alix regarding same (.2).	Goren, Todd M.	0.60	735.00
22-Jan-20	Analyze first lien amended R. 2019 statement.	Ferraioli, Raff	0.10	71.00
23-Jan-20	Review lien investigation letter to lenders (.4); analyze open issues regarding same (.5).	Goren, Todd M.	0.90	1,102.50
27-Jan-20	Review status of lien investigation work streams.	Richards, Erica J.	0.60	597.00
Total: 027	Lien Investigation		4.00	4,509.50
Schedules and Statements				
21-Jan-20	Correspond with internal working group regarding Debtors' amended schedules E/F and G.	Damast, Craig A.	0.30	297.00
29-Jan-20	Correspond with internal working group regarding amended schedules.	Damast, Craig A.	0.30	297.00
30-Jan-20	Discuss amendments to Debtors' schedules E/F and G with R. Ferraioli.	Damast, Craig A.	0.30	297.00
30-Jan-20	Discuss amendments to Debtors' schedules E/F and G with C. Damast.	Ferraioli, Raff	0.30	213.00
Total: 030	Schedules and Statements		1.20	1,104.00
Time Entry Review				
17-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	284.00
20-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	426.00
21-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,704.00
22-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	284.00
23-Jan-20	Review and revise December time entries for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.10	1,567.50
Total: 032	Time Entry Review		4.90	4,265.50
Mediation				
21-Jan-20	Review status of mediation (.4); discuss same with B. Weiland (Kirkland) (.2).	Marinuzzi, Lorenzo	0.60	855.00
Total: 034	Mediation		0.60	855.00

Date	Services	Timekeeper	Hours	Value
			Current Fees	372,897.50

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,225.00	79.60	97,510.00
04458	Levitt, Jamie A.	1,325.00	4.60	6,095.00
17456	Marines, Jennifer L.	1,200.00	6.10	7,320.00
14116	Marinuzzi, Lorenzo	1,425.00	55.70	79,372.50
22181	Ferraioli, Raff	710.00	49.80	35,358.00
23534	Greer, Jocelyn Edith	810.00	26.30	21,303.00
20387	Melendez, Miranda B.	710.00	2.20	1,562.00
21823	Richardson Arnould, Ka	650.00	44.30	28,795.00
21829	Westergaard, Lily Vale	650.00	8.30	5,395.00
08676	Dopsch, Peter C.	1,225.00	2.20	2,695.00
19721	Rappoport, Steve	930.00	35.70	33,201.00
14078	Richards, Erica J.	995.00	13.00	12,935.00
17323	Damast, Craig A.	990.00	32.90	32,571.00
13849	Guido, Laura	400.00	32.20	12,880.00
15029	Bergelson, Vadim	375.00	9.30	3,487.50
99851	eDiscovery Services**	375.00	0.30	112.50
	Client Accommodation – ½ Non-Working Travel			(3,429.50)
	Client Accommodation – Time Entry Review			(4,265.50)
	TOTAL		402.50	372,897.50

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: 5892382
Invoice Date: February 27, 2020

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	1.90	2,587.50
003	Assumption and Rejection of Leases and Contracts	0.60	724.50
005	Budgeting (Case)	0.60	640.50
006	Business Operations	6.40	8,293.00
007	Case Administration	24.20	18,322.00
008	Claims Administration and Objections	6.60	7,021.00
010	Employee Benefits and Pensions	89.50	89,626.50
011	Employment and Fee Applications	8.20	4,341.00
014	Other Litigation	72.50	77,297.50
015	Meetings and Communications with Creditors	41.70	40,004.50
016	Non-Working Travel	7.00	6,859.00
017	Plan and Disclosure Statement	5.60	7,760.00
019	Relief from Stay and Adequate Protection	9.40	11,337.00
020	Reporting	2.00	2,392.00
023	Discovery	26.40	17,125.50
024	Hearings	71.30	59,061.00
026	Claims Investigation	17.90	16,466.00
027	Lien Investigation	4.00	4,509.50
030	Schedules and Statements	1.20	1,104.00
032	Time Entry Review	4.90	4,265.50
034	Mediation	0.60	855.00
	Client Accommodation – ½ Non-Working Travel		(3,429.50)
	Client Accommodation – Time Entry Review		(4,265.50)
TOTAL		402.50	372,897.50

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Description	Value
31-Jan-20	Postage	8.05
31-Jan-20	On-line Research - WESTLAW	1,952.30
31-Jan-20	On-line Research - OTHER DATABASE	697.00
12-Dec-19	Travel, parking, S. Rappoport, traveling to White Plains for hearing, 12/12/19	6.00
16-Jan-20	Travel, taxi/car service, R. Ferraioli, traveling to White Plains for hearing, 1/16/19	98.67
16-Jan-20	Travel, taxi/car service, R. Ferraioli, traveling from White Plains following hearing, 1/16/19	94.36
16-Jan-20	Travel, parking, S. Rappoport, traveling to White Plains for morning session hearing, 1/16/19	7.00
16-Jan-20	Travel, parking, S. Rappoport, traveling to White Plains for afternoon session hearing, 1/16/19	7.20
01-Jan-20	EDiscovery, Epiq Managed Services, December 2019	1,085.66
06-Jan-20	Business meals, 7 attendees, Windstream meeting, 1/6/20	140.00
13-Jan-20	Business meals, 6 attendees, Windstream meeting, 1/14/20	120.00
21-Jan-20	Business meals, 7 attendees, Windstream meeting, 1/21/20	140.00
12-Dec-19	Travel meals, S. Rappoport, lunch, in White Plains for hearing, 12/12/19	9.73
17-Jan-20	Travel meals, 5 attendees, lunch, in White Plains for hearing, 1/16/20	98.78
17-Jan-20	Court filing service, CourtCall, L. Marinuzzi, 1/16/20, hearing	198.00
17-Jan-20	Court filing service, CourtCall, K. Richardson, 1/16/20, hearing	191.00
27-Jan-20	Court filing service, CourtCall, T. Goren, 1/23/20, hearing	30.00
27-Jan-20	Court filing service, CourtCall, K. Richardson, 1/23/20, hearing	30.00
Current Disbursements		4,913.75

Invoice Number: 5892382
Invoice Date: February 27, 2020

U.S.Dollars

WIN Ex. 91
Page 46 of 47

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 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
23-Dec-19	5877787	USD	507,613.23	412,248.78	95,364.45
23-Jan-20	5883307	USD	388,826.48	312,928.08	75,898.40

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 19-22312 (RDD)

(Jointly Administered)

**OMNIBUS ORDER GRANTING FIRST
INTERIM 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 application (each an “Application” and collectively the “Applications”) [Docket Nos. 932, 934, 935, 936, 937, 938, 939, 940, 941, and 944] of the professionals (the “Professionals”) listed on **Schedule A** hereto, pursuant to sections 327, 328, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period commencing February 25, 2019 through June 30, 2019 (the “Fee Period”) in connection therewith; 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], and it appearing that no other or further notice need be provided; and

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



a hearing having been held on October 24, 2019 to consider the Applications (the “Hearing”); and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the 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 all of the proceedings had before the Court; and it appearing 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; it is

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

2. ORDERED that upon entry of this Order, the Debtors are directed and authorized 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: October 31, 2019

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Interim Fee Amounts

FIRST INTERIM FEE APPLICATIONS
FEBRUARY 25, 2019 THROUGH JUNE 30, 2019

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 First Interim Fee Application	Fees Allowed for First Interim Fee Application	Expenses Requested on First Interim Fee Application	Expenses Allowed for First Interim Fee Application
Debtor Professionals					
Katten Muchin Rosenman LLP	8/14/2019 [Docket No. 932]	\$2,019,101.50		\$87,193.59	
Kurtzman Carson Consultants LLC	8/14/2019 [Docket No. 934]	\$191,814.13		\$0	
Alvarez & Marsal North America, LLC	8/14/2019 [Docket No. 935]	\$9,023,947.50		\$442,943.16	
KPMG LLP	8/14/2019 [Docket No. 937]	\$786,054.50		\$82.52	
PJT Partners LP	8/14/2019 [Docket No. 938]	\$6,035,714.29		\$2,743.72	
Kirkland & Ellis LLP	8/14/2019 [Docket No. 941]	\$10,138,709.50		\$939,732.70	
PricewaterhouseCoopers LLP	8/14/2019 [Docket No. 944]	\$1,656,138.80		\$40,832.49	
Official Committee of Unsecured Creditors Professionals					
Morrison & Foerster LLP	8/14/2019 [Docket No. 936]	\$3,230,424.75		\$55,828.95	
AlixPartners, LLP	8/14/2019 [Docket No. 939]	\$1,491,703.00		\$10,164.06	
Perella Weinberg Partners LP	8/14/2019 [Docket No. 940]	\$776,613.00		\$20,385.20	
TOTAL		\$35,350,220.97		\$1,599,906.39	

DATE ON WHICH ORDER WAS SIGNED: 10/31/2019

INITIALS: RDD USBJ

WIN Ex. 92

Page 4 of 8

notice need be provided; and a hearing having been held on February 12, 2020 to consider the Applications (the “Hearing”); and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the 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 all of the proceedings had before the Court; and it appearing 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, it is

1. ORDERED that the Applications are granted to the extent set forth in **Schedule A** hereto. All of the Application are granted on an interim basis only with the exception of the Application of Altman Vilandrie & Company, which is granted on a final basis.

2. ORDERED that upon entry of this Order, the Debtors are directed and authorized 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.

Dated: White Plains, New York
February 13, 2020

/s/Robert D. Drain

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Fee Amounts

INTERIM FEE APPLICATIONS
JULY 1, 2019 THROUGH OCTOBER 31, 2019

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 Interim Fee Application	Fees Allowed for Interim Fee Application	Expenses Requested on Interim Fee Application	Expenses Allowed for Interim Fee Application
Debtor Professionals					
Katten Muchin Rosenman LLP	12/16/2019 [Docket No. 1319]	\$1,622,620.00	\$1,602,620.00	\$39,829.52	\$39,829.52
Kirkland & Ellis LLP	12/16/2019 [Docket No. 1327]	\$8,208,494.50	\$8,103,494.50	\$382,657.95	\$382,657.95
Alvarez & Marsal North America, LLC	12/16/2019 [Docket No. 1328]	\$6,947,428.00	\$6,947,428.00	\$341,630.26	\$341,630.26
Altman Vilandrie & Company ¹	12/16/2019 [Docket No. 1329]	\$1,021,000.00	\$1,021,000.00	\$76,304.18	\$76,304.18
KPMG LLP	12/16/2019 [Docket No. 1330]	\$1,566,202.10	\$1,566,202.10	\$805.62	\$805.62
PJT Partners LP	12/16/2019 [Docket No. 1331]	\$1,000,000.00	\$1,000,000.00	\$36,145.95	\$36,145.95
PricewaterhouseCoopers LLP	12/16/2019 [Docket No. 1332]	\$2,382,246.10	\$2,382,246.10	\$45,011.12	\$45,011.12
SolomonEdwardsGroup, LLC	12/16/2019 [Docket No. 1334]	\$1,317,853.51	\$1,317,853.51	\$141,084.53	\$141,084.53
Official Committee of Unsecured Creditors Professionals					
Morrison & Foerster LLP	12/16/2019 [Docket No. 1322]	\$2,372,700.25	\$2,372,700.25	\$40,617.11	\$40,617.11
AlixPartners, LLP	12/16/2019 [Docket No. 1323]	\$1,114,000.00	\$1,114,000.00	\$3,441.64	\$3,441.64
Perella Weinberg Partners LP	12/16/2019 [Docket No. 1326]	\$900,000.00	\$900,000.00	\$1,787.53	\$1,787.53
TOTAL		\$28,452,544.46	\$28,327,544.46	\$1,109,315.41	\$1,109,315.41

¹ This Application is granted on a final basis.

DATE ON WHICH ORDER WAS SIGNED: 2/13/2020

INITIALS: RDD USBJ

2. ORDERED that upon entry of this Order, the Debtors are directed and authorized 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.

Dated: White Plains, New York
February 13, 2020

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule A

Fee Amounts

**INTERIM FEE APPLICATIONS
 JULY 1, 2019 THROUGH OCTOBER 31, 2019**

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 Interim Fee Application	Fees Allowed for Interim Fee Application	Expenses Requested on Interim Fee Application	Expenses Allowed for Interim Fee Application
Debtor Professionals					
Katten Muchin Rosenman LLP	12/16/2019 [Docket No. 1319]	\$1,622,620.00	\$1,602,620.00	\$39,829.52	\$39,829.52
Kirkland & Ellis LLP	12/16/2019 [Docket No. 1327]	\$8,208,494.50	\$8,103,494.50	\$382,657.95	\$382,657.95
Alvarez & Marsal North America, LLC	12/16/2019 [Docket No. 1328]	\$6,947,428.00	\$6,947,428.00	\$341,630.26	\$341,630.26
Altman Vilandrie & Company ¹	12/16/2019 [Docket No. 1329]	\$1,021,000.00	\$1,021,000.00	\$76,304.18	\$76,304.18
KPMG LLP	12/16/2019 [Docket No. 1330]	\$1,566,202.10	\$1,566,202.10	\$805.62	\$805.62
PJT Partners LP	12/16/2019 [Docket No. 1331]	\$1,000,000.00	\$1,000,000.00	\$36,145.95	\$36,145.95
PricewaterhouseCoopers LLP	12/16/2019 [Docket No. 1332]	\$2,382,246.10	\$2,382,246.10	\$45,011.12	\$45,011.12
SolomonEdwardsGroup, LLC	12/16/2019 [Docket No. 1334]	\$1,317,853.51	\$1,317,853.51	\$141,084.53	\$141,084.53
Official Committee of Unsecured Creditors Professionals					
Morrison & Foerster LLP	12/16/2019 [Docket No. 1322]	\$2,372,700.25	\$2,372,700.25	\$40,617.11	\$40,617.11
AlixPartners, LLP	12/16/2019 [Docket No. 1323]	\$1,114,000.00	\$1,114,000.00	\$3,441.64	\$3,441.64
Perella Weinberg Partners LP	12/16/2019 [Docket No. 1326]	\$900,000.00	\$900,000.00	\$1,787.53	\$1,787.53
TOTAL		\$28,452,544.46	\$28,327,544.46	\$1,109,315.41	\$1,109,315.41

¹ This Application is granted on a final basis.

DATE ON WHICH ORDER WAS SIGNED: 2/13/2020

INITIALS: RDD USBJ



Main 1 617 425 8000 Fax 1 617 425 8001 www.analysisgroup.com

111 Huntington Avenue 14th Floor Boston, MA 02199

October 30, 2019

Terrence P. Ross, Esq.
Katten Muchin Rosenman LLP
2900 K Street NW
North Tower - Suite 200
Washington, DC 20007-5118

AG Case No.: 033156
Invoice No.: 899136
Taxpayer ID: 04-2727260

Re In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al.
v. Charter Communications, Inc. et al.

For professional services rendered in connection with the above referenced case for the period ending September 30, 2019, including:

- Conversations with Counsel and Client;
- Review of legal filings and produced materials;
- Review of literature on customer churn modeling;
- Construction of damages model; and
- Draft of expert report and supporting exhibits.

Current Billing:

Professional Hours		269.90
AG Professional Services	\$	122,021.00
Total Due and Payable - Current Billing	\$	<u>122,021.00</u>



Page 2

In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al. v. Charter
Communications, Inc. et al.

For the period ending September 30, 2019

Invoice 899136

Professional Hours

<u>Professional</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
J. Jarosz	Managing Principal	13.00	800.00	10,400.00
S. Hamasaki	Vice President	92.30	535.00	49,380.50
D. Jiang	Associate	35.30	455.00	16,061.50
Y. Tian	Associate	18.00	455.00	8,190.00
K. Schofield	Associate	14.00	420.00	5,880.00
Q. Auster	Analyst	40.30	330.00	13,299.00
D. Duong	Analyst	57.00	330.00	18,810.00
Total Professional Hours		<u>269.90</u>	\$	<u>122,021.00</u>





Main 1 617 425 8000 Fax 1 617 425 8001 www.analysisgroup.com

111 Huntington Avenue 14th Floor Boston, MA 02199

October 30, 2019

Terrence P. Ross, Esq.
Katten Muchin Rosenman LLP
2900 K Street NW
North Tower - Suite 200
Washington, DC 20007-5118

AG Case No.: 033156
Invoice No.: 899136
Taxpayer ID: 04-2727260

Re In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al.
v. Charter Communications, Inc. et al.

Current Billing:

Professional Hours		269.90
AG Professional Services	\$	122,021.00
Total Due and Payable - Current Billing	\$	<u>122,021.00</u>

Remit To:

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Boston, MA 02199

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December 30, 2019

Terrence P. Ross, Esq.
Katten Muchin Rosenman LLP
2900 K Street NW
North Tower - Suite 200
Washington, DC 20007-5118

AG Case No.: 033156
Invoice No.: 901309
Taxpayer ID: 04-2727260

Re **In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al.
v. Charter Communications, Inc. et al.**

For professional services rendered in connection with the above referenced case for the period ending November 30, 2019, including:

- Conversations with Counsel;
- Deposition errata;
- Review of case materials; and
- Assisted Counsel with response to motion to exclude.

Current Billing:

Professional Hours		44.30
AG Professional Services	\$	22,898.00
Total Due and Payable - Current Billing	\$	<u>22,898.00</u>



In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al. v. Charter
Communications, Inc. et al.

For the period ending November 30, 2019

Invoice 901309

Professional Hours

<u>Professional</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
J. Jarosz	Managing Principal	1.50	800.00	1,200.00
S. Hamasaki	Vice President	27.80	535.00	14,873.00
D. Jiang	Associate	6.50	455.00	2,957.50
Y. Tian	Associate	<u>8.50</u>	455.00	<u>3,867.50</u>
Total Professional Hours		<u>44.30</u>	\$	<u>22,898.00</u>



In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al. v. Charter Communications, Inc. et al.

For the period ending November 30, 2019

Invoice 901309

Professional Hours

John Jarosz

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
11/22/19	Assist with responses to motion to exclude; communication with Counsel; review case materials and academic literature.	1.50	800.00	1,200.00
	Total John Jarosz	1.50		1,200.00

Shogo Hamasaki

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
11/18/19	Assist with deposition errata; review case materials.	6.50	535.00	3,477.50
11/19/19	Assist with deposition errata; review case materials.	1.00	535.00	535.00
11/20/19	Review case materials; assist with responses to motion to exclude; communication with Counsel and staff.	7.30	535.00	3,905.50
11/21/19	Assist with responses to motion to exclude; call with Counsel; review case materials and academic literature.	6.00	535.00	3,210.00
11/22/19	Assist with responses to motion to exclude; communication with Counsel; review case materials and academic literature.	3.50	535.00	1,872.50
11/25/19	Communication with Counsel and staff.	0.50	535.00	267.50
11/26/19	Assist with responses to motion to exclude; communication with Counsel; review case materials and academic literature.	2.50	535.00	1,337.50
11/27/19	Assist with deposition errata; communication with Counsel.	0.50	535.00	267.50
	Total Shogo Hamasaki	27.80		14,873.00

Duo Jiang

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
11/18/19	Deposition review for errata.	3.00	455.00	1,365.00
11/19/19	Review deposition for errata.	1.00	455.00	455.00



In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al. v. Charter Communications, Inc. et al.

For the period ending November 30, 2019

Invoice 901309

Duo Jiang

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
11/21/19	Assistance with responses to motion.	2.50	455.00	1,137.50
	Total Duo Jiang	6.50		2,957.50

Yuan Tian

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
11/20/19	Review and prepare response to opposing party's motion.	2.50	455.00	1,137.50
11/21/19	Review and prepare response to opposing party's motion.	2.50	455.00	1,137.50
11/25/19	Support review and response of motions and briefs; call with Counsel.	1.50	455.00	682.50
11/26/19	Support review and response of motions and briefs; call with Counsel.	1.00	455.00	455.00
11/27/19	Support review and response of motions and briefs; call with Counsel.	1.00	455.00	455.00
	Total Yuan Tian	8.50		3,867.50

Total Professional Services	<u>44.30</u>	\$ <u>22,898.00</u>
------------------------------------	---------------------	----------------------------





December 30, 2019

Terrence P. Ross, Esq.
Katten Muchin Rosenman LLP
2900 K Street NW
North Tower - Suite 200
Washington, DC 20007-5118

AG Case No.: 033156
Invoice No.: 901309
Taxpayer ID: 04-2727260

Re **In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al.
v. Charter Communications, Inc. et al.**

Current Billing:

Professional Hours		44.30
AG Professional Services	\$	22,898.00
Total Due and Payable - Current Billing	\$	<u>22,898.00</u>

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111 Huntington Avenue
14th Floor
Boston, MA 02199

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Citizens Bank
Routing / ABA No.: 011500120
Account No.: 1130184460
Swift Code: CTZIUS33

Direct Deposit (EFT or ACH):

Routing / ABA No.: 211070175
Account No.: 1130184460

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January 31, 2020

Terrence P. Ross, Esq.
Katten Muchin Rosenman LLP
2900 K Street NW
North Tower - Suite 200
Washington, DC 20007-5118

AG Case No.: 033156
Invoice No.: 902401
Taxpayer ID: 04-2727260

Re **In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al.
v. Charter Communications, Inc. et al.**

For professional services rendered in connection with the above referenced case for the period ending December 31, 2019, including:

- Conversations with Counsel; and
- Assistance to Counsel regarding Daubert motion.

Current Billing:

Professional Hours		17.10
AG Professional Services	\$	9,411.00
Total Due and Payable - Current Billing	\$	<u>9,411.00</u>



In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al. v. Charter
Communications, Inc. et al.

For the period ending December 31, 2019

Invoice 902401

Professional Hours

<u>Professional</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
J. Jarosz	Managing Principal	2.50	800.00	2,000.00
S. Hamasaki	Vice President	9.60	535.00	5,136.00
Y. Tian	Associate	<u>5.00</u>	455.00	<u>2,275.00</u>
Total Professional Hours		<u>17.10</u>	\$	<u>9,411.00</u>



In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al. v. Charter
Communications, Inc. et al.

For the period ending December 31, 2019

Invoice 902401

Professional Hours

John Jarosz

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
12/09/19	Assistance with Daubert motion.	2.50	800.00	2,000.00
	Total John Jarosz	2.50		2,000.00

Shogo Hamasaki

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
12/06/19	Assist with declaration; review case materials; communication with staff.	1.10	535.00	588.50
12/09/19	Assist with opposition to motion to exclude; call with Counsel; review case materials; communication with staff.	2.00	535.00	1,070.00
12/10/19	Assist with declaration and opposition to motion to exclude; communication with Counsel and expert; review case materials.	4.00	535.00	2,140.00
12/11/19	Assist with declaration and opposition to motion to exclude; communication with staff.	2.50	535.00	1,337.50
	Total Shogo Hamasaki	9.60		5,136.00

Yuan Tian

<u>Date</u>	<u>Narrative</u>	<u>Hours</u>	<u>Rate</u>	<u>P.S. Incurred</u>
12/10/19	Review legal briefs.	2.00	455.00	910.00
12/11/19	Review legal briefs.	3.00	455.00	1,365.00
	Total Yuan Tian	5.00		2,275.00

Total Professional Services	<u>17.10</u>	\$	<u>9,411.00</u>
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January 31, 2020

Terrence P. Ross, Esq.
Katten Muchin Rosenman LLP
2900 K Street NW
North Tower - Suite 200
Washington, DC 20007-5118

AG Case No.: 033156
Invoice No.: 902401
Taxpayer ID: 04-2727260

Re **In Re: Windstream Holdings, Inc. et al. - Jarosz Windstream Holdings, Inc. et al.
v. Charter Communications, Inc. et al.**

Current Billing:

Professional Hours		17.10
AG Professional Services	\$	9,411.00
Total Due and Payable - Current Billing	\$	<u>9,411.00</u>

Remit To:

Analysis Group Inc.
111 Huntington Avenue
14th Floor
Boston, MA 02199

Wire Instructions:

Citizens Bank
Routing / ABA No.: 011500120
Account No.: 1130184460
Swift Code: CTZIUS33

Direct Deposit (EFT or ACH):

Routing / ABA No.: 211070175
Account No.: 1130184460

THIS INVOICE IS PAYABLE UPON RECEIPT
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE





National Economic Research Associates, Inc.
Tel: 415-291-1000 Fax: 415-291-1020
www.nera.com

Invoice

T. Kent Smith, Esq.
Director, Senior Counsel
Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, Arkansas 72212
USA

Date: Dec 18, 2019
Invoice No: US44250
Project No: 115067
Director: Sarah M. Butler

Reference: For professional services for the period 11/01/19 - 11/30/19 in connection with
Windstream Holdings, Inc., et al. v. Charter Communications, Inc., et al., Adv. Pro. No.
19-08246 (RDD).

	<u>Hours</u>	<u>Currency</u>	<u>Amount</u>
OFFICERS	22.75		15,356.25
SENIOR CONSULTANTS	2.00		910.00
ECONOMIC ANALYSTS	3.50		1,242.50
ECONOMIC RESEARCH STAFF	21.50		7,012.50
	<u>49.75</u>	USD	<u>24,521.25</u>
	Total	USD	24,521.25

Invoice is due upon receipt.

If by check:

National Economic Research Associates, Inc.
PO Box 7247-6754
Philadelphia, Pennsylvania 19170-6754
USA

Please remit payment to:

If by electronic means:

Bank: Citibank NA, New York, NY
ABA/Routing: 021000089
Account Number: 30758277
Account Title: National Economic Research Associates, Inc.
Swift Code: CITIUS33-Citibank NA
Chips Code: 0008

Tax ID: 95-2879539

WIN Ex. 95

Page 1 of 5

Date: Dec 18, 2019
 Invoice No: US44250
 Project No: 115067

	Hours	Amount	Description of Services Rendered		
Sarah Butler (Managing Director)				Billing Rate	675.00
Nov 19, 2019	2.00	1,350.00	Review materials. Discussions with counsel.		
Nov 20, 2019	2.00	1,350.00	Reviewed documents. Outline report.		
Nov 22, 2019	1.00	675.00	Worked on report.		
Nov 24, 2019	3.50	2,362.50	Worked on report.		
Nov 25, 2019	6.00	4,050.00	Worked on report.		
Nov 26, 2019	4.00	2,700.00	Worked on report.		
Nov 27, 2019	2.00	1,350.00	Worked on report.		
Nov 29, 2019	2.25	1,518.75	Worked on report.		
	<u>22.75</u>	<u>15,356.25</u>			
Healey Whitsett (Senior Consultant)				Billing Rate	455.00
Nov 18, 2019	0.50	227.50	Discussions with staff. Discussions with counsel.		
Nov 19, 2019	1.50	682.50	Reviewed documents. Discussions with counsel.		
	<u>2.00</u>	<u>910.00</u>			
Matthew Planesi (Analyst)				Billing Rate	355.00
Nov 27, 2019	3.50	1,242.50	Worked on report. Analyzed data.		
	<u>3.50</u>	<u>1,242.50</u>			
Kevin Guo (Associate Analyst)				Billing Rate	325.00
Nov 19, 2019	4.75	1,543.75	Document review, verbatim coding		
Nov 20, 2019	2.75	893.75	Verbatim Coding		
Nov 21, 2019	4.00	1,300.00	Verbatim coding and tabulation		
Nov 25, 2019	2.00	650.00	ostberg survey OE labeling		
Nov 26, 2019	3.00	975.00	Report proofing and numbers checks		
	<u>16.50</u>	<u>5,362.50</u>			
Kathy Wang (Associate Analyst)				Billing Rate	330.00
Nov 25, 2019	4.00	1,320.00	Survey coding and checking.		
Nov 26, 2019	1.00	330.00	Survey coding/checking.		
	<u>5.00</u>	<u>1,650.00</u>			
Total			49.75	24,521.25	USD



National Economic Research Associates, Inc.
Tel: 415-291-1000 Fax: 415-291-1020
www.nera.com

Invoice

T. Kent Smith, Esq.
Director, Senior Counsel
Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, Arkansas 72212
USA

Date: Dec 20, 2019
Invoice No: US44276
Project No: 115067
Director: Sarah M. Butler

Reference: For professional services for the period 12/01/19 - 12/31/19 in connection with
Windstream Holdings, Inc., et al. v. Charter Communications, Inc., et al., Adv. Pro. No.
19-08246 (RDD).

	<u>Hours</u>	<u>Currency</u>	<u>Amount</u>
OFFICERS	5.00		3,375.00
SENIOR CONSULTANTS	9.00		4,095.00
ECONOMIC ANALYSTS	3.50		1,242.50
ECONOMIC RESEARCH STAFF	0.50		162.50
	<u>18.00</u>	USD	<u>8,875.00</u>
	Total	USD	8,875.00

Invoice is due upon receipt.

If by check:

National Economic Research Associates, Inc.
PO Box 7247-6754
Philadelphia, Pennsylvania 19170-6754
USA

Please remit payment to:

If by electronic means:

Bank: Citibank NA, New York, NY
ABA/Routing: 021000089
Account Number: 30758277
Account Title: National Economic Research Associates, Inc.
Swift Code: CITIUS33-Citibank NA
Chips Code: 0008

Tax ID: 95-2879539

WIN Ex. 95

Page 4 of 5

Date: Dec 20, 2019
 Invoice No: US44276
 Project No: 115067

	Hours	Amount	Description of Services Rendered		
Sarah Butler (Managing Director)				Billing Rate	675.00
Dec 02, 2019	2.00	1,350.00	Worked on report.		
Dec 03, 2019	3.00	2,025.00	Worked on report.		
	<u>5.00</u>	<u>3,375.00</u>			
Healey Whitsett (Senior Consultant)				Billing Rate	455.00
Dec 02, 2019	3.00	1,365.00	Worked on report. Discussions with counsel. Discussions with staff.		
Dec 03, 2019	3.00	1,365.00	Worked on report.		
Dec 04, 2019	2.00	910.00	Worked on report.		
Dec 05, 2019	1.00	455.00	Worked on report.		
	<u>9.00</u>	<u>4,095.00</u>			
Matthew Planesi (Analyst)				Billing Rate	355.00
Dec 03, 2019	2.00	710.00	Worked on report. Managed documents.		
Dec 04, 2019	1.50	532.50	Reviewed documents. Reviewed data.		
	<u>3.50</u>	<u>1,242.50</u>			
Kevin Guo (Associate Analyst)				Billing Rate	325.00
Dec 02, 2019	0.50	162.50	data flag exhibit		
	<u>0.50</u>	<u>162.50</u>			
Total	18.00	8,875.00	USD		

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

*Conflicts Counsel to the Debtors and
Debtors in Possession*

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

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

**TWELFTH MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CONFLICTS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

Name of Applicant:	Katten Muchin Rosenman LLP	
Applicant's Role in Case:	Conflicts Counsel to Windstream Holdings, Inc., et al.	
Date Order of Employment Signed:	April 22, 2019 [Docket No. 369]	
Time Period Covered by this Statement:	Beginning of Period	End of Period²
	February 1, 2020	February 29, 2020

Summary of Total Fees and Expenses Requested:³	
Total fees requested in this statement:	\$407,625.40 (80% of \$509,531.75)
Total expenses requested in this statement:	\$11,402.47
Total fees and expenses requested in this statement:	\$419,027.87
This is a(n): <u> X </u> Monthly Application <u> </u> Interim Application <u> </u> Final Application	

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

² This statement consists of fees and expenses from February 1, 2020, through February 29, 2020.

³ As an accommodation to the Debtors' estates, Katten has voluntarily reduced its fees by \$34,341.75 and its expenses by \$5,746.94, for a total discount of \$40,088.69. This includes a 50% discount for fees incurred in Matter Category 2 (Retention and Fee Applications). Katten will not seek compensation or reimbursement for these amounts.

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 369], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period From February 1, 2020 Through February 29, 2020* (this “Fee Statement”).⁴ Specifically, Katten seeks (i) interim allowance of \$509,531.75 for the reasonable compensation for actual, necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$407,625.40, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Katten rendered during the Fee Period (i.e., \$509,531.75); (iii) allowance and payment of \$11,402,47 in expenses for the actual, necessary expenses that Katten incurred in connection with rendering such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

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

⁴ The period from February 1, 2020, through and including February 29, 2020 is referred to herein as the “Fee Period”).

filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

Notice

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

WHEREFORE, Katten, in connection with services rendered on behalf of the Debtors, respectfully requests: (i) interim allowance of \$509,531.75 for the reasonable and necessary legal services that Katten rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$407,625.40, which is equal to 80% of the total amount of compensation sought for reasonable and necessary legal services that Katten rendered to the Debtors (i.e., \$509,531.75); and (iii) allowance and payment of \$11,402.47 for the actual and necessary expenses that Katten incurred in connection with such services during the Fee Period

Dated: March 19, 2020
New York, NY

By: /s/ Steven J. Reisman
Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776
Email: sreisman@katten.com
srochester@katten.com

Conflicts Counsel to the Debtors and Debtors in Possession

Exhibit A

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

Summary of Fees and Expenses by Project Category
for the Time Period of February 1, 2020 – February 29, 2020

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

Summary of Fees and Expenses by Project Category
for the Time Period of February 1, 2020 – February 29, 2020

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications ¹	31.00	\$ 17,488.50	\$ 0.00	\$ 17,488.50
7	Adversary Proceedings, Contested Matters	28.10	26,279.50	0.00	26,279.50
8	Charter Litigation	621.00	496,072.00	16,656.79	512,728.79
11	Case Administration	3.20	2,361.50	0.00	2,361.50
19	Hearings	1.60	1,672.00	0.00	1,672.00
32	Expenses	N/A	N/A	492.62	492.62
Subtotals		684.90	\$ 543,873.50	\$ 17,149.41	\$ 561,022.91
Voluntary Reduction²			(34,341.75)	(5,746.94)	(40,088.69)
Total after Reduction		684.90	\$ 509,531.75	\$ 11,402.47	\$ 520,934.22

¹ The total amount of fees incurred in Matter Category 2 (Retention and Fee Applications) shown in this Exhibit (in the amount of \$17,488.50) is before the application of the 50% discount that Katten has voluntarily agreed to provide on account of such fees as an accommodation to the Debtors' estates.

² As an accommodation to the Debtors' estates, Katten has voluntarily reduced its fees by \$34,341.75 and its expenses by \$5,746.94, for a total discount of \$40,088.69. This includes a 50% discount for fees incurred in Matter Category 2 (Retention and Fee Applications). Katten will not seek compensation or reimbursement for these amounts.

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of February 1, 2020 – February 29, 2020

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

Attorneys' and Paraprofessionals' Information
for the Time Period of February 1, 2020 – February 29, 2020

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation ¹
Terence P. Ross	Partner	1983	Intellectual Property	\$1,045	124.40	\$ 129,998.00
Shaya Rochester	Partner	2003	Restructuring	1,045	112.30	117,353.50
Eric Seitz	Special Counsel	2009	Restructuring	945	11.60	10,962.00
Robert T. Smith	Partner	2006	Litigation	900	4.70	4,230.00
Michael R. Justus	Partner	2008	Intellectual Property	855	53.00	45,315.00
Eric T. Werlinger	Associate	2012	Litigation	855	41.20	35,226.00
Craig A. Convissar	Associate	2012	Litigation	880	1.80	1,584.00
Thomas Peabody	Associate	2014	Litigation	760	38.10	28,956.00
Kristin Lockhart	Associate	2016	Intellectual Property	680	72.80	49,504.00
Allison E. Yager	Associate	2014	Restructuring	680	8.20	5,576.00
Bryant Churbuck	Associate	2018	Restructuring	660	14.90	9,834.00
Christopher Vazquez	Associate	2017	Litigation	640	39.10	25,024.00
Grace Thompson	Associate	2019	Restructuring	565	100.60	56,839.00
Anne Lewis	Staff Attorney	2017	Intellectual Property	410	2.70	1,107.00
Totals for Attorneys					625.40	\$ 521,508.50

¹ The amounts in this column do not reflect Katten's voluntarily reduction in fees in the amount of \$34,341.75.

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation ²
Amanda Cardona	Paralegal	1	Restructuring	\$330	2.10	\$ 693.00
Daria DeLizio	Paralegal	1	Intellectual Property	400	49.20	19,680.00
Trisa R. Denson	Sr. Compliance Coordinator	10	Conflicts of Interest	390	1.50	585.00
Marie Siena	Paralegal	12	Restructuring	210	7.80	1,407.00
Totals for Paraprofessionals					59.50	\$ 22,365.00
Total Fees Requested for Attorneys and Paraprofessionals:					684.90	\$ 543,873.50³

² The amounts in this column do not reflect Katten's voluntarily reduction in fees in the amount of \$34,341.75.

³ As a courtesy to the Debtors, in connection with its interim fee application, Katten will in the future write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of February 1, 2020 – February 29, 2020**

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

**Summary of Actual and Necessary Expenses
for the Time Period of February 1, 2020 – February 29, 2020**

Expenses by Categories ¹	Amount ²
Airfare	\$ 796.80
Business Meals	547.21
Expert Fees ³	1,350.00
Court Costs, Court Reporter, Videographer	1,766.75
Legal Research	9,213.52
Local Transportation	866.23
Out of Town Travel	2,608.90
Total	\$ 17,149.41

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

² The amounts in this column do not reflect Katten’s voluntarily reduction in expenses in the amount of \$5,746.94.

³ This amount was paid to National Economic Research Associates, Inc. (“NERA”) for services rendered during the period ending January 31, 2020. NERA’s managing director, Sarah Butler, is one of Windstream’s expert witnesses in the Debtors’ adversary proceeding against Charter Communications, Inc. and Charter Communications Operating, LLC. (Case No. 19- 08246).

Exhibit D

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

**Detailed Description of Fees, Expenses and Disbursements
for the Time Period of February 1, 2020 – February 29, 2020**

Katten

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

575 Madison Avenue
New York, NY 10022-2585

March 19, 2020

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

Invoice No. 1301611549
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through February 29, 2020..... \$17,488.50

CURRENT INVOICE TOTAL: \$17,488.50

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611549
 Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
03 Feb 20	Thompson, Grace	Draft budget spreadsheet reflecting fees to date (.90); correspond with accounting regarding the same (.30); review completed budget from S. Rochester (.10)	1.30
03 Feb 20	Rochester, Shaya J.	Attend to issues regarding January monthly fee statement (.50)	0.50
04 Feb 20	Thompson, Grace	Prepare to file and coordinate filing of Third Supplemental Reisman Declaration (.20); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.50
04 Feb 20	Rochester, Shaya J.	Attend to issues regarding Monthly Fee Statement (.50); attend to issues regarding budget (.30); further revise budget based on comments from S. Reisman (.40)	1.20
05 Feb 20	Thompson, Grace	Draft and revise December allocation spreadsheet (.60); draft emails to client and accounting regarding December payment (.40); revise December MFI (.20); draft emails to accounting regarding invoice for Second Interim Fee period (.30); draft email to client on the same (.10); review all January expenses for conformity with UST guidelines (.70)	2.30
05 Feb 20	Rochester, Shaya J.	Attend to issues regarding budget (.40); attend to issues regarding interim fee hearing (.30); attend to issues regarding budget and call with S. Reisman regarding same (.30); attend to issues regarding interim fee hearing (.30)	1.30
06 Feb 20	Thompson, Grace	Correspond with I. Cheban and Lisa Quintana regarding second interim fee application invoice (.50); review non-matter 8 January prebills for privilege and confidential information (.80)	1.30
07 Feb 20	Thompson, Grace	Follow-up discussions with S. Rochester and I. Cheban regarding December Monthly Fee Invoice (.20); revise allocation and emails accordingly (.20)	0.40
08 Feb 20	Siena, Marie	Review and revise prebills for privileged and confidential information and proper matter category (1.20)	1.20
10 Feb 20	Thompson, Grace	Discuss with S. Rochester regarding Third Interim Fee Application (.10)	0.10
11 Feb 20	Thompson, Grace	Draft emails to team members regarding billing compliance (.30); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); review matter 8 pre-bills for privilege and confidential information (3.30)	3.90
12 Feb 20	Thompson, Grace	Review and revise matter 8 prebills for privilege and confidential information (3.00); further review and revise matter 8 prebills for privilege and confidential information (3.30); email various team members regarding billing compliance (.20)	6.50
15 Feb 20	Siena, Marie	Review and revise prebills for privilege and	2.00

Invoice No. 1301611549
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
16 Feb 20	Siena, Marie	confidential information and proper matter category (2.00) Review and revise prebills for privilege and confidential information and proper matter category (2.10)	2.10
18 Feb 20	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
18 Feb 20	Rochester, Shaya J.	Review January monthly fee statement for confidential and privileged information (1.00)	1.00
19 Feb 20	Siena, Marie	Review and revise monthly fee statement and tables for monthly fee statement (1.40)	1.40
19 Feb 20	Thompson, Grace	Coordinate moving of expenses to proper matter numbers (.20); draft January Monthly Fee Statement Shell (.40)	0.60
20 Feb 20	Thompson, Grace	Review, make final revisions and sign-off on January Monthly Fee Statement (1.20); call with T. Ross regarding time entry (.10); follow up regarding the same (.20); conversation with M. Siena regarding last revisions to MFS (.10)	1.60
20 Feb 20	Rochester, Shaya J.	Review January Monthly Fee Statement for compliance with Interim Comp Order and UST Guidelines (.30)	0.30
21 Feb 20	Rochester, Shaya J.	Attend to issues regarding January MFS (.20)	0.20
24 Feb 20	Thompson, Grace	Coordinate and supervise filing of January Monthly Fee Statement and courtesy copy deliveries (.20)	0.20
24 Feb 20	Rochester, Shaya J.	Review January Monthly Fee Statement for filing (.40)	0.40
25 Feb 20	Thompson, Grace	Draft email to client regarding monthly fee statement (.10); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.40
TOTALS:			31.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	4.90	1,045.00	\$5,120.50
41782	Siena, Marie	6.70	210.00	\$1,407.00
44616	Thompson, Grace	19.40	565.00	\$10,961.00
	TOTAL:	31.00		\$17,488.50

**575 Madison Avenue
New York, NY 10022-2585**

March 18, 2020

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

Invoice No. 1301611550
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through February 29, 2020.....	\$26,279.50
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CURRENT INVOICE TOTAL: \$26,279.50

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611550
Invoice Date: March 18, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
03 Feb 20	Rochester, Shaya J.	Attend to issues regarding Frontier update (.30)	0.30
04 Feb 20	Rochester, Shaya J.	Office conference with S. Reisman on Frontier (.20)	0.20
04 Feb 20	Seitz, Eric	Correspond with S. Rochester regarding memo on Bankruptcy Code section 365 (.20)	0.20
05 Feb 20	Rochester, Shaya J.	Attend to issues regarding Frontier memo (.60); call with E. Seitz regarding Frontier memo (.40)	1.00
06 Feb 20	Rochester, Shaya J.	Attend to follow-up on Frontier memo and call with E. Seitz regarding same (.20)	0.20
06 Feb 20	Seitz, Eric	Review relevant documentation (.90); draft memo on Bankruptcy Code section 365 (4.90)	5.80
07 Feb 20	Rochester, Shaya J.	Review and provide extensive comments on Frontier memo (3.10); call with E. Seitz regarding same (.30); review and provide further comments on Frontier memo (1.20)	4.60
07 Feb 20	Seitz, Eric	Review 365 memo (1.70); correspond with S. Rochester regarding same (.40)	2.10
09 Feb 20	Rochester, Shaya J.	Communications with E. Seitz regarding Frontier memo (.30)	0.30
09 Feb 20	Seitz, Eric	Correspond with S. Rochester regarding revisions to 365 memo (.20)	0.20
10 Feb 20	Rochester, Shaya J.	Call with E. Seitz regarding Frontier memo (.40); review and revise Frontier memo (1.00); attend to issues regarding Frontier memo and call with B. Churbuck regarding same (.50)	1.90
10 Feb 20	Seitz, Eric	Revise rejection memo (.70); conduct research regarding same (1.50)	2.20
11 Feb 20	Rochester, Shaya J.	Office conference with B. Churbuck regarding research on Frontier memo (.30); review and revise Frontier memo (1.30)	1.60
11 Feb 20	Seitz, Eric	Review research regarding relief from stay with respect to termination of contract (1.10)	1.10
11 Feb 20	Churbuck, Bryant	Review Frontier memo (.30); review case law regarding for relief from automatic stay as it pertains to executory contracts (2.60); confer with S. Rochester regarding same (.30); prepare email to S. Rochester regarding Frontier memo (1.80)	5.00
12 Feb 20	Rochester, Shaya J.	Review and further revise Frontier memo (1.20)	1.20
18 Feb 20	Rochester, Shaya J.	Attend to issues regarding Frontier memo (.20)	0.20
TOTALS:			28.10

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	5.00	660.00	\$3,300.00
44845	Rochester, Shaya J.	11.50	1,045.00	\$12,017.50
45319	Seitz, Eric	11.60	945.00	\$10,962.00

Attorney or Assistant	Hours	Rate	Amount
TOTAL:	28.10		\$26,279.50

**575 Madison Avenue
New York, NY 10022-2585**

March 19, 2020

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

Invoice No. 1301611531
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through February 29, 2020.....	\$496,072.00
Disbursements and other charges.....	\$16,656.79

CURRENT INVOICE TOTAL: \$512,728.79

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Feb 20	Cardona, Amanda	Organize and prepare materials related to expert depositions for hearing prep (2.10)	2.10
04 Feb 20	Peabody, Thomas P.	Analyze additional issues, arguments regarding motion to dismiss (.70); continue to review draft opposition to motion to continue (.10)	0.80
04 Feb 20	Justus, Michael R.	Review and revise motion to dismiss Charter's appeal (1.20)	1.20
04 Feb 20	Werlinger, Eric T.	Prepare for and participate in call with T. Ross and S. Rochester to discuss opposition to motion to continue (1.10); conduct legal research on Georgia and Nebraska UDTPA statutes (.40); correspond with A. Lewis regarding additional research on the same (.60); conduct legal research regarding waiver of jury trial right due to intentional conduct (1.60); revise opposition to motion for continuance (2.00)	5.70
04 Feb 20	Ross, Terence P.	Edit and revise Motion to Dismiss Notice of Appeal (2.20); telephone conference with E. Werlinger and S. Rochester regarding jury trial arguments (.80); attend to multiple emails regarding change in trial dates (.50); email to K. Smith regarding change in trial dates (.30); continue to edit and revise Motion to Dismiss (3.50); telephone conference with K. Smith regarding possible change in trial dates (.30); telephone conference with S. Rochester regarding trial dates move (.20)	7.80
04 Feb 20	Lockhart, Kristin	Correspond with T. Ross regarding client information (.30); correspond with S. Rochester regarding invoices for expert for December and January for projected budget (.30); draft email to expert regarding same (.30); follow up with S. Rochester regarding same (.30)	1.20
04 Feb 20	Thompson, Grace	Discussions with M. Siena regarding trial prep (.20); review cases cited in draft Objection to Motion to Continue regarding automatic stay (.40); research waiver of jury trial issues related to the automatic stay (2.70); discussions with S. Rochester regarding same (.50); draft email to team regarding the same (.40); pull quotes regarding automatic stay for E. Werlinger (.40); review hearing transcripts and pull quotes regarding automatic stay for E. Werlinger (.50); continue research regarding waiver of jury trial issues relating to the automatic stay (.40)	5.50
04 Feb 20	Rochester, Shaya J.	Call with T. Ross and E. Werlinger regarding objection to motion to continue trial (1.00); call with G. Thompson regarding same (.30); attend to communications with chambers regarding trial dates (.30); prepare email to client regarding revised trial schedule (.20); office conference with G. Thompson regarding research related to objection to motion to continue trial (.20); attend to research regarding objection to motion to continue trial (.70)	2.70
04 Feb 20	Lewis, Anne	Research Georgia and Nebraska UDPTA provisions in	2.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
04 Feb 20	Churbuck, Bryant	the context of equitable relief (2.70) Review case law regarding application of the automatic stay by the Supreme Court (.60)	0.60
05 Feb 20	Vazquez, Christopher	Review draft objections to motion to continue trial (1.00); review pre-trial order and administrative requirements (.70); review state law research (1.00); research Georgia Uniform Deceptive Trade Practices Act (.70); research North Carolina Unfair Deceptive Trade Practices Act (1.20); review summary judgment hearing transcript (1.40)	6.00
05 Feb 20	Peabody, Thomas P.	Continue to conduct research on laws and literature to support motion to dismiss (2.70); review law and rules regarding motion to dismiss and procedures (2.10); continue to review case pleadings and transcripts for motion (.70) review and revise draft motion (1.80); call with E. Werlinger and G. Thompson regarding additional documents for filing (.50)	7.80
05 Feb 20	Justus, Michael R.	Review and revise opposition to Charter's motion to stay trial (1.00); review and revise motion to dismiss Charter's appeal (.80)	1.80
05 Feb 20	Werlinger, Eric T.	Analyze rules regarding compliance with motions practice in bankruptcy appeals (.80); correspond with T. Peabody and R. Smith regarding the same (.40); participate in call with T. Peabody and G. Thompson regarding filing procedure for forthcoming submissions (.50); review and comment on new draft of motion to dismiss appeal as of right (.50); draft analysis for Rule 8013 for T. Ross and S. Rochester (.70)	2.90
05 Feb 20	Ross, Terence P.	Edit and revise Motion to Dismiss Charter Notice of Appeal (2.80); email from K. Smith regarding trial dates (.20); edit and revise Objections to Charter Motion to Continue Trial (3.10); multiple email exchanges regarding need for Motion and Proposed Order (.40); email to J. Kingston regarding trial dates (.30); review and incorporate edits to Motion to Dismiss and Objections to Motion to Continue Trial (1.00); email to client regarding draft briefs on Motion to Dismiss and Objections to Motion to Continue Trial (.30); conference with D. DeLizio regarding cite check and incorporate edits into Objections to Motion to Continue Trial (.50); continue to edit Motion to Dismiss Charter's Notice of Appeal (1.50)	10.10
05 Feb 20	Lockhart, Kristin	Review correspondence regarding expert invoice and draft email to S. Rochester regarding same (.30); review notes from trial prep meeting and discuss with C. Vazquez regarding additional research for trial (1.60); review and strategize deposition testimony collection and review and draft email with instructions to D. DeLizio regarding same (2.30)	4.20
05 Feb 20	Thompson, Grace	Turn changes from M. Justus and S. Rochester on	4.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Feb 20	Thompson, Grace	Objection to Motion to Continue the Trial and MTD (.50); calls with S. Rochester regarding the same and outstanding action items (.20); calls and emails with K. Lockhart and D. DeLizio regarding cite checking and finalizing of Objection to Motion to Continue (.50); call with E. Werlinger and T. Peabody regarding supplementary documents for Objection to Motion to Continue and MTD (.50); read and analyze recent First Circuit case, including District and Bankruptcy Court decision regarding damages for violations of the automatic stay (.90); perform additional research relevant to the same and related cases (1.00); pull all necessary transcript citations in Objection brief (.60); review and provide comments on trial exhibits assignment for paralegal (.60)	0.20
05 Feb 20	Rochester, Shaya J.	Discussions with S. Rochester regarding Analysis Group invoice credit (.20);	3.30
05 Feb 20	DeLizio, Daria	Attend to issues regarding trial dates (.40); review and provide comments on objection to Charter motion to continue trial (1.70); review and provide comments on motion to dismiss (1.20)	3.50
06 Feb 20	Vazquez, Christopher	Conduct legal research on brief (3.00); attend to calls and emails with K. Lockhart and G. Thompson regarding brief (.50)	4.70
06 Feb 20	Peabody, Thomas P.	Review summary judgment rulings (1.10); analyze Georgia state law elements and application (1.10); analyze North Carolina state law elements and application (.90); analyze Nebraska state law elements and application (1.00); attend call with K. Lockhart regarding the foregoing research (.60)	1.90
06 Feb 20	Justus, Michael R.	Review motion review and attend to cite-check questions (.30); draft notice of motion (.30); continue to review local rules and sample documents regarding procedures (.60); review draft opposition (.30); review draft motion to dismiss (.40)	0.60
06 Feb 20	Ross, Terence P.	Review motion to dismiss Charter appeal (.30); review and revise notice of motion to dismiss (.30)	7.00
06 Feb 20	Lockhart, Kristin	Continue to incorporate changes and address comments from litigation team on Motion to Dismiss Appeal and Opposition to Motion to Continue (3.00); attend to call with G. Thompson regarding citations for Objection (.30); multiple email exchanges with client regarding briefs to be filed (.90); finalize Objections to Charter Motion to Continue Trial (1.00); multiple email exchanges with E. Werlinger and T. Peabody regarding exhibits to Motion to Dismiss (.80); review Motion to Dismiss and strategize which exhibits to use (1.00)	0.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		for MTD (.60)	
06 Feb 20	Thompson, Grace	Call with T. Ross regarding citations for Objection to Motion to Continue the Trial (.30); meeting with S. Rochester regarding automatic stay issues (.40); revise exhibits per discussion (.40); finalize and coordinate filing of Objection to Motion to Continue the Trial (.70); draft Thompson Declaration and pull exhibits for Motion to Dismiss Charter's Appeal (1.60)	3.40
06 Feb 20	Rochester, Shaya J.	Review and provide comments on Windstream objection to Charter Motion to Continue (.30); review and provide comments on Notice of Motion to Dismiss Appeal (.50); finalize Windstream Objection to Charter Motion to Continue (.30); office conference with G. Thompson to discuss automatic stay issues and follow-up (.40); review and provide comments on Motion to Dismiss Appeal (.70); review and provide comments on Thompson Declaration (.20)	2.40
06 Feb 20	DeLizio, Daria	Conduct legal research on brief (3.00); prepare deposition designations (3.70); confer with K. Lockhart regarding deposition transcripts (.30)	7.00
07 Feb 20	Vazquez, Christopher	Conduct research on legal standard for attorneys' fees under Nebraska law (1.00); conduct research on legal standard for attorneys' fees under North Carolina law (1.50); conduct research on standard for attorneys' fees under Georgia law (1.50); attend to correspondence in preparation for upcoming hearing (.60)	4.60
07 Feb 20	Ross, Terence P.	Participate in telephone conference with S. Rochester to discuss various Bankruptcy Rule's issues concerning Motion to Dismiss (.70); email exchanges with T. Peabody regarding transcript citations (.30); telephone conference with G. Thompson regarding transcript citations (.20); incorporate S. Rochester's comments into draft Motion to Dismiss (.50); review revised Motion to Dismiss including all new comments/edits (1.30); email exchange with K. Smith regarding settlement (.30); email from S. Rochester regarding trial dates (.20); make final edits to Motion to Dismiss to bring within 5,200 word count (2.10); multiple phone calls regarding filing issues relating to Motion to Dismiss (.50); multiple emails relating to how to file Notice to Motion (.20); finalize Motion to Dismiss for filing (.50)	6.80
07 Feb 20	Lockhart, Kristin	Review Motion to Dismiss (.80); call with G. Thompson regarding filing (.20)	1.00
07 Feb 20	Thompson, Grace	Perform additional cite check of Motion to Dismiss Charter's appeal (.90); revise Thompson Declaration and exhibits per comments from T. Ross and S. Rochester (.90); finalize and coordinate filing of Motion to Dismiss Charter's Appeal (1.50); calls with T. Ross and K. Lockhart regarding the same (.20);	7.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		prepare courtesy copies and cover letters to relevant chambers and clerks from pleadings (.50); revise list of Charter's actions with new pleadings and facts (.30); research briefs and other court documents relating to contempt standard (2.20); call with S. Rochester regarding motion to dismiss (.20)	
07 Feb 20	Rochester, Shaya J.	Call with T. Ross regarding motion to dismiss (.70); call with G Thompson regarding same (.20); participate in call with T. Ross regarding filing of MTD Appeal (.20); attend to issues regarding MTD Appeal (.20)	1.30
07 Feb 20	DeLizio, Daria	Prepare deposition designations (2.00)	2.00
08 Feb 20	Thompson, Grace	Conduct research on contempt standard in cases involving automatic stay violations (2.40); revise legal section of memo on automatic stay sanctions incorporating the foregoing (1.00); revise application section of memo incorporating the foregoing and adding factual updates since June drafting (2.00); read and analyze caselaw from Opposition to Judgment on the Pleadings and Objection to Motion to continue related to automatic stay memo (1.10); review summary judgment and Daubert hearing transcripts and pull relevant quotations for memo (.60)	7.10
09 Feb 20	Thompson, Grace	Revise automatic stay sanctions memo (1.30); discussions with S. Rochester regarding same (.20); review and edit facts section and examples (1.70)	3.20
09 Feb 20	Rochester, Shaya J.	Prepare for final pre-trial conference and communications with T. Ross regarding same (.40); attend to issues regarding automatic stay research and communications with G. Thompson regarding same (.40)	0.80
10 Feb 20	Vazquez, Christopher	Attend to correspondence regarding state law remedies (.50); conduct research on state law damages case law (2.00); review briefings regarding motion to continue bench trial (1.50)	4.00
10 Feb 20	Peabody, Thomas P.	Review reply in support of motion for stay (.20)	0.20
10 Feb 20	Justus, Michael R.	Review and analyze Charter's reply brief in support of motion to continue trial (1.00)	1.00
10 Feb 20	Werlinger, Eric T.	Review and analyze Charter's reply in support of its motion for a continuance (1.90)	1.90
10 Feb 20	Ross, Terence P.	Email exchange with S. Rochester regarding agenda (1.00); email to K. Smith regarding trial (.30)	1.30
10 Feb 20	Yager, Allison E.	Review caselaw cited in Charter's reply in support of continuance of bench trial per inquiry from S. Rochester regarding same (.50)	0.50
10 Feb 20	Lockhart, Kristin	Review state law research relating to claiming damage under state statutes (3.00); discuss case research with D. DeLizio (.30); research case law on claiming damage under state statutes (4.30)	7.60
10 Feb 20	Thompson, Grace	Draft and revise email to client regarding Analysis	0.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
 Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Feb 20	Thompson, Grace	Group Invoice (.70); Draft electronic device forms for the week's hearings (.40); coordinate authorities materials assignment with paralegals (.40); answer follow-up questions regarding the same (.30); call with S. Rochester regarding outstanding action items (.20); call with S. Rochester regarding automatic stay violations memo (.20); draft agenda for pre-trial conference and hearing (.40); prepare and organize materials for Judge for pre-trial conference and hearing (1.20); prepare and organize materials for team hearing prep (1.00); prepare and organize materials for team use at hearing (1.20); correspond with team regarding hearing logistics (.20); revise case calendar and associated materials (.40); correspond with K. Lockhart regarding hearing preparation (.50)	6.40
10 Feb 20	Rochester, Shaya J.	Communications with T. Ross and G. Thompson regarding prep for Final Pre-Trial Conference (.30); calls with G. Thompson regarding work-streams (.40); review and provide comments on automatic stay research (1.40); review and annotate Charter Reply in Support of Motion to Continue (1.70); attend to issues regarding equitable subordination (.50)	4.30
10 Feb 20	DeLizio, Daria	Conduct legal research on Charter's Motion to Continue the Trial Setting for Counts VI and VII Pending a Jury Trial on the Predicate Claims (Counts I-V), Debtors' Objection to Charter's Motion to Continue the Trial Setting for Counts VI and VII and Defendants' Reply in Support of Motion to Continue the Bench Trial on Counts VI and VII briefs (3.20); draft summary of research for G. Thompson (.50); draft index of authorities (1.00); confer with K. Lockhart regarding case research (.30)	5.00
11 Feb 20	Vazquez, Christopher	Conduct research on case law cited in defendants' reply in support of motion for continuance (1.50); revise summary of state law remedies (1.10); conduct further research on state law remedies (1.50)	4.10
11 Feb 20	Peabody, Thomas P.	Review Charter objections to bankruptcy judge's rulings and law cited therein (.40)	0.40
11 Feb 20	Justus, Michael R.	Analyze Charter brief in support of motion to stay trial (1.10); prepare for hearing and pre'strial conference (.70)	1.80
11 Feb 20	Ross, Terence P.	Analyze Charter reply brief on Motion to Continue Trial (1.50); attend to email to E. Werlinger regarding Charter reply (.30); prepare email to client regarding Charter reply (.20); review research on availability of jury trial under state laws (.70); prepare for Pre-Trial Hearing (2.50); travel to New York City for Pre-Trial Hearing (3.50 billed at half time)	7.00
11 Feb 20	Yager, Allison E.	Conduct research regarding Charter's reply in support	1.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Feb 20	Lockhart, Kristin	Review docket sheet and send to G. Thompson (.50); research records and draft email to client regarding counter mailer advertising expense (.90); review Charter Reply Brief to Motion to Continue, and discuss with T. Ross research regarding same (.90); conduct research on cases cited in Charter Reply Brief in support of Motion to Continue and draft email to T. Ross regarding same (.90); discussions with G. Thompson regarding same (.40); review additional case law on state law claims (.60)	4.00
12 Feb 20	Thompson, Grace	Revise automatic stay sanctions memo following meeting with S. Rochester (1.40); continue preparing materials for internal team prep and use at pretrial conference and hearing on Charter's Motion to Continue (2.10); research details of Charter's structure and business relevant to upcoming hearing (1.00); perform follow-up research on Charter's arguments in DirecTV case (.90); participate in hearing prep discussions on Charter's automatic stay violation and relevant issues on Motion to Continue (2.00); discussions with K. Lockhart regarding the same (.40); participate in multiple calls with team and E. Werlinger regarding the same (.90); draft quick-sheet on contempt standard for automatic stay violations (.40)	9.10
12 Feb 20	Rochester, Shaya J.	Call with E. Werlinger, T. Ross and M. Justus regarding Charter Reply in Support of Charter Motion to Continue Trial (.90); review cases in connection with Charter Reply in Support of Charter Motion to Continue Trial (2.20); meetings with team regarding Pre-Trial Conference (1.30); extensive preparations and meetings with team regarding Charter Reply in support of Charter Motion to Continue Trial (3.40)	7.80
13 Feb 20	Vazquez, Christopher	Review defendants' objections to report and recommendations (1.00)	1.00
13 Feb 20	Justus, Michael R.	Prepare for motion to continue hearing (2.20); attend hearing (2.80); discussions with team regarding hearing follow-up (.60)	5.60
13 Feb 20	Werlinger, Eric T.	Correspond with S. Rochester regarding hearing on Charter's motion to continue (.40); review and prepare recommendations for responding to Charter's second purported objection to Judge Drain's report and recommendation (1.20)	1.60
13 Feb 20	Ross, Terence P.	Prepare for and attend hearing on Charter Motion to Continue Trial (4.20); attend hearing (2.80); multiple emails and telephone conferences regarding follow-up work on hearing (1.00); multiple telephone conferences with K. Smith regarding hearing (.50); travel from New York back to Washington, DC (3.00 billed at half time)	10.00
13 Feb 20	Yager, Allison E.	Review plan term sheet and summarize same for S.	0.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Rochester (.40); review and summarize supplemental term sheets (.30)	
13 Feb 20	Lockhart, Kristin	Conduct legal research for case cited by Charter in hearing (1.00); review objections to bankruptcy court's R&R filed by Charter (1.60); draft response to S. Rochester regarding same (.30); attend to discussion with D. DeLizio regarding deposition designations (.60)	2.50
13 Feb 20	Thompson, Grace	Travel to White Plains for pre-trial conference and hearing on Charter's Motion to Continue the Trial (1.00 billed at half time); prepare for hearing (1.50); attend, take notes and assist with materials during hearing on Charter's Motion to Continue the Trial (2.80); travel from hearing in White Plains (1.50 billed at half time); call with S. Rochester regarding hearing follow-up action items (.20)	5.30
13 Feb 20	Rochester, Shaya J.	Prepare for hearing on Charter Motion to Trial (2.50); attend and participate at hearing on Charter Motion to Continue Trial (2.80); attend to follow-up (1.20); attend to issues regarding Charter objection to Bankruptcy Court's Report and Recommendation from January 16 Hearing (.90); attend to issues regarding proposed form of order granting Windstream motion for proposed summary judgment (1.10); attend to issues regarding automatic stay (.80)	9.30
13 Feb 20	Churbuck, Bryant	Review case law cited by Judge Drain at hearing and analyze its application to the Charter adversary proceeding (.40)	0.40
13 Feb 20	DeLizio, Daria	Review Debtors' Statement of Facts, Response to Statement of Facts, Reply Statement of Facts and Sims Declaration for deposition transcript citations and highlight deposition transcripts (1.40); confer with K. Lockhart regarding deposition designations (.60)	2.00
14 Feb 20	Vazquez, Christopher	Review notes from hearing (.50)	0.50
14 Feb 20	Peabody, Thomas P.	Analyze Charter's arguments in opposition to proposed findings and conclusions (.40); attend to emails regarding opposition response (.30)	0.70
14 Feb 20	Justus, Michael R.	Review Charter's objections to Daubert rulings (1.00); consider strategy for response to Charter's objections to Daubert rulings (.50); confer with team regarding response to Charter's objections to Daubert rulings (.60)	2.10
14 Feb 20	Convissar, Craig A.	Review of SDNY docket and recent orders/motions entered therein regarding propriety of appellate jurisdiction (1.80)	1.80
14 Feb 20	Ross, Terence P.	Review and consider question from K. Smith regarding equitable subordination (.70); draft email to K. Smith regarding equitable subordination (.50); telephone conference with team to discuss summary judgment order and responses to Charter objections (.60); review	3.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Feb 20	Thompson, Grace	Read and analyze Judge Drain Memorandum of Decision regarding Charter's Objection to the Bankruptcy Court's "R&R" (.20); review team emails on the same (.20); revise list of Charter's actions (.20); review and draft email to S. Rochester regarding Charter's Designations of the record for issues relevant to Bankruptcy Court's Memorandum of Decision (.30); coordinate with Veritext regarding additional transcription issues (.20); attend to calls with S. Rochester regarding automatic stay (.50)	1.60
19 Feb 20	Rochester, Shaya J.	Review Judge Drain opinion and communicate with team regarding same (.80); attend to issues regarding equitable subordination research per Feb 13 hearing (1.80); attend to call with A. Yager regarding court correspondence (.20); attend to issues regarding automatic stay research (3.70); calls with G. Thompson regarding same (.50); call with T. Ross regarding Order Regarding Charter's Objections to Bankruptcy Court's Report and Recommendation (.30); prepare proposed form of Order (1.00); revise Order based on comments from T. Ross (.30); attend to issues regarding budget (.30); prepare proposed Order Regarding Charter's Objections to December 18, 2019 Bankruptcy Court's Report and Recommendation (.60); prepare cover emails for Chambers regarding proposed Orders (.30)	9.80
19 Feb 20	Churbuck, Bryant	Review case law regarding equitable disallowance of claims under the Bankruptcy Code (1.90); prepare memo regarding equitable disallowance of claims under the Bankruptcy Code (1.10)	3.00
20 Feb 20	Smith, Robert T.	Analyze Charter's opposition to motion to dismiss appeal as of right (.80); review and revise reply in support of motion to dismiss appeal as of right (1.20); call with T. Peabody to discuss reply (.10)	2.10
20 Feb 20	Peabody, Thomas P.	Continue to draft reply in support of motion to dismiss appeal as of right (2.60); review internal edits to reply (.40); attend to call with R. Smith regarding same (.10)	3.10
20 Feb 20	Justus, Michael R.	Revise reply brief in support of motion to dismiss appeal (1.40); confer with T. Ross regarding reply brief (.40); revise correspondence regarding election of remedies (.40); review legal research regarding damages issues (1.30); prepare summary of damages issues (.80); confer with S. Rochester regarding trial issues (.40)	4.70
20 Feb 20	Werlinger, Eric T.	Analyze impact of Judge Drain's recent order on pending filings in Charter adversary action (.60); review draft reply brief in support of motion to dismiss appeal circulated by T. Peabody (.90)	1.50
20 Feb 20	Ross, Terence P.	Review draft reply brief in support of Motion to Dismiss (1.50); telephone conference with G.	9.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
 Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Thompson regarding transcript of Feb. 13 hearing (.20); read inequitable subordination cases (.70); edit and revise draft reply brief in support of Motion to Dismiss Appeal (2.30); conference with M. Justus regarding reply brief (.40); telephone conference with S. Rochester regarding inequitable subordination (.30); review proposed edits from R. Smith to draft reply brief (.50); continue to edit and revise draft reply brief in support of Motion to Dismiss Appeal (3.30)	
20 Feb 20	Yager, Allison E.	Review M. Justus comments to correspondence to court regarding election of equities (.10)	0.10
20 Feb 20	Thompson, Grace	Call with S. Rochester regarding automatic stay memo (.30); call with T. Ross regarding transcript (.20); coordinate additional response regarding Veritext transcription (.30); analyze damages cases cited in automatic stay sanctions memo (.50); research and analyze previous motions for contempt (2.70)	4.00
20 Feb 20	Rochester, Shaya J.	Participate in call with G. Thompson regarding automatic stay (.30); attend to issues regarding submission of second order to Chambers (.20); attend to issues regarding Reply Brief in Support of Motion to Dismiss Charter Appeal as Matter of Right (.60); attend to issues regarding equitable subordination (1.00); call with T. Ross regarding same (.30); review and provide comments on Reply Brief in Support of Motion to Dismiss Charter Appeal as Matter of Right (.70); attend to issues regarding automatic stay (.60); call with M. Justus regarding same (.40)	4.10
21 Feb 20	Smith, Robert T.	Review revised Reply in Support of Motion to Dismiss Appeal as of Right (.60)	0.60
21 Feb 20	Peabody, Thomas P.	Continue to review caselaw for reply brief (.50); review and revise draft reply brief (.70); call with T. Ross regarding reply brief (.30)	1.50
21 Feb 20	Justus, Michael R.	Revise reply brief in support of motion to dismiss appeal (.40); review legal research regarding automatic stay violations (.40); discussion with S. Rochester and T. Ross regarding trial strategy (.40)	1.20
21 Feb 20	Ross, Terence P.	Telephone conference with K. Lockhart regarding citation (.30); telephone conference with T. Peabody regarding reply brief (.30); continue to edit and revise reply brief in support of Motion to Dismiss Appeal (1.60); finalize reply brief in support of Motion to Dismiss Appeal (1.50); read memo of law by G. Thompson on trial of Count VI (1.00); telephone conference with G. Thompson regarding filing reply brief (.30); read cases cited in memo of law on trial of Count VI (1.20); confer with S. Rochester and M. Justus regarding trial strategy (.40)	6.60
21 Feb 20	Lockhart, Kristin	Review hearing transcript (.10); call with T. Ross regarding citation (.30); call with G. Thompson	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Feb 20	Thompson, Grace	regarding trial and timeline for exhibits (.40) Call with S. Rochester regarding automatic stay and contempt cases (.30); research and circulate additional opinions and briefs on the same for S. Rochester (.20); prepare to file and coordinate filing of reply to motion to dismiss (1.00); calls with T. Ross regarding motion to dismiss (.30); call with K. Lockhart regarding trial and timeline for exhibits (.40); research and circulate additional case pleadings for S. Rochester (.20)	2.40
21 Feb 20	Rochester, Shaya J.	Attend to issues regarding automatic stay (2.70); attend to call with G. Thompson regarding the same (.30); review and provide comments on revised draft Reply ISO Windstream motion to dismiss Charter appeal (.50); attend to issues regarding proposed order regarding December 18 R&R (.50); attend to issues regarding Analysis Group invoice (.20); attend to issues regarding Feb 13 Hearing Transcript and reviewing same for errors (1.60); confer with T. Ross and M. Justus regarding trial strategy (.40)	5.60
22 Feb 20	Rochester, Shaya J.	Review various emails from team (.20)	0.20
24 Feb 20	Peabody, Thomas P.	Review Judge Drain's ruling regarding continuing trial (.10)	0.10
24 Feb 20	Justus, Michael R.	Review correspondence from Court regarding trial (.40); confer with S. Rochester regarding same (.30)	0.70
24 Feb 20	Ross, Terence P.	Review and revise email regarding election of remedies on equitable subordination claims (1.80); continue preparation for damages phase of trial (1.50); analyze email on election of remedies from S. Rochester (.30); review cases regarding sanctions for violation of the automatic stay (2.30); review and analyze email from Judge Drain regarding trial (1.00)	6.90
24 Feb 20	Lockhart, Kristin	Review memorandum on contempt and related cases (1.50); draft email to G. Thompson regarding trial exhibit collection (.60); review election of remedies email to court (.40)	2.50
24 Feb 20	Thompson, Grace	Correspond and discuss with K. Lockhart trial exhibit prep (.20); office conference with S. Rochester regarding automatic stay (.20)	0.40
24 Feb 20	Rochester, Shaya J.	Office conference with G. Thompson regarding automatic stay (.20); attend to issues regarding equitable subordination (.80); attend to issues regarding election of remedies and send email to Chambers regarding same (.70); attend to issues regarding trial prep (.30); review February 13 hearing transcript and take notes (3.50); review email ruling (.30); call with M. Justus regarding same (.30); strategize potential options following email ruling (1.30)	7.40
25 Feb 20	Vazquez, Christopher	Confer with K. Lockhart regarding deposition designations (.30); designate portions of Jarosz	4.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
 Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Feb 20	Justus, Michael R.	deposition testimony for trial (2.50); designate portions of Kamin deposition testimony for trial (1.50) Analyze and review trial strategy (.80); confer with S. Rochester, T. Ross, and K. Lockhart regarding email from Chambers (.70); prepare proposed Orders on the parties' cross motions for summary judgment (1.60)	3.10
25 Feb 20	Ross, Terence P.	Attend to email exchange with K. Lockhart regarding trial preparation (.20); analyze whether to recommend to client proceeding with March trial (1.20); prepare for and participate in telephone conference with S. Rochester, M. Justus and K. Lockhart regarding Judge Drain's email on issues to be tried (.80); attend to email exchange with G. Thompson regarding transcript (.20); draft email to client explaining Judge Drain's ruling on Motion to Continue and options (.50); strategize how to present damages on Count VI at trial (1.60); attend to call with S. Rochester regarding next steps (.20)	4.70
25 Feb 20	Lockhart, Kristin	Review memo on sanctions for violation of stay (1.60); review deposition testimony of subpoena witnesses (Walker) (1.60); attend call with M. Justus, S. Rochester, and T. Ross regarding email from Judge Drain (.70); review and revise deposition designations (3.90); further review and revise deposition designations (1.90); discussion with C. Vazquez regarding deposition designations (.30)	10.00
25 Feb 20	Rochester, Shaya J.	Review email from Chambers (.30); call with team regarding same (.70); follow-up regarding same (.20); call with T. Ross regarding next steps (.20); review prior pleadings in connection with next steps (.30)	1.70
26 Feb 20	Vazquez, Christopher	Designate portions of Kamin deposition testimony for use at trial (.90); Designate portions of Borders deposition testimony for use at trial (1.90); Designate portions of Kardos transcript for use at trial (3.00)	5.80
26 Feb 20	Peabody, Thomas P.	Review draft order regarding summary judgment rulings (.50); attend to internal correspondence regarding same (.30)	0.80
26 Feb 20	Justus, Michael R.	Prepare proposed Orders on parties' cross motions for summary judgment (3.40)	3.40
26 Feb 20	Ross, Terence P.	Prepare for and participate in telephone conference with K. Smith/N. Cox to discuss how to respond to Judge Drain's trial setting (.70); draft email to Judge Drain regarding trial setting (.50); review email from court confirming trial dates (.20); approve email to Judge Drain regarding trial (.20)	1.60
26 Feb 20	Lockhart, Kristin	Discuss deposition transcripts with D. Delizio (1.50); review deposition transcripts of Charter 30(b)(6) witness (2.60); review deposition transcripts of Windstream's 30(b)(6) Witnesses (2.40); review deposition transcripts of Charter's 30(b)(6) depositions from September (3.60)	10.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
 Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
26 Feb 20	Rochester, Shaya J.	Attend to issues regarding trial (.40); Rule 26(a)(3) disclosure (.40) and proposed summary judgment orders (.50); attend to issues regarding trial prep (.50); provide comments on email to chambers regarding trial (.40); revise email to Chambers (.20); review and provide comments on proposed orders (1.30)	3.70
26 Feb 20	DeLizio, Daria	Review deposition transcripts and highlight designations (3.00); discussions with K. Lockhart regarding designations and formatting (1.50); draft chart listing deposition designations by deponent (3.00)	7.50
27 Feb 20	Smith, Robert T.	Revise proposed orders on parties' motions for summary judgment on liability (.50)	0.50
27 Feb 20	Peabody, Thomas P.	Continue to analyze draft order regarding summary judgment rulings (.20)	0.20
27 Feb 20	Justus, Michael R.	Analyze revisions to proposed summary judgment orders (.60); revise proposed orders (.30)	0.90
27 Feb 20	Werlinger, Eric T.	Review and comment on draft summary judgment order (1.00)	1.00
27 Feb 20	Ross, Terence P.	Attend to email exchange with K. Smith regarding billing (.30); email exchange with K. Smith regarding J. Auman dates for trial (.30); telephone conference with J. Jarosz regarding trial dates (.30); email exchange with M. Siena regarding trial logistics (.20); review comments from E. Werlinger and R. Smith regarding draft order on summary judgment (.50); follow up on J. Jarosz testimony for trial (.20); attend to call with S. Rochester regarding trial (.30)	2.10
27 Feb 20	Lockhart, Kristin	Review deposition transcript of Jarosz (3.00); review deposition transcript of Kardos (3.30); review deposition transcript of Kamin (2.00); finalize draft deposition designation and draft email to T. Ross and D. DeLizio regarding same (1.60)	9.90
27 Feb 20	Rochester, Shaya J.	Attend to call with T. Ross regarding trial (.30); review new contempt case (.40); review comments on MSJ orders (.40)	1.10
27 Feb 20	DeLizio, Daria	Review and revise deposition designations (2.00); discussions with K. Lockhart regarding designation content and format (1.60); continue updating deposition designation cites chart (2.90); finalize deposition designation notebooks (1.00)	7.50
28 Feb 20	Peabody, Thomas P.	Review post-motion letter filed by Charter in appeal as of right (.10)	0.10
28 Feb 20	Justus, Michael R.	Prepare list of action items for trial preparation (.80)	0.80
28 Feb 20	Ross, Terence P.	Confer with K. Lockhart regarding deposition designations and review status of same (.50); review letter from Charter to Judge Seibel (.30); strategize whether expert depositions need to be designated (.80); review and edit deposition designations (1.80)	3.40
28 Feb 20	Lockhart, Kristin	Continue to review depositions of subpoenaed fact witnesses (3.60)	3.60

WIN Ex. 99
Page 40 of 49

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
21 Feb 20	VENDOR: Ross, Terence P. INVOICE#: 4006190302211922 DATE: 2/21/2020 Attend Hearing on Charter Motion to Continue Trial - various cash tips Date Incurred: 02/13/20	14.00
21 Feb 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5796390 DATE: 2/14/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 02/03/2020; Voucher# 369216	61.11
21 Feb 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5796390 DATE: 2/14/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 02/04/2020; Voucher# 371157	76.15
21 Feb 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5796390 DATE: 2/14/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 02/06/2020; Voucher# 362863	71.69
21 Feb 20	VENDOR: Ross, Terence P. INVOICE#: 4006190302211922 DATE: 2/21/2020 Attend Hearing on Charter Motion to Continue Trial. Airfare Date Incurred: 02/05/20	796.80
24 Feb 20	VENDOR: Rochester, Shaya INVOICE#: 4025277902241744 DATE: 2/24/2020 Telephonic appearance at court hearing Date Incurred: 02/14/20	86.00
27 Feb 20	VENDOR: National Economic Research Associates, I; INVOICE#: US45157P001; DATE: 2/25/2020 - Invoice No. US45157P001; Project No. 115067; For professional services for the period 01/01/20-01/31/20 in connection with Windstream Holdings, Inc., et al. v. Charter Communications, Inc., et al., Adv. Pro. No. 19-08246 (RDD).	1,350.00
28 Feb 20	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 02/07/2020	74.00
28 Feb 20	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 02/11/2020	74.00
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/05/2020	41.79
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/20/2020	48.99
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/26/2020	48.99
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/03/2020	188.76
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/21/2020	244.94
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/19/2020	342.92
28 Feb 20	Westlaw Legal Research: YAGER,ALLISON E on 02/03/2020	48.99
28 Feb 20	Westlaw Legal Research: YAGER,ALLISON E on 02/19/2020	244.94
28 Feb 20	Westlaw Legal Research: LEWIS,ANNE C on 02/04/2020	97.98
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/20/2020	18.48
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/04/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/05/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/18/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/21/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/10/2020	83.50
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/09/2020	115.66
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/08/2020	186.84
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/12/2020	318.58
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/07/2020	357.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/11/2020	781.56
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/04/2020	48.93
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/19/2020	146.80
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/18/2020	188.54
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/13/2020	195.73
28 Feb 20	Westlaw Legal Research: WERLINGER,ERIC T on 02/03/2020	47.64

**575 Madison Avenue
New York, NY 10022-2585**

March 18, 2020

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

Invoice No. 1301611553
Client No. 392355
Matter No. 00011

FEIN: 36-2796532

Re: Case Administration (392355.00011)

For legal services rendered through February 29, 2020.....	\$2,361.50
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CURRENT INVOICE TOTAL: \$2,361.50

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

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

**575 Madison Avenue
New York, NY 10022-2585**

March 18, 2020

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

Invoice No. 1301611557
Client No. 392355
Matter No. 00019

FEIN: 36-2796532

Re: Hearings (392355.00019)

For legal services rendered through February 29, 2020.....	\$1,672.00
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CURRENT INVOICE TOTAL: \$1,672.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611557
Invoice Date: March 18, 2020

PROFESSIONAL SERVICES

Matter 00019: Hearings

Date	Attorney or Assistant	Description	Hours
12 Feb 20	Rochester, Shaya J.	Dial into and participate at omnibus fee hearing, including hearing on interim fee application (1.00); attend to follow-up with S. Reisman regarding same (.30); call with client regarding hearing (.30)	1.60
TOTALS:			<u>1.60</u>

SUMMARY OF PROFESSIONAL SERVICES

Matter 00019: Hearings

Attorney or Assistant	Hours	Rate	Amount
44845 Rochester, Shaya J.	1.60	1,045.00	\$1,672.00
TOTAL:	<u>1.60</u>		<u>\$1,672.00</u>

**575 Madison Avenue
New York, NY 10022-2585**

March 18, 2020

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

Invoice No. 1301611559
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges.....	\$492.62
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CURRENT INVOICE TOTAL: \$492.62

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

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Objection Deadline: April 17, 2020 @ 12:00 p.m.

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

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

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

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

**ELEVENTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FEBRUARY 1, 2020 THROUGH FEBRUARY 29, 2020**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the " <u>Committee</u> ")
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is Sought:	February 1, 2020 through February 29, 2020 (the " <u>Fee Period</u> ")
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$544,313.75 (80% = \$435,451.00)

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

Name of Applicant:	Morrison & Foerster LLP
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$23,499.53

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 12, 2019*, dated May 16, 2019 [Docket No. 539], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 22, 2019 [Docket No. 374] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$544,313.75 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$108,862.75, for a total fee request of \$435,451.00;⁴ and (b) reimbursement for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period in the amount of \$23,499.53.

Itemization of Services Rendered and Disbursements Incurred

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

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

³ The period from February 1, 2020 through and including February 29, 2020 is referred to herein as the “Fee Period.”

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

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

- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 571.2 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period.

Notice

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

Exhibit A

Statement of Fees and Expenses by Subject Matter

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
001	Asset Analysis and Recovery	8.30	\$8,995.00
006	Business Operations	1.90	\$2,326.50
007	Case Administration	31.10	\$26,076.00
008	Claims Administration and Objections	7.40	\$8,144.00
011	Employment and Fee Applications	3.90	\$2,973.50
014	Other Litigation	159.60	\$165,333.00
015	Meetings and Communications with Creditors	53.00	\$51,355.00
016	Non-Working Travel	9.70	\$9,700.50
017	Plan and Disclosure Statement	13.20	\$17,664.00
019	Relief from Stay and Adequate Protection	1.30	\$1,175.00
020	Reporting	0.40	\$398.00
021	Tax	0.70	\$787.00
023	Discovery	179.20	\$158,801.00
024	Hearings	31.40	\$25,958.50
026	Claims Investigation	25.50	\$23,087.00
027	Lien Investigation	3.50	\$3,467.50
030	Schedules and Statements	1.30	\$845.00
032	Time Entry Review	3.40	\$3,343.50
034	Mediation	36.40	\$42,077.50
Total Incurred:		571.2	\$552,507.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(4,850.25)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,343.50)
Total Requested:			\$544,313.75

Exhibit B

Attorney and Paraprofessional Information

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

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Goren, Todd M.	Partner	2003	Business Restructuring & Insolvency	\$1,225.00	94.60	\$115,885.00
Marines, Jennifer L.	Partner	2005	Business Restructuring & Insolvency	\$1,200.00	4.70	\$5,640.00
Marinuzzi, Lorenzo	Partner	1996	Business Restructuring & Insolvency	\$1,425.00	84.50	\$120,412.50
Peck, Geoffrey R.	Partner	1999	Finance	\$1,200.00	0.50	\$600.00
Dopsch, Peter C.	Senior Counsel	1987	Finance	\$1,225.00	3.80	\$4,655.00
Rappoport, Steve	Of Counsel	2009	Litigation	\$930.00	78.40	\$72,912.00
Richards, Erica J.	Of Counsel	2007	Business Restructuring & Insolvency	\$995.00	24.40	\$24,278.00
Buckley, Janie C.	Associate	2018	Litigation	\$710.00	20.40	\$14,484.00
Chan, Monica	Associate	2015	Litigation	\$860.00	23.60	\$20,296.00
Damast, Craig A.	Attorney	1992	Business Restructuring & Insolvency	\$990.00	39.70	\$39,303.00
Ferraioli, Raff	Associate	2016	Business Restructuring & Insolvency	\$710.00	52.70	\$37,417.00
Gayer, Amanda L.	Associate	2017	Litigation	\$780.00	24.40	\$19,032.00
Greer, Jocelyn Edith	Associate	2016	Litigation	\$810.00	23.50	\$19,035.00
Masykanova,	Associate	2013	Finance	\$910.00	3.20	\$2,912.00

Professional Person	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Aisulu						
Melendez, Miranda Bull	Associate	2017	Finance	\$710.00	5.60	\$3,976.00
Richardson Arnould, Kat	Associate	2019	Business Restructuring & Insolvency	\$650.00	45.30	\$29,445.00
Sullivan, Lauren Marie	Associate	2015	Finance	\$860.00	0.20	\$172.00
Vasiliu, Andreea R.	Associate	2013	Litigation	\$910.00	3.90	\$3,549.00
Westergaard, Lily Vale	Associate	2019	Litigation	\$650.00	14.40	\$9,360.00

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

Paraprofessional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bergelson, Vadim	eDiscovery Project Manager	10 years	Litigation	\$375.00	2.40	\$900.00
Guido, Laura	Senior Paralegal	12 years	Business Restructuring & Insolvency	\$400.00	18.80	\$7,520.00
Stephenson, Ashley M.	Paralegal	3 months	Litigation	\$375.00	0.90	\$337.50
Williams, Jenn J.	Paralegal	6 months	Tax	\$280.00	0.80	\$224.00
Zaccarelli, Monet D.	Paralegal	4 ½ years	Finance	\$325.00	0.50	\$162.50

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,183.85	290.9	\$344,382.50
Associates and Attorneys	\$744.54	256.9	\$198,981.00
Total Incurred by all Attorneys:	\$991.90	547.8	\$543,363.50
Paraprofessionals and Non-Legal Staff	\$390.76	23.4	\$9,144.00
Total Incurred:	\$967.27	571.2	\$552,507.50
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(4,850.25)
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(3,343.50)
Total Requested:	\$952.93	571.2	\$544,313.75

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Air Freight	\$14.54
Business Meals	\$624.00
Epiq eDiscovery Managed Services	\$1,728.35
Miscellaneous Disbursement - Court Filing Service	\$123.00
On-line Research - LEXIS	\$69.30
On-line Research - WESTLAW	\$5,281.50
Reporting Fees	\$15,410.95
Transportation	\$237.49
Travel	\$10.40
Total Requested	\$23,499.53

Exhibit D

MORRISON | FOERSTER

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MORRISON & FOERSTER LLP
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DENVER, NORTHERN VIRGINIA

TOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

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

Taxpayer ID # [REDACTED]
Invoice Number: 5900212
Invoice Date: March 30, 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 February 29, 2020

	<u>U.S.Dollars</u>
Current Fees	552,507.50
Client Accommodation – ½ Non-Working Travel	(4,850.25)
Client Accommodation – Time	(3,343.50)
Entry Review	
Current Fees Value	<hr/> 544,313.75
Current Disbursements	<hr/> 23,499.53
Total This Invoice	<hr/> 567,813.28 <hr/>

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

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

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
04-Feb-20	Review Alix asset ownership analysis.	Goren, Todd M.	0.70	857.50
05-Feb-20	Correspond with internal working group regarding Alix asset ownership analysis (.1); call with P. Dopsch, A. Masykanova and M. Melendez regarding same (.3); correspond with Alix team regarding same (.3); review updated analysis (1.4); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	2.30	2,277.00
05-Feb-20	Call with M. Melendez, C. Damast and A. Masykanova regarding analysis of asset ownership.	Dopsch, Peter C.	0.30	367.50
05-Feb-20	Call with P. Dopsch, C. Damast and M. Melendez regarding Alix asset ownership analysis (.3); review documents regarding same (.4).	Masykanova, Aisulu	0.70	637.00
05-Feb-20	Call with P. Dopsch, C. Damast and A. Masykanova regarding Alix asset ownership analysis.	Melendez, Miranda B.	0.30	213.00
11-Feb-20	Review Alix analysis regarding assets of non-obligors.	Goren, Todd M.	0.60	735.00
12-Feb-20	Follow up on questions regarding identity of transferors with respect to Uniti transaction.	Dopsch, Peter C.	0.20	245.00
18-Feb-20	Compare scope of security grants under 1L and 2L debt documents.	Richards, Erica J.	0.80	796.00
19-Feb-20	Correspond with R. Ferraioli and P. Dopsch regarding Uniti transaction and identity of transferors.	Sullivan, Lauren Marie	0.20	172.00
26-Feb-20	Review real estate analysis (.6); call with J. Wooding (Alix) regarding same (.3).	Goren, Todd M.	0.90	1,102.50
27-Feb-20	Review real estate analysis (.4); call with Alix and White & Case regarding same (.6); correspond with internal working group regarding next steps (.3).	Goren, Todd M.	1.30	1,592.50
Total: 001	Asset Analysis and Recovery		8.30	8,995.00
Business Operations				
03-Feb-20	Correspond with internal working group and Kirkland team regarding Verizon negotiations and possible settlement/hearing date (.3); correspond with internal working group, Perella and Alix teams regarding same and scheduling call to discuss (.3).	Damast, Craig A.	0.60	594.00
03-Feb-20	Review Verizon settlement (.4); correspond with Alix and Kirkland regarding meeting to review same (.3).	Marinuzzi, Lorenzo	0.70	997.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
07-Feb-20	Correspond with Alix regarding business plan status.	Goren, Todd M.	0.20	245.00
14-Feb-20	Call with K. McGlynn (Alix) and J. Luze (Kirkland) regarding business plan review.	Goren, Todd M.	0.40	490.00
Total: 006	Business Operations		1.90	2,326.50
Case Administration				
03-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Damast, Craig A.	1.70	1,683.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Ferraioli, Raff	1.70	1,207.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Goren, Todd M.	1.70	2,082.50
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Greer, Jocelyn Edith	1.70	1,377.00
04-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.5).	Guido, Laura	0.70	280.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Marines, Jennifer L.	1.70	2,040.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Marinuzzi, Lorenzo	1.70	2,422.50
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Rappoport, Steve	1.70	1,581.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Richards, Erica J.	1.70	1,691.50
04-Feb-20	Prepare for (.2) and participate on (.9) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.8).	Richardson Arnould, Ka	1.90	1,235.00
05-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
06-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
07-Feb-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
10-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
11-Feb-20	Participate on weekly professionals' call.	Damast, Craig A.	0.50	495.00
11-Feb-20	Participate on weekly professionals' call.	Ferraioli, Raff	0.50	355.00
11-Feb-20	Participate on weekly professionals' call.	Goren, Todd M.	0.50	612.50
11-Feb-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-Feb-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.50	600.00
11-Feb-20	Participate on weekly professionals' call.	Melendez, Miranda B.	0.50	355.00
11-Feb-20	Participate on weekly professionals' call.	Richards, Erica J.	0.50	497.50
11-Feb-20	Prepare for (.2) and participate on (.5) weekly professionals' call.	Richardson Arnould, Ka	0.70	455.00
12-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	120.00
13-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
14-Feb-20	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.40	112.00
18-Feb-20	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	594.00
18-Feb-20	Prepare for (.2) and participate on (.4) weekly professionals' call.	Ferraioli, Raff	0.60	426.00
18-Feb-20	Participate on weekly professionals' call (.4); call with Alix and Moelis regarding same (.3).	Goren, Todd M.	0.70	857.50
18-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
18-Feb-20	Correspond with R. Ferraioli regarding attendance on professionals' call.	Melendez, Miranda B.	0.10	71.00
18-Feb-20	Participate on weekly professionals' call.	Rappoport, Steve	0.40	372.00
18-Feb-20	Participate on weekly professionals' call.	Richards, Erica J.	0.40	398.00
19-Feb-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
20-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar (.1).	Guido, Laura	0.30	120.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
21-Feb-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
24-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.8).	Guido, Laura	0.90	360.00
25-Feb-20	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	284.00
25-Feb-20	Participate on weekly professionals' call.	Goren, Todd M.	0.30	367.50
25-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
25-Feb-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.30	360.00
25-Feb-20	Participate on weekly professionals' call.	Rappoport, Steve	0.30	279.00
25-Feb-20	Participate on weekly professionals' call.	Richards, Erica J.	0.30	298.50
25-Feb-20	Prepare for (.4) and participate on (.3) weekly professionals' call.	Richardson Arnould, Ka	0.70	455.00
26-Feb-20	Circulate notice of ECF filings to internal working group.	Guido, Laura	0.20	80.00
27-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.3); update case calendar (.3).	Guido, Laura	0.60	240.00
28-Feb-20	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.40	112.00
Total: 007	Case Administration		31.10	26,076.00
Claims Administration and Objections				
05-Feb-20	Review various reports regarding identity and assets of transferor subs and impact on claim settlement (.6); correspond with Alix regarding preparation of consolidated list of transfer subs and status as bond obligors and asset values for purposes of settlement objection (.4).	Marinuzzi, Lorenzo	1.00	1,425.00
12-Feb-20	Review correspondence regarding obligors under indentures.	Peck, Geoffrey R.	0.50	600.00
14-Feb-20	Correspond with internal working group, Perella and Alix teams regarding general unsecured creditor recovery analysis and projections.	Damast, Craig A.	0.40	396.00
17-Feb-20	Correspond with internal working group and Alix team regarding intercompany claims analysis.	Damast, Craig A.	0.40	396.00
20-Feb-20	Review draft of Alix and Perella presentation regarding claim recovery and allocation of plan value (.8); participate in weekly claims investigation meeting (.8).	Marinuzzi, Lorenzo	1.60	2,280.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
26-Feb-20	Correspond with internal working group regarding Committee member claims.	Damast, Craig A.	0.40	396.00
26-Feb-20	Correspond with internal working group and Alix regarding Committee member claims (.2); analyze claims register (.9).	Ferraioli, Raff	1.10	781.00
27-Feb-20	Correspond with internal working group regarding Committee member claims.	Damast, Craig A.	0.30	297.00
27-Feb-20	Call with J. Wooding (Alix) regarding claims waterfall (.3); discuss same with E. Richards (.2); analyze same (.4).	Ferraioli, Raff	0.90	639.00
27-Feb-20	Review Alix claims waterfall (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	735.00
27-Feb-20	Discuss claims waterfall with R. Ferraioli.	Richards, Erica J.	0.20	199.00
Total: 008	Claims Administration and Objections		7.40	8,144.00
Employment and Fee Applications				
05-Feb-20	Analyze notice of interim fee order; correspond with E. Richards regarding same.	Ferraioli, Raff	0.20	142.00
10-Feb-20	File and coordinate service of Perella's November fee statement (.2); file supplemental MacGreevey declaration in support of Alix retention (.2).	Guido, Laura	0.40	160.00
10-Feb-20	Call with S. Eghlimi (Perella) regarding monthly fee statement (.2); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.40	260.00
11-Feb-20	Review and compare disclosure schedules in MoFo's original retention application vs. supplemental declaration regarding same.	Guido, Laura	0.30	120.00
11-Feb-20	Review Committee professional fee applications for fee hearing and prepare narrative (.9); correspond with F. Petrie (Kirkland) regarding fee hearing (.2).	Marinuzzi, Lorenzo	1.10	1,567.50
12-Feb-20	Prepare fee application request; correspond with Windstream regarding same.	Ferraioli, Raff	0.30	213.00
27-Feb-20	Analyze Alix's monthly fee statement; coordinate filing of same.	Ferraioli, Raff	0.10	71.00
27-Feb-20	Prepare MoFo's January fee statement (.9); file and coordinate service of Alix's January fee statement (.2).	Guido, Laura	1.10	440.00
Total: 011	Employment and Fee Applications		3.90	2,973.50
Other Litigation				
02-Feb-20	Call with B. Weiland (Kirkland) regarding settlement proposal (.4); call with L. Marinuzzi regarding same (.2); correspond with Alix and Perella regarding same (.2).	Goren, Todd M.	0.80	980.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
02-Feb-20	Call with B. Weiland (Kirkland) regarding settlement proposal (.4); call with T. Goren regarding same (.2); review and revise memorandum to Committee regarding same (.2).	Marinuzzi, Lorenzo	0.80	1,140.00
03-Feb-20	Correspond with internal working group regarding draft term sheet regarding possible Uniti settlement (.2); review same (.3); correspond with internal working group, Perella and Alix teams regarding same (.4); call with White & Case regarding settlement proposal (.5).	Damast, Craig A.	1.40	1,386.00
03-Feb-20	Analyze draft settlement term sheet.	Ferraioli, Raff	0.40	284.00
03-Feb-20	Review and analyze drafts of settlement term sheet (1.2); correspond with Alix and Perella regarding same (.4); call with White & Case regarding settlement proposal (.5).	Goren, Todd M.	2.10	2,572.50
03-Feb-20	Review proposed Uniti term sheet (1.6); review timeline for approval and impact on plan process (.8); call with White & Case regarding settlement proposal (.5); call with B. Weiland (Kirkland) regarding settlement term sheet status and next steps (.4); draft memorandum to R. Ferraioli regarding authorization to share term sheet (.3).	Marinuzzi, Lorenzo	3.60	5,130.00
03-Feb-20	Review proposed settlement terms regarding Uniti litigation.	Rappoport, Steve	0.80	744.00
03-Feb-20	Analyze MoFo settlement term sheet.	Richards, Erica J.	0.20	199.00
04-Feb-20	Review revised term sheet (.3); discuss same with R. Ferraioli (.3); correspond with internal working group regarding Uniti's answer to amended complaint (.3); review and revise summary of same for Committee (.7); correspond with internal working group regarding same and revisions (.3); correspond with R. Ferraioli regarding Rule 9019 research (.2); review same (.2).	Damast, Craig A.	2.30	2,277.00
04-Feb-20	Analyze revised term sheet (.4); discuss same with C. Damast (.3); conduct and analyze legal research regarding same (3.2); draft memorandum regarding same (.7); analyze further revised term sheet (.2).	Ferraioli, Raff	4.80	3,408.00
04-Feb-20	Review and revise summary of Uniti answer (.4); review updated settlement term sheets (.7); call with B. Weiland (Kirkland) regarding same (.2); correspond with White & Case regarding same (.3).	Goren, Todd M.	1.60	1,960.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
04-Feb-20	Review and analyze revised settlement term sheet for Uniti settlement (2.6); call with B. Weiland (Kirkland) regarding same (.2); review Rule 9019 status and research as applicable to proposed settlement (.8); review discovery topics regarding settlement (.9); review summary of answer to amended Uniti complaint (.3).	Marinuzzi, Lorenzo	4.80	6,840.00
04-Feb-20	Analyze Uniti's response to Windstream's amended complaint (2.0); draft Committee memorandum regarding same (1.1); correspond with internal working group regarding same (.2); revise same (.2); finalize same and circulate to Committee (.4).	Richardson Arnould, Ka	3.90	2,535.00
05-Feb-20	Correspond with internal working group regarding revised term sheet regarding Uniti settlement (.6); review Paul Weiss letter to Kirkland regarding proposed Uniti settlement (1.1); correspond with R. Ferraioli and Committee members regarding update on proposed Uniti settlement and issues (.4).	Damast, Craig A.	2.10	2,079.00
05-Feb-20	Analyze revised term sheet (.3); analyze internal correspondence regarding same (.2); conduct and analyze legal research regarding same (1.1); analyze letter regarding same from ILs (.1); correspond with Alix regarding analysis in connection with term sheet (.2).	Ferraioli, Raff	1.90	1,349.00
05-Feb-20	Review proposed course of action regarding settlement with L. Marinuzzi (.7); review updated term sheet (.8).	Goren, Todd M.	1.50	1,837.50
05-Feb-20	Review further revised Uniti term sheet (.9); review with Kirkland concerns of Committee regarding term sheet and allocations (.4); review proposed course of action regarding settlement with T. Goren (.7); review basis of objection and outline same for drafting (.7); review Committee concerns regarding term sheet with E. Vonnegut (Davis Polk) (.3); review press releases regarding Uniti debt offering (.4); discuss impact of same with Perella (.5); review Paul Weiss letter to Company regarding proposed Uniti settlement (.4).	Marinuzzi, Lorenzo	4.30	6,127.50
06-Feb-20	Correspond with internal working group and Perella team regarding status of potential Uniti settlement.	Damast, Craig A.	0.30	297.00
06-Feb-20	Conduct and analyze legal research regarding settlement proposal.	Ferraioli, Raff	0.40	284.00
06-Feb-20	Review materials regarding Uniti debt offering (.4); correspond with Perella regarding same (.2).	Goren, Todd M.	0.60	735.00
06-Feb-20	Review status of possible Uniti settlement; call with E. Vonnegut (Davis Polk) regarding same.	Marinuzzi, Lorenzo	0.50	712.50

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
07-Feb-20	Correspond with internal working group regarding potential objection to Uniti settlement (.3); correspond with internal working group and Perella team regarding status of Uniti settlement and negotiations (.5); review summary to Committee regarding same (.5).	Damast, Craig A.	1.30	1,287.00
07-Feb-20	Draft letter to Debtors regarding status of Uniti settlement discussions.	Richards, Erica J.	0.90	895.50
10-Feb-20	Correspond with internal working group regarding status of Uniti settlement discussions and blowout materials.	Damast, Craig A.	0.40	396.00
10-Feb-20	Analyze settlement term sheets (.6); discuss same and next steps with T. Goren (.3); correspond with internal working group regarding same (.2); analyze correspondence regarding Uniti litigation schedule and upcoming deadlines (.2).	Ferraioli, Raff	1.30	923.00
10-Feb-20	Review updated draft term sheets (.8); correspond and call with Kirkland regarding same (.4); calls and correspond with H. Denman (White & Case) regarding status (.3); review settlement term sheets and next steps with R. Ferraioli (.3).	Goren, Todd M.	1.80	2,205.00
10-Feb-20	Review possible blowout material from Uniti settlement including counter offer term sheets (1.1); correspond with T. Goren regarding status of settlement and notice of same (.3); review correspondence from T. Lauria (UMB) regarding unauthorized extension of litigation deadlines and consider Committee position (.4).	Marinuzzi, Lorenzo	1.80	2,565.00
10-Feb-20	Call with C. Shore (UMB) regarding Uniti litigation schedule (.3); correspond with internal working group regarding schedule issues (.5); review cleansing materials regarding Uniti settlement discussions (.4).	Rappoport, Steve	1.20	1,116.00
10-Feb-20	Review draft cleansing materials regarding Uniti settlement discussions (.7); analyze revised Uniti settlement proposals (.6).	Richards, Erica J.	1.30	1,293.50
11-Feb-20	Discuss Uniti settlement and potential objection with T. Goren (.1); conduct and analyze legal research regarding same (1.7).	Ferraioli, Raff	1.80	1,278.00
11-Feb-20	Discuss Uniti settlement and potential objection with R. Ferraioli.	Goren, Todd M.	0.10	122.50
11-Feb-20	Review correspondence from C. Shore (UMB) to Court regarding lack of consent on extension of dates in Uniti litigation and failure to consult.	Marinuzzi, Lorenzo	0.40	570.00
11-Feb-20	Analyze Charter reply in support of motion to continue bench trial.	Richards, Erica J.	0.30	298.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Date	Services	Timekeeper	Hours	Value
12-Feb-20	Review motion papers for motion for summary judgment and partial motion to dismiss in Uniti adversary proceeding.	Chan, Monica	1.10	946.00
12-Feb-20	Correspond with J. Greer regarding Uniti litigation status.	Damast, Craig A.	0.20	198.00
12-Feb-20	Correspond with internal working group regarding litigation status and next steps.	Ferraioli, Raff	0.10	71.00
12-Feb-20	Correspond and call with White & Case regarding expert reports and settlement status (.6); review status (.3).	Goren, Todd M.	0.90	1,102.50
12-Feb-20	Review correspondence regarding settlement status.	Masykanova, Aisulu	0.30	273.00
12-Feb-20	Review internal correspondence regarding Uniti recharacterization claim (.4); conduct and analyze legal research regarding same (.4).	Richardson Arnould, Ka	0.80	520.00
13-Feb-20	Analyze proposed settlement terms (.7); conduct and analyze legal research regarding same (.9).	Ferraioli, Raff	1.60	1,136.00
13-Feb-20	Review and analyze updated settlement term sheets (.9); correspond with Kirkland regarding same (.2).	Goren, Todd M.	1.10	1,347.50
13-Feb-20	Review publicly disclosed Uniti settlement proposals (1.1); review open issues regarding settlement (.3).	Marinuzzi, Lorenzo	1.40	1,995.00
14-Feb-20	Analyze update regarding Uniti settlement (.1); conduct and analyze legal research regarding settlement proposal (.5).	Ferraioli, Raff	0.60	426.00
14-Feb-20	Review Skadden subpoena.	Rappoport, Steve	0.30	279.00
17-Feb-20	Prepare joinder to witness lists and serve same.	Rappoport, Steve	0.80	744.00
18-Feb-20	Review cleansing materials (.3); review White & Case correspondence regarding same (.2); correspond with internal working group regarding Committee joinder to plaintiffs' witness list (.2).	Damast, Craig A.	0.70	693.00
18-Feb-20	Conduct and analyze legal research regarding potential Uniti settlement.	Ferraioli, Raff	0.70	497.00
18-Feb-20	Review letter to Judge Drain regarding schedule and trial procedures (.6); review updated Uniti settlement terms sheets (.7).	Goren, Todd M.	1.30	1,592.50
18-Feb-20	Review further revised Uniti settlement term sheet as reflected in cleansing materials.	Marinuzzi, Lorenzo	0.90	1,282.50
19-Feb-20	Correspond with internal working group regarding status of Uniti settlement discussions and next steps (.5); correspond with internal working group regarding Judge's opinion regarding Charter Daubert rulings (.2).	Damast, Craig A.	0.70	693.00

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
19-Feb-20	Analyze update regarding Charter opinion; analyze update regarding proposed Uniti settlement; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	142.00
19-Feb-20	Review updated Uniti scheduling order and trial procedures letter (.4); review draft exhibit list (.7); correspond with internal working group regarding settlement research (.3).	Goren, Todd M.	1.40	1,715.00
19-Feb-20	Call and correspond with B. Weiland (Kirkland) regarding status of Uniti settlement and next steps (.6); draft memorandum to internal working group regarding status of Uniti discussions (.6).	Marinuzzi, Lorenzo	1.20	1,710.00
19-Feb-20	Review Windstream exhibit list for Uniti matter; review Judge Drain's opinion in Charter matter.	Rappoport, Steve	0.50	465.00
20-Feb-20	Review Uniti and Windstream trial exhibit lists.	Goren, Todd M.	0.70	857.50
20-Feb-20	Review letter to Judge Drain in Uniti matter.	Rappoport, Steve	0.60	558.00
21-Feb-20	Correspond with S. Rappoport regarding White & Case's forthcoming motion to strike brief in Uniti adversary proceeding.	Chan, Monica	0.10	86.00
21-Feb-20	Correspond with internal working group regarding Uniti exhibit list (.2) and exhibit lists for Debtors/intervenors (.1); call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3).	Damast, Craig A.	0.90	891.00
21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3).	Ferraioli, Raff	0.60	426.00
21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3); review follow-up research regarding same (1.2).	Goren, Todd M.	1.80	2,205.00
21-Feb-20	Correspond with T. Lauria (UMB) regarding proposed settlement and next steps (.3); call with T. Lauria and Milbank team regarding approach to Uniti litigation and proposed settlement (.6); review legal authority for expert exclusion (.8); correspond with T. Goren regarding follow-up research and litigation project for expert motions (.4).	Marinuzzi, Lorenzo	2.10	2,992.50
21-Feb-20	Review correspondence from R. Ferraioli regarding status of Uniti settlement.	Melendez, Miranda B.	0.10	71.00
21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3); review case law related to motion in limine (1.3).	Rappoport, Steve	1.90	1,767.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3).	Richards, Erica J.	0.60	597.00
21-Feb-20	Conduct legal research regarding 9019 settlements in connection with objection to same (4.2); correspond with R. Ferraioli regarding findings to same (.4).	Richardson Arnould, Ka	4.60	2,990.00
23-Feb-20	Review, analyze and research cases cited in White & Case draft motion in limine to preclude P. Chill and W. Zarakas in Uniti adversary proceeding.	Chan, Monica	0.60	516.00
23-Feb-20	Review White & Case draft motion to exclude (.8); correspond with internal working group regarding same (.3).	Goren, Todd M.	1.10	1,347.50
23-Feb-20	Correspond with P. Dopsch regarding expert testimony in Uniti litigation.	Melendez, Miranda B.	0.10	71.00
23-Feb-20	Review White & Case draft motion in limine and provide comments to T. Goren.	Rappoport, Steve	1.70	1,581.00
24-Feb-20	Review, analyze and research cases cited in White & Case draft motion in limine to preclude P. Chill and W. Zarakas in Uniti adversary proceeding (.8); correspond with S. Rappoport regarding same (.1).	Chan, Monica	0.90	774.00
24-Feb-20	Correspond with internal working group regarding White & Case draft motion in limine to preclude Uniti's experts' testimony (.2); review same (.3); correspond with internal working group regarding status update regarding Uniti litigation and possible settlement (.3); review Debtors' motion to dismiss two of Uniti's counterclaims (.4).	Damast, Craig A.	1.20	1,188.00
24-Feb-20	Review correspondence from S. Rappoport regarding status of motion in limine in connection with Uniti.	Dopsch, Peter C.	0.30	367.50
24-Feb-20	Discuss litigation status and next steps with T. Goren (.3); meet with internal working group regarding proposed Uniti settlement (1.0); discuss same with K. Richardson (.3).	Ferraioli, Raff	1.60	1,136.00
24-Feb-20	Discuss draft motion to exclude and next steps with S. Rappoport (.3); review motion to dismiss Uniti counterclaims (.4); correspond with Kirkland regarding same (.4); discuss litigation status and next steps with R. Ferraioli (.3); meet with internal working group regarding proposed Uniti settlement (1.0).	Goren, Todd M.	2.40	2,940.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
24-Feb-20	Review draft motion in limine regarding Uniti expert (.2); meet with internal working group regarding proposed Uniti settlement (1.0); review status of proposed settlement (.4); call with B. Weiland (Kirkland) regarding status of litigation settlement discussions and next steps (.4); draft memorandum to internal working group regarding status of settlement discussions (.3); review draft motion to dismiss Uniti claims (.3).	Marinuzzi, Lorenzo	2.60	3,705.00
24-Feb-20	Review correspondence regarding settlement status.	Masykanova, Aisulu	0.10	91.00
24-Feb-20	Correspond with T. Goren regarding settlement status.	Melendez, Miranda B.	0.10	71.00
24-Feb-20	Review expert reports and consider strategy for Uniti trial (1.4); discuss draft motion to exclude and next steps with T. Goren (.3); review Windstream motion to dismiss counterclaims (.8); meet with internal working group regarding proposed Uniti settlement (1.0); call with J. Winters (White & Case) regarding motion in limine (.2); correspond with internal working group regarding same (.6); prepare for oral argument (.5).	Rappoport, Steve	4.80	4,464.00
24-Feb-20	Meet with internal working group regarding proposed Uniti settlement.	Richards, Erica J.	1.00	995.00
24-Feb-20	Meet with internal working group regarding proposed Uniti settlement (1.0); discuss same with R. Ferraioli (.3).	Richardson Arnould, Ka	1.30	845.00
25-Feb-20	Correspond with internal working group regarding update on possible settlement of Uniti litigation and next steps.	Damast, Craig A.	0.30	297.00
25-Feb-20	Further review of Uniti pleadings relating to recharacterization.	Dopsch, Peter C.	0.40	490.00
25-Feb-20	Call with S. Rappoport regarding litigation planning status and potential opening points (.6); review and analyze expert reports in connection with same (.7); review and analyze questions regarding potential admissibility of exhibits (.6).	Goren, Todd M.	1.90	2,327.50
25-Feb-20	Review deposition schedule and coverage on Uniti dispute (.4); review latest settlement term sheet (.7); call with B. Weiland (Kirkland) regarding Uniti litigation and settlement discussions (.6); draft memorandum to internal working group regarding settlement status and discussions with B. Weiland (.4).	Marinuzzi, Lorenzo	2.10	2,992.50
25-Feb-20	Review Uniti exhibit objections (.6); call with T. Goren regarding litigation planning status and potential opening points (.6).	Rappoport, Steve	1.20	1,116.00
26-Feb-20	Review amended complaint.	Buckley, Janie C.	1.70	1,207.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
26-Feb-20	Correspond with internal working group regarding Uniti litigation and update regarding possible settlement (.5); correspond with internal working group regarding Uniti litigation witness lists (.3); correspond with internal working group regarding motions to preclude testimony in Uniti litigation (.2); review same (.3).	Damast, Craig A.	1.30	1,287.00
26-Feb-20	Correspond with K. Richardson regarding proposed settlement (.1); discuss status of same with T. Goren (.1); conduct and analyze legal research in connection with same (2.6); review draft motion in limine regarding Uniti experts (.3).	Ferraioli, Raff	3.10	2,201.00
26-Feb-20	Review Uniti motions in limine (.4); review proposed settlement status (.4); discuss same with R. Ferraioli (.1); correspond and call with White & Case regarding same (.2); review trustees' motion to exclude P. Chill (.4); draft Committee joinder (.1).	Goren, Todd M.	1.60	1,960.00
26-Feb-20	Compile redacted forms of Uniti adversary proceeding filings (.5); coordinate filing of joinder to motion in limine (.2).	Guido, Laura	0.70	280.00
26-Feb-20	Review draft motion in limine for Uniti experts (.8); correspond with S. Rappoport regarding status of depositions and motion in limine (.4); call with B. Weiland (Kirkland) regarding status of settlement discussions (.4); draft memorandum to internal working group regarding same (.3); call with S. Hessler (Kirkland) regarding further settlement discussions (.4); draft memorandum to internal working group regarding meetings at Kirkland and settlement (.3); review Uniti motions in limine (Small and Thomas) (.8); review L. Vanston expert report (1.3); review T. Thomas declaration (.9); review declaration of J. Small (1.4).	Marinuzzi, Lorenzo	7.00	9,975.00
26-Feb-20	Prepare joinder to motion in limine (.8); review motion in limine (.5).	Rappoport, Steve	1.30	1,209.00
27-Feb-20	Review 2L ad hoc (.2) and Committee (.2) joinders to indenture trustees' motion to preclude certain expert testimony; correspond with internal working group and Committee members regarding Uniti litigation and settlement update (.2).	Damast, Craig A.	0.60	594.00
27-Feb-20	Call with White & Case regarding potential settlement and next steps (.2); discuss same with T. Goren and E. Richards (.2); discuss settlement status and objections with internal working group (.6); conduct and analyze research regarding same (3.3).	Ferraioli, Raff	4.30	3,053.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
27-Feb-20	Review and analyze Uniti direct testimony regarding potential cross examination (1.2); review White & Case motion to preclude and joinders to same (.6); call with White & Case regarding potential settlement and next steps (.2); discuss same with R. Ferraioli and E. Richards (.2); discuss settlement status and objections with internal working group (.6).	Goren, Todd M.	2.80	3,430.00
27-Feb-20	Prepare, file and coordinate service of joinder to motion in limine (.3); compile unredacted forms of recently filed Uniti pleadings (.4).	Guido, Laura	0.70	280.00
27-Feb-20	Review intervention rights under Uniti stipulation for settlement (.6); review cases regarding rights of intervenors regarding settlement and continuation (.4); review proposed settlement objection outline and formulate strategy (1.1); review 2L and Debtor joinders in UMB in limine motion (.3).	Marinuzzi, Lorenzo	2.40	3,420.00
27-Feb-20	Review correspondence from R. Ferraioli regarding settlement update.	Melendez, Miranda B.	0.10	71.00
27-Feb-20	Discuss settlement status and next steps with internal working group.	Rappoport, Steve	0.60	558.00
27-Feb-20	Analyze UMB motion in limine (.4); discuss potential settlement and next steps with R. Ferraioli and T. Goren (.2).	Richards, Erica J.	0.60	597.00
27-Feb-20	Conduct legal research in connection with objection to 9019 settlement (3.6); draft arguments for objection to same (3.2); discuss settlement status and next steps with internal working group (.6).	Richardson Arnould, Ka	7.40	4,810.00
28-Feb-20	Review indenture trustees' letter to Debtors' boards regarding Uniti litigation and issues with proposed settlement.	Damast, Craig A.	0.20	198.00
28-Feb-20	Discuss potential settlement objection with T. Goren (.4); conduct and analyze legal research regarding same (4.9).	Ferraioli, Raff	5.30	3,763.00
28-Feb-20	Review indenture trustees' letter to Debtors' boards (.3); discuss potential settlement objection with R. Ferraioli (.4).	Goren, Todd M.	0.70	857.50
28-Feb-20	Review indenture trustees' letter to boards regarding settlement (.6); consider Committee response to letter or request of Windstream boards (.4); review draft Windstream response to in limine motions (.7); review analysis of Uniti settlement and probability of success regarding claims (.8); review litigation strategy for settlement hearing (.9); review Charter post-briefing letter to court (.3).	Marinuzzi, Lorenzo	3.70	5,272.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
28-Feb-20	Review T. Lauria (UMB) letter regarding Uniti litigation.	Rappoport, Steve	0.30	279.00
29-Feb-20	Correspond with internal working group regarding Uniti litigation (.5) and status of potential settlement and discussions (.6).	Damast, Craig A.	1.10	1,089.00
29-Feb-20	Conduct and analyze legal research regarding objection to settlement.	Ferraioli, Raff	1.10	781.00
29-Feb-20	Correspond with internal working group and Debtors regarding settlement update (.4); call and correspond with M. Brod (Milbank) regarding same (.3); review and revise response to Uniti motions in limine (.5).	Goren, Todd M.	1.20	1,470.00
29-Feb-20	Call with S. Hessler (Kirkland) regarding status of Uniti settlement (.5); draft memorandum to internal working group regarding status of settlement and splintering of creditor support (.4); call with C. Shore (UMB) regarding status of settlement and next steps (.4); review and revise correspondence to Committee regarding status update (.3).	Marinuzzi, Lorenzo	1.60	2,280.00
Total: 014	Other Litigation		159.60	165,333.00
Meetings and Communications with Creditors				
02-Feb-20	Analyze status update for Committee (.2); draft update for Committee regarding same (.4); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.70	497.00
02-Feb-20	Review and revise correspondence to Committee regarding Uniti status.	Goren, Todd M.	0.30	367.50
03-Feb-20	Correspond with Committee regarding status update and negotiations.	Ferraioli, Raff	0.20	142.00
04-Feb-20	Analyze update materials for upcoming Committee call.	Ferraioli, Raff	0.40	284.00
04-Feb-20	Review and revise agenda and update regarding upcoming Committee call (.3); review Alix presentation for Committee (.5).	Goren, Todd M.	0.80	980.00
04-Feb-20	Review recent pleadings and draft agenda for upcoming Committee call (.3); revise schedule of material dates per the Committee (.1); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.7); provide comments to J. Wooding regarding same (.2); review Perella's comparative analysis of Uniti proposals (.4); correspond with T. Goren and Perella regarding revisions to same (.3); draft, finalize and circulate memorandum to Committee regarding upcoming call (.5).	Richardson Arnould, Ka	2.80	1,820.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
05-Feb-20	Prepare for (.3) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3).	Damast, Craig A.	1.70	1,683.00
05-Feb-20	Participate on weekly Committee call.	Dopsch, Peter C.	1.10	1,347.50
05-Feb-20	Prepare for (.2) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3); correspond with internal working group regarding update for Committee (.2); correspond with Committee regarding same (.3).	Ferraioli, Raff	2.10	1,491.00
05-Feb-20	Prepare for (.4) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3); review Perella and Alix presentations for Committee call (.6); review and revise correspondence to Committee regarding update (.3); correspond with J. Grudus (AT&T) regarding Committee call and next steps (.2).	Goren, Todd M.	2.90	3,552.50
05-Feb-20	Prepare for (.2) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3).	Marines, Jennifer L.	1.60	1,920.00
05-Feb-20	Prepare for (.1) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3); correspond with J. Grudus (AT&T) and R. Seltzer (CWA) regarding call scheduling and next steps (.3).	Marinuzzi, Lorenzo	1.80	2,565.00
05-Feb-20	Participate on weekly Committee call.	Melendez, Miranda B.	1.10	781.00
05-Feb-20	Participate on weekly Committee call (1.1); follow-up discussion with Perella and Alix regarding same and next steps (.3).	Rappoport, Steve	1.40	1,302.00
05-Feb-20	Participate on weekly Committee call (1.1); follow-up discussion with Perella and Alix regarding same and next steps (.3).	Richards, Erica J.	1.40	1,393.00
05-Feb-20	Correspond with Committee regarding revised proposed settlement term sheet (.6); prepare for (.4) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3).	Richardson Arnould, Ka	2.40	1,560.00
07-Feb-20	Correspond with Committee regarding status update and Uniti settlement proposal.	Ferraioli, Raff	0.30	213.00
07-Feb-20	Review and revise correspondence to Committee regarding Uniti settlement status (.3); correspond and call with H. Denman (White & Case) regarding same (.3).	Goren, Todd M.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
07-Feb-20	Review recent pleadings and revise schedule of material dates for the Committee accordingly; draft tentative agenda for upcoming Committee call.	Richardson Arnould, Ka	0.40	260.00
10-Feb-20	Correspond with internal working group regarding update for Committee (.2); correspond with Committee regarding same (.4); analyze letters received from pro se parties (.2); discuss same with E. Richards (.1).	Ferraioli, Raff	0.90	639.00
10-Feb-20	Discuss letters received from pro se parties with R. Ferraioli.	Richards, Erica J.	0.10	99.50
11-Feb-20	Correspond with internal working group regarding agenda and materials for upcoming Committee call (.1); review same (.2).	Damast, Craig A.	0.30	297.00
11-Feb-20	Review and revise agenda and correspondence to Committee regarding upcoming call (.4); correspond with Committee co-chairs regarding same (.2).	Goren, Todd M.	0.60	735.00
11-Feb-20	Finalize agenda for upcoming Committee call (.7); correspond with J. Wooding (Alix) and F. Munshi (Perella) regarding materials for circulation to Committee (.3); correspond with Committee regarding upcoming call and February 12 omnibus hearing (.3); review financial presentation from Alix (.4); provide comments to J. Wooding regarding same (.2); correspond with internal working group regarding update for the Committee transmittal of materials for upcoming Committee call (.2).	Richardson Arnould, Ka	2.10	1,365.00
12-Feb-20	Participate on weekly Committee call.	Damast, Craig A.	0.50	495.00
12-Feb-20	Prepare for (.3) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.80	568.00
12-Feb-20	Prepare for (.2) and participate on (.5) weekly Committee call; review Alix and Perella materials for call (.6).	Goren, Todd M.	1.30	1,592.50
12-Feb-20	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.50	405.00
12-Feb-20	Meet with Crown Castle counsel regarding status of plan discussions and litigation (.3); prepare for (.4) and participate on (.5) weekly Committee call.	Marinuzzi, Lorenzo	1.20	1,710.00
12-Feb-20	Participate on weekly Committee call.	Melendez, Miranda B.	0.50	355.00
12-Feb-20	Participate on weekly Committee call.	Rappoport, Steve	0.50	465.00
12-Feb-20	Participate on weekly Committee call.	Richards, Erica J.	0.50	497.50
12-Feb-20	Prepare for (.3) and participate on (.5) weekly Committee call.	Richardson Arnould, Ka	0.80	520.00
13-Feb-20	Call with H. Denman (White & Case) regarding plan status (.3); call with G. Stien (noteholder) regarding plan/settlement (.5).	Goren, Todd M.	0.80	980.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
13-Feb-20	Call with J. Grudus (AT&T) regarding status of plan (.4); call with E. Wathen (creditor) regarding case status (.4); call with S. Friedman (Bardin Hill) regarding blowout materials (.3).	Marinuzzi, Lorenzo	1.10	1,567.50
14-Feb-20	Call with C. Koster (White & Case) regarding 2L documents (.2); correspond with Kirkland regarding same (.2); call with Windstream noteholder regarding settlement term sheets (.2).	Goren, Todd M.	0.60	735.00
14-Feb-20	Call with V. Jelesovic (creditor) regarding plan term sheets.	Marinuzzi, Lorenzo	0.30	427.50
16-Feb-20	Correspond with Kirkland regarding document sharing with Committee members; analyze and compile documents for sharing with Committee members; correspond with counsel for UMB Bank regarding same.	Ferraioli, Raff	0.40	284.00
16-Feb-20	Correspond with White & Case and Kirkland regarding information sharing request.	Goren, Todd M.	0.40	490.00
17-Feb-20	Correspond and call with White & Case regarding status.	Goren, Todd M.	0.20	245.00
18-Feb-20	Correspond with Committee regarding status of proposed settlement.	Ferraioli, Raff	0.30	213.00
18-Feb-20	Correspond with Committee regarding status of negotiations.	Goren, Todd M.	0.20	245.00
19-Feb-20	Correspond with E. Wilson (Kelley Drye) regarding Committee bylaws; correspond with L. Marinuzzi regarding same.	Ferraioli, Raff	0.40	284.00
19-Feb-20	Call and correspond with Contrarian (noteholder) regarding status of Uniti litigation and plan term sheet (.4); draft memorandum regarding call with Contrarian (.3).	Marinuzzi, Lorenzo	0.70	997.50
20-Feb-20	Review CQS letter.	Damast, Craig A.	0.30	297.00
20-Feb-20	Analyze CQS letter.	Ferraioli, Raff	0.20	142.00
20-Feb-20	Review CQS letter.	Goren, Todd M.	0.30	367.50
20-Feb-20	Call with counsel for unsecured creditor regarding case status.	Richards, Erica J.	0.30	298.50
21-Feb-20	Draft update for Committee (.3); correspond with White & Case regarding document requests (.2); analyze documents for White & Case (.4).	Ferraioli, Raff	0.90	639.00
25-Feb-20	Review agenda for upcoming Committee call (.1); correspond with K. Richardson and Committee members regarding same (.1).	Damast, Craig A.	0.20	198.00
25-Feb-20	Review and revise agenda and correspondence to Committee regarding upcoming call.	Goren, Todd M.	0.20	245.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
25-Feb-20	Draft agenda for upcoming Committee call (.7); correspond with J. Wooding (Alix), F. Munshi (Perella) and S. Eghlimi (Perella) regarding materials for circulation to Committee (.3); correspond with Committee regarding upcoming call and related materials (.3); review trading update from Perella (.2); review financial presentation from Alix (.6); provide comments and questions to J. Wooding (Alix) regarding same (.4); correspond with T. Goren and internal working group regarding update for Committee and materials for upcoming Committee call (.4).	Richardson Arnould, Ka	2.90	1,885.00
26-Feb-20	Prepare for (.3) and participate on (.6) weekly Committee call; correspond with Committee regarding status update and potential mediation session (.3); correspond with internal working group regarding same (.1).	Ferraioli, Raff	1.30	923.00
26-Feb-20	Prepare for (.3) and participate on (.6) weekly Committee call; review Alix and Perella presentations for same (.5).	Goren, Todd M.	1.40	1,715.00
26-Feb-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	720.00
26-Feb-20	Review materials for Committee from Alix (.4); participate on weekly Committee call (.6); correspond with G. Amato (creditor) regarding status of case and bond payments (.3).	Marinuzzi, Lorenzo	1.30	1,852.50
26-Feb-20	Participate on weekly Committee call.	Melendez, Miranda B.	0.60	426.00
26-Feb-20	Participate on weekly Committee call.	Richards, Erica J.	0.60	597.00
27-Feb-20	Correspond with Committee regarding case update; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	284.00
27-Feb-20	Review and revise correspondence update to Committee.	Goren, Todd M.	0.30	367.50
28-Feb-20	Review and revise correspondence with Committee regarding settlement update (.2); call and correspond with S. Friedberg regarding Windstream claims (.2).	Goren, Todd M.	0.40	490.00
28-Feb-20	Review letter from unsecured indenture trustees regarding potential Uniti settlement.	Richards, Erica J.	0.10	99.50
29-Feb-20	Correspond with Committee regarding status of settlement; correspond with internal working group regarding same.	Ferraioli, Raff	0.30	213.00
29-Feb-20	Review and revise settlement update to Committee.	Goren, Todd M.	0.40	490.00
Total: 015	Meetings and Communications with Creditors		53.00	51,355.00

Non-Working Travel

12-Feb-20	Travel to/from White Plains for omnibus hearing.	Marinuzzi, Lorenzo	1.70	2,422.50
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MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
12-Feb-20	Travel to/from White Plains for omnibus hearing.	Rappoport, Steve	2.50	2,325.00
13-Feb-20	Travel to/from White Plains for Charter hearing.	Rappoport, Steve	2.20	2,046.00
26-Feb-20	Travel to/from U. Saraon's deposition.	Gayer, Amanda L.	0.80	624.00
27-Feb-20	Travel to/from W. Zarakas' deposition.	Chan, Monica	0.60	516.00
29-Feb-20	Travel to/from Kimmel's deposition.	Rappoport, Steve	1.90	1,767.00
Total: 016	Non-Working Travel		9.70	9,700.50

Plan and Disclosure Statement

06-Feb-20	Review and analyze potential plan structures and rights offering issues (.6); correspond with Perella regarding same (.2).	Goren, Todd M.	0.80	980.00
13-Feb-20	Review and analyze plan term sheets.	Goren, Todd M.	0.70	857.50
13-Feb-20	Review multiple plan term sheets (1.2); review strategy with respect to assumed waterfall for plan (.5); review status of plan discussions with B. Weiland (Kirkland) (.3); review next steps regarding plan analysis for Perella (.6); review comparisons of term sheets over time (.4); review file regarding iterations of valuations and allocations of settlement value (.6).	Marinuzzi, Lorenzo	3.60	5,130.00
13-Feb-20	Analyze plan term sheet disclosed in blowout materials.	Richards, Erica J.	0.20	199.00
14-Feb-20	Correspond with S. Hessler (Kirkland) regarding status of plan process (.2); review plan term sheets (.7); review valuation exercise (.3).	Marinuzzi, Lorenzo	1.20	1,710.00
18-Feb-20	Review additional plan term sheet (.6); correspond with B. Weiland (Kirkland) regarding lack of notice on plan discussions (.7).	Marinuzzi, Lorenzo	1.30	1,852.50
20-Feb-20	Review Alix and Perella draft waterfall presentation (.6); call with Alix and Perella regarding same (.7).	Goren, Todd M.	1.30	1,592.50
25-Feb-20	Review and analyze proposed plan term sheets (.9); review status of same with L. Marinuzzi (.3); call with White & Case regarding same (.4).	Goren, Todd M.	1.60	1,960.00
25-Feb-20	Review proposed plan term sheets (.7); review status of same with T. Goren (.3); review potential objections to plan structure and allocations of value (.6).	Marinuzzi, Lorenzo	1.60	2,280.00
26-Feb-20	Review and analyze draft plan term sheet (.7); call with F. Munshi (Perella) regarding same (.2).	Goren, Todd M.	0.90	1,102.50
Total: 017	Plan and Disclosure Statement		13.20	17,664.00

Relief from Stay and Adequate Protection

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
04-Feb-20	Review Shubert motion for relief from stay (.2); correspond with internal working group regarding same (.2); review summary of same (.2).	Damast, Craig A.	0.60	594.00
04-Feb-20	Analyze Chapter 7 Trustee stay relief motion; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	284.00
10-Feb-20	Review notice of withdrawal of Sprint lift stay motion (.1); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.30	297.00
Total: 019	Relief from Stay and Adequate Protection		1.30	1,175.00
Reporting				
04-Feb-20	Update weekly fee tracker.	Richards, Erica J.	0.20	199.00
11-Feb-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
20-Feb-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
Total: 020	Reporting		0.40	398.00
Tax				
27-Feb-20	Correspond with internal working group regarding NOL analysis.	Damast, Craig A.	0.30	297.00
27-Feb-20	Correspond with Alix and internal working group regarding NOL analysis.	Goren, Todd M.	0.40	490.00
Total: 021	Tax		0.70	787.00
Discovery				
03-Feb-20	Correspond with S. Rappoport and R. Shankar (Kirkland) regarding J. Small deposition coverage.	Greer, Jocelyn Edith	0.20	162.00
04-Feb-20	Review discovery Uniti stipulations.	Goren, Todd M.	0.50	612.50
04-Feb-20	Review discovery topics regarding Uniti settlement.	Marinuzzi, Lorenzo	0.90	1,282.50
05-Feb-20	Correspond with internal working group regarding draft of expert report.	Damast, Craig A.	0.20	198.00
05-Feb-20	Review and analyze draft expert reports.	Goren, Todd M.	0.60	735.00
05-Feb-20	Attend J. Small deposition.	Greer, Jocelyn Edith	7.00	5,670.00
05-Feb-20	Update internal database with dataroom files.	Guido, Laura	0.30	120.00
05-Feb-20	Work on discovery for settlement (1.2); review expert reports in Uniti matter (1.2).	Rappoport, Steve	2.40	2,232.00
06-Feb-20	Correspond with J. Greer regarding summary of J. Small deposition (.1); review same (.3); discuss potential discovery requests with R. Ferraioli (.2).	Damast, Craig A.	0.60	594.00
06-Feb-20	Discuss potential discovery requests with C. Damast.	Ferraioli, Raff	0.20	142.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
06-Feb-20	Meet with J. Greer and S. Rappoport regarding settlement related document requests (.8); review same (4.4).	Gayer, Amanda L.	5.20	4,056.00
06-Feb-20	Review potential discovery regarding Uniti settlement (.4); review Skadden stipulation (.3); review summary of J. Small deposition (.2); review and analyze draft expert reports (1.4); call with Kirkland regarding same (.3).	Goren, Todd M.	2.60	3,185.00
06-Feb-20	Meet with A. Gayer and S. Rappoport regarding settlement related document requests.	Greer, Jocelyn Edith	0.80	648.00
06-Feb-20	Draft memorandum to internal working group regarding status and drafting of necessary documents for discovery on possible settlement.	Marinuzzi, Lorenzo	0.60	855.00
06-Feb-20	Review expert reports for Uniti matter (.4); call with Kirkland regarding same (.2); meet with J. Greer and A. Gayer regarding settlement related document requests (.8).	Rappoport, Steve	1.40	1,302.00
06-Feb-20	Review summary of J. Small deposition.	Richards, Erica J.	0.20	199.00
06-Feb-20	Conduct first-pass review of documents produced by Windstream.	Westergaard, Lily Vale	3.20	2,080.00
07-Feb-20	Update internal database with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	0.80	300.00
07-Feb-20	Draft discovery requests and deposition notices for the Debtors (1.2). Elliot (1.4) and Uniti (1.6).	Gayer, Amanda L.	4.20	3,276.00
07-Feb-20	Review key E&Y documents.	Goren, Todd M.	1.30	1,592.50
09-Feb-20	Correspond with White & Case and internal working group regarding expert report and related deadlines.	Goren, Todd M.	0.30	367.50
10-Feb-20	Correspond with internal working group and other intervenors' counsel regarding expert report deadline and purported extension.	Damast, Craig A.	0.40	396.00
10-Feb-20	Correspond with Debtors and intervenors regarding expert report status (.4); correspond with internal working group regarding same (.3); call and correspond with White & Case regarding same (.4).	Goren, Todd M.	1.10	1,347.50
11-Feb-20	Upload incoming L. Vanston documents to internal database.	Bergelson, Vadim	0.70	262.50
11-Feb-20	Review summary of S. Rivello deposition regarding Uniti litigation (.2); review White & Case letter to court requesting status conference regarding delay in expert reports (.1); correspond with internal working group regarding same (.1).	Damast, Craig A.	0.40	396.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
11-Feb-20	Correspond with White & Case and Debtors regarding Uniti expert report status (.3); review trustee's letter regarding expert reports (.3); calls with White & Case regarding same (.4); review report regarding J. Chao (E&Y) deposition.	Goren, Todd M.	1.30	1,592.50
11-Feb-20	Attend S. Rivello deposition in Uniti matter (5.1); summarize S. Rivello deposition (1.0).	Rappoport, Steve	6.10	5,673.00
12-Feb-20	Correspond with S. Rappoport regarding J. Chao (E&Y) deposition for Uniti adversary proceeding (.1); review and analyze E&Y's report in preparation for J. Chao deposition (.3).	Chan, Monica	0.40	344.00
12-Feb-20	Correspond with internal working group regarding Debtors' and Uniti's expert reports.	Damast, Craig A.	0.50	495.00
12-Feb-20	Review Debtors' expert report (1.2); review Uniti expert report (1.1).	Goren, Todd M.	2.30	2,817.50
12-Feb-20	Update internal database with dataroom files.	Guido, Laura	0.30	120.00
12-Feb-20	Review Debtors' expert report (.7) and Uniti expert report (.7).	Rappoport, Steve	1.40	1,302.00
13-Feb-20	Attend J. Chao (E&Y) deposition (partial).	Chan, Monica	2.20	1,892.00
13-Feb-20	Review and analyze Uniti expert reports (.9); review research regarding same (.5); call with Perella and Alix regarding same (.4).	Goren, Todd M.	1.80	2,205.00
13-Feb-20	Attend J. Chao (E&Y) deposition.	Greer, Jocelyn Edith	6.50	5,265.00
13-Feb-20	Review expert reports (.4); call with Perella and Alix regarding same (.4).	Marinuzzi, Lorenzo	0.80	1,140.00
13-Feb-20	Review expert report from Uniti.	Rappoport, Steve	0.40	372.00
14-Feb-20	Attend J. Chao (E&Y) deposition.	Greer, Jocelyn Edith	6.00	4,860.00
18-Feb-20	Review E&Y deposition documents.	Dopsch, Peter C.	0.30	367.50
18-Feb-20	Draft summary of J. Chao (E&Y) deposition.	Greer, Jocelyn Edith	0.30	243.00
18-Feb-20	Conduct first-pass review of Windstream productions.	Westergaard, Lily Vale	2.20	1,430.00
19-Feb-20	Review and analyze summary of J. Chao's (E&Y) deposition (.1); revise document requests and deposition notices to Uniti, Holdings and Elliot regarding Uniti settlement (2.1).	Chan, Monica	2.20	1,892.00
19-Feb-20	Correspond with S. Rappoport regarding Uniti litigation 30(b)(6) notices and document requests (.4); review and revise same (1.3).	Damast, Craig A.	1.70	1,683.00
19-Feb-20	Correspond with M. Melendez regarding closing set for Uniti financing documents.	Ferraioli, Raff	0.10	71.00
19-Feb-20	Review report regarding J. Chao (E&Y) deposition.	Goren, Todd M.	0.30	367.50
19-Feb-20	Correspond with R. Ferraioli regarding closing set for Uniti financing documents.	Melendez, Miranda B.	0.10	71.00
19-Feb-20	Review draft 9019 discovery.	Rappoport, Steve	1.10	1,023.00

MORRISON | FOERSTER

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19-Feb-20	Conduct first-pass review of Windstream productions.	Westergaard, Lily Vale	4.10	2,665.00
20-Feb-20	Revise document requests and deposition notices to Uniti, Holdings and Elliot in Uniti adversary proceeding.	Chan, Monica	0.40	344.00
20-Feb-20	Correspond with internal working group regarding comments to deposition notices and document requests regarding possible Uniti settlement (.2); review same (.2).	Damast, Craig A.	0.40	396.00
20-Feb-20	Review document requests in connection with Uniti settlement.	Masyllkanova, Aisulu	0.20	182.00
20-Feb-20	Review and comment on draft discovery requests relating to Uniti settlement and plan issues (1.7); analyze summary of J. Chao (E&Y) deposition (.1).	Richards, Erica J.	1.80	1,791.00
20-Feb-20	Conduct first-pass review of Windstream productions.	Westergaard, Lily Vale	4.40	2,860.00
21-Feb-20	Correspond with internal working group regarding current drafts of potential Rule 9019 deposition notices and document requests (.3); review same (.3).	Damast, Craig A.	0.60	594.00
21-Feb-20	Correspond with internal working group and Alix and Perella teams regarding rebuttal expert reports in Uniti matter.	Damast, Craig A.	0.20	198.00
21-Feb-20	Update internal database with dataroom documents.	Guido, Laura	0.70	280.00
21-Feb-20	Correspond with R. Ferraioli regarding document requests.	Masyllkanova, Aisulu	0.30	273.00
21-Feb-20	Review W. Lehr expert report.	Rappoport, Steve	0.40	372.00
22-Feb-20	Review Windstream (1.4), Uniti (1.2) and UMB (.7) rebuttal reports.	Goren, Todd M.	3.30	4,042.50
22-Feb-20	Review expert reports in Uniti matter.	Rappoport, Steve	1.60	1,488.00
24-Feb-20	Analyze and compile incoming Kirkland document production.	Bergelson, Vadim	0.90	337.50
24-Feb-20	Meet with S. Rappoport regarding expert deposition (.4); review expert reports in preparation for L. Vanston deposition (2.4).	Buckley, Janie C.	2.80	1,988.00
24-Feb-20	Review correspondence regarding depositions (.3); review U. Saraon report (.3).	Gayer, Amanda L.	0.60	468.00
24-Feb-20	Review draft potential discovery requests regarding settlement (.4); correspond with Alix regarding same (.2).	Goren, Todd M.	0.60	735.00
24-Feb-20	Review and analyze trustee expert report (1.1); review and analyze Uniti rebuttal reports (1.8).	Goren, Todd M.	2.90	3,552.50
24-Feb-20	Meet with J. Buckley regarding expert deposition (.4); review B. Cornell expert report (.8).	Rappoport, Steve	1.20	1,116.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
25-Feb-20	Review expert reports and previous filings to prepare for L. Vanston deposition.	Buckley, Janie C.	1.80	1,278.00
25-Feb-20	Review U. Saraon materials for deposition.	Gayer, Amanda L.	0.20	156.00
25-Feb-20	Prepare for P. Chill deposition.	Rappoport, Steve	1.30	1,209.00
26-Feb-20	Review and analyze L. Vanston report and W. Zarakas rebuttal report in Uniti adversary proceeding.	Chan, Monica	1.20	1,032.00
26-Feb-20	Prepare for (.4) and attend (10.0) U. Saraon deposition.	Gayer, Amanda L.	10.40	8,112.00
26-Feb-20	Correspond with internal working group regarding P. Chill deposition highlights.	Goren, Todd M.	0.30	367.50
26-Feb-20	Update internal database with dataroom files.	Guido, Laura	1.30	520.00
26-Feb-20	Review U. Saraon rebuttal report (1.2); review W. Lehr expert report (1.5).	Marinuzzi, Lorenzo	2.70	3,847.50
26-Feb-20	Attend P. Chill deposition in Uniti matter.	Rappoport, Steve	7.80	7,254.00
27-Feb-20	Attend deposition of L. Vanston.	Buckley, Janie C.	9.50	6,745.00
27-Feb-20	Attend deposition of W. Zarakas (4.9); call with A. Vasiliu regarding background information in preparation for W. Lehr deposition (.3).	Chan, Monica	5.20	4,472.00
27-Feb-20	Correspond with internal working group regarding upcoming deposition schedule for Uniti litigation.	Damast, Craig A.	0.20	198.00
27-Feb-20	Draft U. Saraon deposition summary.	Gayer, Amanda L.	1.40	1,092.00
27-Feb-20	Update internal database with dataroom file.	Guido, Laura	0.80	320.00
27-Feb-20	Review status of proposed discovery on Uniti settlement and next steps.	Marinuzzi, Lorenzo	1.10	1,567.50
27-Feb-20	Attend Skadden deposition.	Rappoport, Steve	7.80	7,254.00
27-Feb-20	Call with M. Chan regarding background information in preparation for W. Lehr deposition (.3); review same (2.9).	Vasiliu, Andreea R.	3.20	2,912.00
28-Feb-20	Review transcript of deposition of L. Vanston (1.9); prepare summary of same (2.4).	Buckley, Janie C.	4.30	3,053.00
28-Feb-20	Correspond with internal working group regarding upcoming deposition status.	Damast, Craig A.	0.20	198.00
28-Feb-20	Draft U. Saraon deposition summary.	Gayer, Amanda L.	1.10	858.00
28-Feb-20	Review deposition transcripts in connection with potential opening remarks.	Goren, Todd M.	1.90	2,327.50
28-Feb-20	Review status of depositions and planning coverage.	Marinuzzi, Lorenzo	0.60	855.00
28-Feb-20	Review deposition designations for Uniti matter (1.6); review Kimmel report for deposition (.9).	Rappoport, Steve	2.50	2,325.00
29-Feb-20	Correspond with S. Rappoport regarding summary of L. Vanston deposition.	Buckley, Janie C.	0.30	213.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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29-Feb-20	Draft summary of W. Zarakas' deposition testimony in Uniti adversary proceeding.	Chan, Monica	0.80	688.00
29-Feb-20	Review deposition designations.	Goren, Todd M.	0.70	857.50
29-Feb-20	Attend Kimmel deposition.	Rappoport, Steve	8.10	7,533.00
29-Feb-20	Correspond with S. Rappoport regarding W. Lehr deposition (.3); review W. Lehr report findings (.4).	Vasiliu, Andreea R.	0.70	637.00
Total: 023	Discovery		179.20	158,801.00
Hearings				
10-Feb-20	Correspond with internal working group regarding upcoming omnibus hearing matters and status.	Damast, Craig A.	0.20	198.00
10-Feb-20	Analyze hearing agenda; correspond with internal working group regarding upcoming hearing.	Ferraioli, Raff	0.20	142.00
10-Feb-20	Correspond with internal working group regarding upcoming hearings (.2); call with J. Luze (Kirkland) regarding same (.2).	Richardson Arnould, Ka	0.40	260.00
11-Feb-20	Coordinate telephonic appearances for February 12 and 13 hearings (.3); prepare hearing binder for February 12 hearing (.4); review same (.1); prepare summary sheet of interim fee applications for hearing (.4); prepare and submit electronics orders to Chambers for February 12 and 13 hearings (.2).	Guido, Laura	1.40	560.00
11-Feb-20	Prepare for February 12 omnibus hearing (.8); correspond with S. Rappoport regarding February 12 omnibus hearing and February 13 Charter adversary proceeding hearing (.3).	Richardson Arnould, Ka	1.10	715.00
12-Feb-20	Correspond with internal working group regarding omnibus hearing and status conference.	Damast, Craig A.	0.40	396.00
12-Feb-20	Correspond with internal working group regarding materials for hearing (.2); attend omnibus hearing (telephonically) (.7).	Ferraioli, Raff	0.90	639.00
12-Feb-20	Attend omnibus hearing (telephonically).	Goren, Todd M.	0.70	857.50
12-Feb-20	Prepare for (.4) and attend (.7) omnibus hearing.	Marinuzzi, Lorenzo	1.10	1,567.50
12-Feb-20	Attend omnibus hearing (telephonically) (partial).	Melendez, Miranda B.	0.40	284.00
12-Feb-20	Prepare for (.7) and attend (.7) omnibus hearing.	Rappoport, Steve	1.40	1,302.00
12-Feb-20	Attend omnibus hearing (telephonically).	Richards, Erica J.	0.70	696.50
12-Feb-20	Prepare for (.1) and attend (.7) omnibus hearing (telephonically).	Richardson Arnould, Ka	0.80	520.00
13-Feb-20	Attend Charter hearing regarding motion to continue (telephonically).	Damast, Craig A.	2.30	2,277.00
13-Feb-20	Attend Charter hearing regarding motion to continue (telephonically).	Goren, Todd M.	2.30	2,817.50
13-Feb-20	Attend Charter hearing regarding motion to continue.	Rappoport, Steve	2.30	2,139.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
13-Feb-20	Prepare for (.8) and attend (2.3) Charter hearing regarding motion to continue (telephonically).	Richardson Arnould, Ka	3.10	2,015.00
21-Feb-20	Compile Uniti trial exhibits and prepare binders of same.	Guido, Laura	1.60	640.00
24-Feb-20	Compile Windstream & Intervenor Uniti trial exhibits and prepare binders of same.	Guido, Laura	2.30	920.00
26-Feb-20	Review Windstream direct testimony for hearing (2.4); review Uniti direct testimony for hearing (1.8).	Goren, Todd M.	4.20	5,145.00
27-Feb-20	Call with Chambers regarding Uniti trial exhibits (.1); coordinate telephonic appearance for Windstream vs. Uniti trial (.2); correspond with A. Stephenson regarding upcoming trial (.2); coordinate delivery of trial materials to courtroom (.4).	Guido, Laura	0.90	360.00
27-Feb-20	Prepare materials for trial scheduled for March 3.	Richardson Arnould, Ka	0.90	585.00
27-Feb-20	Correspond with L. Guido regarding trial preparation and assistance.	Stephenson, Ashley M.	0.10	37.50
28-Feb-20	Review correspondence regarding status of hearing and coordinate preparations for trial scheduled for March 3.	Richardson Arnould, Ka	0.90	585.00
28-Feb-20	Correspond with K. Richardson regarding trial preparation and assistance (.3); arrange boxes of exhibits to be delivered to courthouse in anticipation of trial (.3).	Stephenson, Ashley M.	0.60	225.00
29-Feb-20	Correspond with K. Richardson and J. Greer regarding trial preparation and assistance (.1); arrange logistics regarding exhibits in anticipation of Uniti trial (.1).	Stephenson, Ashley M.	0.20	75.00
Total: 024	Hearings		31.40	25,958.50
Claims Investigation				
02-Feb-20	Review correspondence from T. Goren regarding settlement of claims.	Melendez, Miranda B.	0.10	71.00
06-Feb-20	Prepare for (.2) and participate in (.3) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.2).	Damast, Craig A.	0.70	693.00
06-Feb-20	Prepare for (.2) and participate in (.3) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.2).	Ferraioli, Raff	0.70	497.00
06-Feb-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.2).	Gayer, Amanda L.	0.50	390.00

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Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
13-Feb-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding Uniti settlement, objection, research and next steps (1.1).	Rappoport, Steve	1.40	1,302.00
13-Feb-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding Uniti settlement, objection, research and next steps (1.1).	Richards, Erica J.	1.40	1,393.00
13-Feb-20	Prepare for (.9) and participate in (.3) weekly claims investigation meeting; follow-up discussion with internal working group regarding Uniti settlement, objection, research and next steps (1.1).	Richardson Arnould, Ka	2.30	1,495.00
20-Feb-20	Correspond with internal working group regarding weekly claims investigation meeting (.3); participate in same (.8).	Damast, Craig A.	1.10	1,089.00
20-Feb-20	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.80	980.00
20-Feb-20	Prepare for (.1) and participate in (.8) weekly claims investigation meeting.	Ferraioli, Raff	0.90	639.00
20-Feb-20	Participate in weekly claims investigation meeting.	Masyllkanova, Aisulu	0.80	728.00
20-Feb-20	Participate in weekly claims investigation meeting.	Melendez, Miranda B.	0.80	568.00
20-Feb-20	Participate in weekly claims investigation meeting.	Rappoport, Steve	0.80	744.00
20-Feb-20	Prepare for (1.1) and participate in (.8) weekly claims investigation meeting.	Richards, Erica J.	1.90	1,890.50
20-Feb-20	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.80	520.00
25-Feb-20	Review Amato correspondence regarding Aurelius claims and claims against professionals (.3); review file on Aurelius litigation and findings (.4).	Marinuzzi, Lorenzo	0.70	997.50
26-Feb-20	Correspond with M. Melendez regarding status of recharacterization claims.	Dopsch, Peter C.	0.20	245.00
Total: 026	Claims Investigation		25.50	23,087.00
Lien Investigation				
04-Feb-20	Analyze status of lien investigation and open work streams.	Richards, Erica J.	0.70	696.50
12-Feb-20	Correspond with prepetition lenders regarding Committee lien challenge deadline.	Richards, Erica J.	0.80	796.00
18-Feb-20	Correspond with internal working group and various lenders' counsel regarding extension of challenge deadline.	Damast, Craig A.	0.30	297.00
18-Feb-20	Analyze correspondence regarding lien challenge extension.	Ferraioli, Raff	0.10	71.00
18-Feb-20	Correspond with lenders regarding challenge deadline.	Goren, Todd M.	0.20	245.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

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18-Feb-20	Review correspondence with secured lenders regarding extension of lien challenge deadline.	Richards, Erica J.	0.10	99.50
20-Feb-20	Review correspondence from Kirkland in connection with recharacterization analysis.	Dopsch, Peter C.	0.20	245.00
21-Feb-20	Distribute lien search results to internal working group.	Zaccarelli, Monet D.	0.50	162.50
24-Feb-20	Confirm extension of lien challenge deadline.	Marinuzzi, Lorenzo	0.60	855.00
Total: 027	Lien Investigation		3.50	3,467.50
Schedules and Statements				
04-Feb-20	Review SOFAs and SOALs regarding scheduled claims and contracts (.5); consolidate and revise summaries for internal working group (.8).	Richardson Arnould, Ka	1.30	845.00
Total: 030	Schedules and Statements		1.30	845.00
Time Entry Review				
25-Feb-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.90	1,349.00
26-Feb-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.20	142.00
27-Feb-20	Review and revise January time entries for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.30	1,852.50
Total: 032	Time Entry Review		3.40	3,343.50
Mediation				
03-Feb-20	Discuss mediation session with R. Ferraioli and T. Goren (.2); review summary of same to Committee (.4).	Damast, Craig A.	0.60	594.00
03-Feb-20	Discuss mediation session with C. Damast and T. Goren (.2); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.30	213.00
03-Feb-20	Attend mediation session at Kirkland (3.9); discuss same with C. Damast and R. Ferraioli (.2).	Goren, Todd M.	4.10	5,022.50
03-Feb-20	Attend mediation session at Kirkland.	Marinuzzi, Lorenzo	3.90	5,557.50
03-Feb-20	Attend mediation session at Kirkland.	Richards, Erica J.	3.90	3,880.50
05-Feb-20	Review materials regarding Uniti debt offering (.9); calls with H. Denman (White & Case) (.3), B. Weiland (Kirkland) (.2), M. Brod (Milbank) (.2), S. Lovett (Paul Weiss) (.1) and Judge Chapman (mediator) (.2) regarding status; call with L. Marinuzzi regarding Judge Chapman's call (.4).	Goren, Todd M.	2.30	2,817.50

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
05-Feb-20	Call with Judge Chapman (mediator) regarding status (.2); call with T. Goren regarding same (.4); review Perella presentation regarding iterations of proposals in mediation (.6).	Marinuzzi, Lorenzo	1.20	1,710.00
06-Feb-20	Calls and correspond with mediation parties regarding status of potential settlement.	Goren, Todd M.	0.40	490.00
07-Feb-20	Correspond with Perella regarding status of mediation/negotiations (.2); correspond with M. Brod (Milbank) regarding status (.2).	Goren, Todd M.	0.40	490.00
11-Feb-20	Review status of mediation (.3); discuss same with R. Kwasteniet (Kirkland) (.3); prepare for possible status conference regarding mediation and next steps (.3); review mediation statement and materials on transferor subsidiaries (.3).	Marinuzzi, Lorenzo	1.20	1,710.00
12-Feb-20	Correspond with S. Rappoport regarding background of adversary proceeding and research into mediation privilege for Uniti adversary proceeding (.3); review and analyze mediation statement submitted by Committee (1.1).	Chan, Monica	1.40	1,204.00
12-Feb-20	Review strategy for mediation with White & Case (.4); correspond with B. Weiland (Kirkland) regarding status (.3); address exclusion from mediation and proposed letter to Judge Chapman regarding same (.5).	Marinuzzi, Lorenzo	1.20	1,710.00
13-Feb-20	Draft memorandum regarding mediation privilege for Uniti adversary proceeding.	Chan, Monica	1.90	1,634.00
18-Feb-20	Correspond with advisors regarding possible mediation session (.2); correspond with internal working group, Kirkland and Judge Chapman regarding current Uniti settlement and plan discussions (.5).	Damast, Craig A.	0.70	693.00
18-Feb-20	Correspond with internal working group, Alix and Perella regarding mediation status and potential additional mediation session.	Goren, Todd M.	0.40	490.00
18-Feb-20	Correspond with Judge Chapman regarding Committee's positions on mediation (.4); call with Judge Chapman regarding mediation status and need to include Committee (.3); draft memorandum to internal working group regarding call with Judge Chapman and next steps (.6).	Marinuzzi, Lorenzo	1.30	1,852.50
19-Feb-20	Conduct legal research and draft memorandum regarding mediation privilege for Uniti adversary proceeding.	Chan, Monica	1.80	1,548.00
19-Feb-20	Correspond with internal working group, Alix and Perella regarding status of mediation (.4); correspond with White & Case regarding same (.2).	Goren, Todd M.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
 Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
19-Feb-20	Conduct legal research regarding case law on mediation privilege (.5); review and revise M. Chan memorandum regarding mediation privilege (.8).	Rappoport, Steve	1.30	1,209.00
20-Feb-20	Conduct legal research regarding mediation privilege and confidentiality (1.4); revise memorandum regarding mediation privilege (1.1); discuss mediation privilege with S. Rappoport (.3).	Chan, Monica	2.80	2,408.00
20-Feb-20	Discuss mediation privilege with M. Chan.	Rappoport, Steve	0.30	279.00
27-Feb-20	Attend mediation session (1.4); follow-up meeting with White & Case regarding same (.8).	Goren, Todd M.	2.20	2,695.00
27-Feb-20	Attend mediation session (1.4); follow-up meeting with White & Case regarding same (.8).	Marinuzzi, Lorenzo	2.20	3,135.00
Total: 034	Mediation		36.40	42,077.50
Current Fees				544,313.75

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,225.00	94.60	115,885.00
17456	Marines, Jennifer L.	1,200.00	4.70	5,640.00
14116	Marinuzzi, Lorenzo	1,425.00	84.50	120,412.50
12345	Peck, Geoffrey R.	1,200.00	0.50	600.00
20390	Buckley, Janie C.	710.00	20.40	14,484.00
22413	Chan, Monica	860.00	23.60	20,296.00
22181	Ferraioli, Raff	710.00	52.70	37,417.00
19691	Gayer, Amanda L.	780.00	24.40	19,032.00
23534	Greer, Jocelyn Edith	810.00	23.50	19,035.00
19988	Masykanova, Aisulu	910.00	3.20	2,912.00
20387	Melendez, Miranda B.	710.00	5.60	3,976.00
21823	Richardson Arnould, Ka	650.00	45.30	29,445.00
23425	Sullivan, Lauren Marie	860.00	0.20	172.00
16416	Vasiliu, Andreea R.	910.00	3.90	3,549.00
21829	Westergaard, Lily Vale	650.00	14.40	9,360.00
08676	Dopsch, Peter C.	1,225.00	3.80	4,655.00
19721	Rappoport, Steve	930.00	78.40	72,912.00
14078	Richards, Erica J.	995.00	24.40	24,278.00
17323	Damast, Craig A.	990.00	39.70	39,303.00
13849	Guido, Laura	400.00	18.80	7,520.00
24285	Stephenson, Ashley M.	375.00	0.90	337.50
24039	Williams, Jenn J.	280.00	0.80	224.00
19867	Zaccarelli, Monet D.	325.00	0.50	162.50
15029	Bergelson, Vadim	375.00	2.40	900.00
	Client Accommodation – ½ Non-Working Travel			(4,850.25)
	Client Accommodation – Time Entry Review			(3,343.50)
	TOTAL		571.20	544,313.75

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Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
 Invoice Date: March 30, 2020

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	8.30	8,995.00
006	Business Operations	1.90	2,326.50
007	Case Administration	31.10	26,076.00
008	Claims Administration and Objections	7.40	8,144.00
011	Employment and Fee Applications	3.90	2,973.50
014	Other Litigation	159.60	165,333.00
015	Meetings and Communications with Creditors	53.00	51,355.00
016	Non-Working Travel	9.70	9,700.50
017	Plan and Disclosure Statement	13.20	17,664.00
019	Relief from Stay and Adequate Protection	1.30	1,175.00
020	Reporting	0.40	398.00
021	Tax	0.70	787.00
023	Discovery	179.20	158,801.00
024	Hearings	31.40	25,958.50
026	Claims Investigation	25.50	23,087.00
027	Lien Investigation	3.50	3,467.50
030	Schedules and Statements	1.30	845.00
032	Time Entry Review	3.40	3,343.50
034	Mediation	36.40	42,077.50
	Client Accommodation – ½ Non-Working Travel		(4,850.25)
	Client Accommodation – Time Entry Review		(3,343.50)
	TOTAL	571.20	544,313.75

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Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Disbursement Detail

Date	Description	Value
29-Feb-20	On-line Research - LEXIS	69.30
29-Feb-20	On-line Research - WESTLAW	5,281.50
29-Feb-20	Air Freight	14.54
06-Nov-19	Reporting fees, Veritext/New York Reporting Company, Windstream Holdings Inc., Et Al. v Charter Communications Inc., Et Al	800.60
19-Feb-20	Reporting fees, Veritext/New York Reporting Company, A. Thomas Transcript on 11/20/2019	1,137.65
19-Feb-20	Reporting fees, Veritext/New York Reporting Company, Witness - J. Chao - Certified Transcript - Expedited, Realtime Services, Rough Draft, Litigation Package (all Electronic Files), Production & Processing, Exhibits Scanned- Searchable-OCR, Veritext Exhibit Package (ACE), Shipping, Handling - Expedited	2,671.80
27-Feb-20	Reporting fees, Veritext/New York Reporting Company, U. Saraon - Transcript, Certified Transcript, Realtime Services, Rough Draft, Litigation Package (All Electronic Files), Production & Processing, Exhibits Scanned- Searchable-OCR, Veritext Exhibit Package (ACE), Shipping & Handling - Expedited	4,982.80
28-Feb-20	Reporting fees, Veritext/New York Reporting Company, Transcript - D. Polster, 2/27/20	3,767.35
28-Feb-20	Reporting fees, Veritext/New York Reporting Company, transcript - W. Zaraka, 2/27/20	2,050.75
12-Feb-20	Travel, parking, S. Rappoport, in White Plains for hearing, 2/12/20	5.20
13-Feb-20	Travel, parking, S. Rappoport, in White Plains for hearing, 2/13/20	5.20
01-Feb-20	EDiscovery, Epiq Managed Services, January 2020	1,728.35
27-Jan-20	Business meals, 6 attendees, Windstream meeting, 1/27/20	52.00
27-Jan-20	Business meals, 6 attendees, Windstream meeting, 1/27/20	120.00
03-Feb-20	Business meals, 6 attendees, Windstream meeting, 2/03/20	52.00
03-Feb-20	Business meals, 6 attendees, Windstream meeting, 2/03/20	120.00
10-Feb-20	Business meals, 7 attendees, Windstream meeting, 2/10/20	140.00
14-Feb-20	Business meals, 7 attendees, Windstream meeting, 2/14/20	140.00
13-Feb-20	Court filing service, CourtCall, K. Richardson, 2/12/20, hearing	37.00
14-Feb-20	Court filing service, CourtCall, K. Richardson, 2/13/20, hearing	86.00
29-Feb-20	Local travel, taxi/car service, S. Rappoport, weekend, 2/29/20	52.99
29-Feb-20	Local travel, taxi/car service, S. Rappoport, weekend, 2/29/20	184.50
Current Disbursements		<u><u>23,499.53</u></u>

WIN Ex. 100
Page 51 of 52

MORRISON | FOERSTER

Matter Number: 017254-0000001
 Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
 Invoice Date: March 30, 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
23-Dec-19	5877787	USD	507,613.23	412,248.78	95,364.45
23-Jan-20	5883307	USD	388,826.48	312,928.08	75,898.40
27-Feb-20	5892382	USD	377,811.25	303,231.75	74,579.50

THE TABLE OF CONTENTS

ARTICLE I. DEFINED TERMS, RULES OF INTERPRETATION, COMPUTATION OF TIME, AND GOVERNING LAW.....	1
A. Defined Terms	1
B. Rules of Interpretation	13
C. Computation of Time.....	14
D. Governing Law	14
E. Reference to Monetary Figures.....	14
F. Reference to the Debtors or the Reorganized Debtors	14
G. Controlling Document.....	14
ARTICLE II. ADMINISTRATIVE CLAIMS AND PRIORITY CLAIMS	15
A. Administrative Claims	15
B. DIP Facilities Claims	15
C. Professional Fee Claims	16
D. Priority Tax Claims	16
E. Payment of U.S. Trustee Statutory Fees	17
ARTICLE III. CLASSIFICATION AND TREATMENT OF CLAIMS AND INTERESTS.....	17
A. Summary of Classification	17
B. Treatment of Claims and Interests	18
C. Special Provision Governing Unimpaired Claims	21
D. Confirmation Pursuant to Sections 1129(a)(10) and 1129(b) of the Bankruptcy Code	21
E. Elimination of Vacant Classes	21
F. Voting Classes; Presumed Acceptance by Non-Voting Classes	21
G. Controversy Concerning Impairment.....	21
H. Intercompany Interests	22
ARTICLE IV. MEANS FOR IMPLEMENTATION OF THE PLAN	22
A. Substantive Consolidation.....	22
B. Sources of Consideration for Plan Distributions	22
C. Issuance and Distribution of Reorganized Windstream Equity Interests	22
D. New Exit Facility and Rights Offering	22
E. Corporate Existence	24
F. Vesting of Assets in the Reorganized Debtors.....	25
G. Cancellation of Existing Securities	25
H. Corporate Action.....	26
I. Restructuring Transactions	26
J. Reorganized Windstream Organizational Documents	26
K. Reorganized Windstream Board	27
L. FCC and State PUC Licenses.....	27
M. Effectuating Documents; Further Transactions.....	27
N. Exemption from Certain Taxes and Fees	27
O. Preservation of Causes of Action	27
P. Insurance Policies	28
Q. Management Incentive Plan	29
R. Employee and Retiree Benefits	29
ARTICLE V. TREATMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES	29
A. Assumption and Rejection of Executory Contracts and Unexpired Leases	29
B. Claims Based on Rejection of Executory Contracts or Unexpired Leases.....	30
C. Cure of Defaults for Assumed Executory Contracts and Unexpired Leases.....	30
D. Dispute Resolution	31
E. Indemnification Obligations.....	31
F. Employee Compensation and Benefits.	31

G.	Modifications, Amendments, Supplements, Restatements, or Other Agreements	32
H.	Reservation of Rights	32
I.	Nonoccurrence of Effective Date	32
ARTICLE VI. PROVISIONS GOVERNING DISTRIBUTIONS		32
A.	Timing and Calculation of Amounts to Be Distributed	32
B.	Rights and Powers of Distribution Agent	33
C.	Special Rules for Distributions to Holders of Disputed Claims and Interests	33
D.	Delivery of Distributions and Fractional, Undeliverable, or Unclaimed Distributions	33
E.	Securities Registration Exemption	34
F.	Allocations	35
G.	No Postpetition Interest on Claims	35
H.	Setoffs and Recoupment	35
I.	Claims Paid or Payable by Third Parties	35
J.	Compliance with Tax Requirements	36
ARTICLE VII. PROCEDURES FOR RESOLVING CONTINGENT, UNLIQUIDATED, AND DISPUTED CLAIMS		36
A.	Allowance of Claims	36
B.	Claims and Interests Administration Responsibilities	36
C.	Estimation of Claims	36
D.	Adjustment to Claims Register Without Objection	37
E.	Time to File Objections to General Unsecured Claims and Claims Arising under Section 503(b)(9) of the Bankruptcy Code	37
F.	Amendments to Claims	37
G.	Distributions After Allowance	37
H.	Single Satisfaction of Claims	37
I.	Tax Treatment of Claim Distribution Amounts	37
ARTICLE VIII. SETTLEMENT, RELEASE, INJUNCTION, AND RELATED PROVISIONS		38
A.	Compromise and Settlement of Claims, Interests, and Controversies	38
B.	Discharge of Claims and Termination of Interests	38
C.	Debtor Release	38
D.	Third Party Release	39
E.	Exculpation	39
F.	Injunction	40
G.	Subordination Rights	40
H.	Release of Liens	41
ARTICLE IX. CONDITIONS PRECEDENT TO CONFIRMATION AND CONSUMMATION OF THE PLAN		41
A.	Conditions Precedent to the Effective Date	41
B.	Waiver of Conditions Precedent to the Effective Date	42
C.	Substantial Consummation	43
D.	Effect of Non-Occurrence of Conditions to the Effective Date	43
ARTICLE X. MODIFICATION, REVOCATION, OR WITHDRAWAL OF THE PLAN		43
A.	Modification and Amendments	43
B.	Effect of Confirmation on Modifications	43
C.	Revocation or Withdrawal of the Plan	43
ARTICLE XI. RETENTION OF JURISDICTION		44
ARTICLE XII. MISCELLANEOUS PROVISIONS		45
A.	Immediate Binding Effect	45
B.	Additional Documents	46

C.	Reservation of Rights.....	46
D.	Successors and Assigns.....	46
E.	Service of Documents	46
F.	Term of Injunctions or Stays.....	47
G.	Entire Agreement	47
H.	Nonseverability of Plan Provisions.....	47
I.	FCC Rights and Powers	48
J.	Dissolution of Committee	48

INTRODUCTION

Windstream Holdings, Inc. and its debtor affiliates (each a “Debtor” and, collectively, the “Debtors” or “Windstream”), propose this joint plan of reorganization pursuant to chapter 11 of title 11 of the United States Code. Capitalized terms used and not otherwise defined shall have the meanings ascribed to such terms in Article I.A. Holders of Claims and Interests may refer to the Disclosure Statement for a discussion of the Debtors’ history, businesses, assets, results of operations, historical financial information, and projections of future operations, as well as a summary and description of the Plan. The Debtors are the proponents of the Plan within the meaning of section 1129 of the Bankruptcy Code. The Plan shall apply as a separate Plan for each of the Debtors, and the classification of Claims and Interests set forth herein shall apply separately to each of the Debtors.

ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN ARE ENCOURAGED TO READ THE PLAN AND THE DISCLOSURE STATEMENT IN THEIR ENTIRETY BEFORE VOTING TO ACCEPT OR REJECT THE PLAN.

ARTICLE I.

DEFINED TERMS, RULES OF INTERPRETATION, COMPUTATION OF TIME, AND GOVERNING LAW

A. *Defined Terms*

As used in this Plan, capitalized terms have the meanings set forth below.

1. “*2024 Second Lien Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 2, 2018, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and Wilmington Trust, National Association, as trustee and collateral agent.

2. “*2025 Second Lien Notes Indenture*” means that indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 2, 2018, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and Wilmington Trust, National Association, as trustee and collateral agent.

3. “*6.375% 2023 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated January 23, 2013, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 6.375% 2023 Notes.

4. “*7.500% 2022 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated November 22, 2011, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 7.500% 2022 Notes.

5. “*7.500% 2023 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated March 16, 2011, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 7.500% 2023 Notes.

6. “*7.750% 2020 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated October 6, 2010, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 7.750% 2020 Notes.

9. “*Administrative Claim*” means a Claim for the costs and expenses of administration of the Estates pursuant to sections 503(b) (including Claims arising under section 503(b)(9) of the Bankruptcy Code), 507(b), or 1114(e)(2) of the Bankruptcy Code, including: (a) the actual and necessary costs and expenses incurred after the Petition Date until and including the Effective Date of preserving the Estates and operating the Debtors’ businesses; (b) Allowed Professional Fee Claims; and (c) all fees and charges assessed against the Estates pursuant to section 1930 of chapter 123 of title 28 of the United States Code.

11. “Affiliate” shall have the meaning set forth in section 101(2) of the Bankruptcy Code.

13. “*Assumed Executory Contract/Unexpired Lease Schedule*” means the schedule (as may be amended) of Executory Contracts and Unexpired Leases (including any amendments or modifications thereto) that will be assumed by the Reorganized Debtors pursuant to the Plan, which shall be included in the Plan Supplement.

15. “*Backstop Commitment Agreement*” means that certain Backstop Commitment Agreement, dated as of March 13, 2020, by and among the Backstop Parties and Windstream, as may be amended, supplemented, or modified from time to time, setting forth, among other things, the terms and conditions of the Rights Offering, the Backstop Commitment, and the payment of the Backstop Premium.

Page 6 of 59

17. “*Backstop Premium*” means the backstop premium payable to the Backstop Parties in consideration for the Backstop Commitment equal to 8% of the \$750 million committed amount, to be paid in Reorganized Windstream Equity Interests or in cash on the terms set forth in the Backstop Commitment Agreement.

18. “*Backstop Priority Tranche*” means \$375 million of the Reorganized Windstream Equity Interests issued pursuant to the Rights Offering to be made available to the Backstop Parties and Priority Non-Backstop Parties.

19. “*Ballot*” means a ballot providing for the acceptance or rejection of the Plan and to make an election with respect to the Third Party Release provided by Article VIII.D.

20. “*Bankruptcy Code*” means title 11 of the United States Code, 11 U.S.C. §§ 101–1532, as amended from time to time.

21. “*Bankruptcy Court*” means the United States Bankruptcy Court for the Southern District of New York having jurisdiction over the Chapter 11 Cases, and, to the extent of the withdrawal of any reference under 28 U.S.C. § 157 and/or the General Order of the District Court pursuant to section 151 of title 28 of the United States Code, the United States District Court for the Southern District of New York.

22. “*Bankruptcy Rules*” means the Federal Rules of Bankruptcy Procedure, as applicable to the Chapter 11 Cases, promulgated under section 2075 of the Judicial Code and the general, local, and chambers rules of the Bankruptcy Court.

23. “*Business Day*” means any day, other than a Saturday, Sunday, or “legal holiday” (as defined in Bankruptcy Rule 9006(a)).

24. “*Cash*” means the legal tender of the United States of America.

25. “*Cause of Action*” means any claims, interests, damages, remedies, causes of action, demands, rights, actions, suits, obligations, liabilities, accounts, defenses, offsets, powers, privileges, licenses, liens, indemnities, guaranties, and franchises of any kind or character whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, contingent or non-contingent, liquidated or unliquidated, secured or unsecured, assertable, directly or derivatively, matured or unmatured, suspected or unsuspected, in contract, tort, law, equity, or otherwise. Causes of Action also include: (a) all rights of setoff, counterclaim, or recoupment and claims under contracts or for breaches of duties imposed by law; (b) the right to object to or otherwise contest Claims or Interests; (c) claims pursuant to sections 362, 510, 542, 543, 544 through 550, or 553 of the Bankruptcy Code; and (d) such claims and defenses as fraud, mistake, duress, and usury, and any other defenses set forth in section 558 of the Bankruptcy Code.

26. “*Chapter 11 Cases*” means: (a) when used with reference to a particular Debtor, the case pending for that Debtor under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and (b) when used with reference to all of the Debtors, the procedurally consolidated and jointly administered chapter 11 cases pending for the Debtors in the Bankruptcy Court.

27. “*Claim*” means any claim, as defined in section 101(5) of the Bankruptcy Code, against any of the Debtors.

28. “*Claims Bar Date Order*” means the *Order (I) Setting Bar Dates for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof* [Docket No. 518].

29. “*Claims Bar Date*” means 4:00 p.m. Eastern Time on July 15, 2019, as established by the Claims Bar Date Order.

30. “*Claims Objection Deadline*” means the deadline for objecting to Claims, which shall be on the date that is the later of (a) 180 days after the Effective Date and (b) such later date as may be fixed by the Bankruptcy Court.

proposed amount to be paid on account of Cure Claims, and (c) procedures for resolution by the Bankruptcy Court of any related disputes; *provided* that the Assumed Executory Contract/Unexpired Lease Schedule and any Amended Assumed Executory Contract/Unexpired Lease Schedule may each constitute a “Cure Notice” hereunder.

46. “*D&O Liability Insurance Policies*” means all insurance policies (including any “tail policy”) of any of the Debtors that cover current or former directors’, managers’, and officers’ liability.

47. “*Description of Restructuring Transactions*” means a summary description of certain Restructuring Transactions, including any changes to the corporate and/or capital structure of the Debtors (to the extent known) to be made on the Effective Date as determined by the Debtors, to be filed with the Plan Supplement.

48. “*DIP Agent*” means Citibank N.A., in its capacity as administrative agent and collateral agent under the DIP Credit Agreement, including any successor thereto.

49. “*DIP Credit Agreement*” means that certain superpriority secured debtor-in-possession credit agreement (as may be amended, supplemented, or otherwise modified from time to time) dated March 13, 2019, between Windstream Holdings, Inc. and Windstream Services, LLC, as borrowers, the Debtor guarantors that are party thereto, the lenders party thereto, DIP Agent, and Credit Suisse Loan Funding LLC, Goldman Sachs Bank USA, JPMorgan Chase Bank, N.A., Barclays Bank PLC, and Deutsche Bank Securities Inc., as co-documentation agents, that governs the DIP Facilities.

50. “*DIP Facilities*” means those certain debtor-in-possession financing facilities in accordance to the terms and conditions set forth in the DIP Credit Agreement and the Final DIP Order, as applicable.

51. “*DIP Facilities Claims*” means any Claim held by the DIP Lenders or the DIP Agent, against any Debtor, derived from, based upon, or secured pursuant to the DIP Credit Agreement, including claims for all principal amounts outstanding, interest, fees, expenses, costs, and other charges arising thereunder or related thereto, in each case, with respect to the DIP Facilities.

52. “*DIP Lenders*” means the banks, financial institutions, and other lenders party to the DIP Credit Agreement with respect to the DIP Facilities from time to time.

53. “*DIP Orders*” means, collectively, the Interim DIP Order and the Final DIP Order.

54. “*Disclosure Statement*” means the disclosure statement (as may be further amended, supplemented, or modified from time to time in accordance with its terms) for the Plan, including all exhibits and schedules thereto, as approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code.

55. “*Disclosure Statement Order*” means a Final Order of the Bankruptcy Court approving the Disclosure Statement.

56. “*Distributable Exit Facility Proceeds*” means the proceeds of the Required Exit Facility Term Loans available for distribution to holders of the Allowed First Lien Claims as set forth in Article IV.D.1 of this Plan.

57. “*Distributable Flex Proceeds*” means the proceeds of the Flex Exit Facility Term Loans available for distribution to holders of the Allowed First Lien Claims as set forth in Article IV.D.1 of this Plan.

58. “*Distributable Subscription Rights*” mean the difference between (a) \$750 million or, if the Flex Exit Facility Term Loans are funded on the Effective Date, the amount after giving effect to the Flex Adjustment and (b) the amount of the Backstop Priority Tranche subscribed by the Backstop Parties and the Priority Non-Backstop Parties.

59. “*Distribution Agent*” means, as applicable, Reorganized Windstream or any Entity Reorganized Windstream selects to make or to facilitate distributions in accordance with the Plan.

76. “*First Lien Notes Indenture*” means that certain indenture agreement (as may have been amended, modified, supplemented, or amended and restated from time to time) dated November 6, 2017, by between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee and collateral agent.

78. “*First Lien Replacement Term Loans*” mean new term loans to be distributed to holders of First Lien Claims in the event that the amount of the Required Exit Facility Term Loans is reduced to an amount less than the Required Exit Facility Term Loans Target as set forth in Article IV.D.1 of this Plan.

80. “*Flex Exit Facility Term Loans*” means up to \$350 million in principal of new term loans under the New Exit Facility Term Loan, which may be funded on the Effective Date on the terms and conditions set forth in Article IV.D.1 of this Plan.

82. “*Governance Term Sheet*” has the meaning ascribed to such term in the Plan Support Agreement.

84. “*Impaired*” means, when used in reference to a Class of Claims or Interests, a Class of Claims or Interests that is impaired within the meaning of section 1124 of the Bankruptcy Code.

86. “*Intercompany Claims*” means, collectively, any Claim held by a Debtor against another Debtor.

7

88. “*Interests*” means any equity security (as defined in section 101(16) of the Bankruptcy Code) in any Debtor and any other rights, options, warrants, stock appreciation rights, phantom stock rights, restricted stock units, redemption rights, repurchase rights, convertible, exercisable or exchangeable securities or other agreements, arrangements or commitments of any character relating to, or whose value is related to, any such interest or other ownership interest in any Debtor.

89. “*Interim DIP Order*” means the *Interim Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing and (G) Granting Related Relief* [Docket No. 75].

90. “*Judicial Code*” means title 28 of the United States Code, 28 U.S.C. §§ 1–4001.

91. “*Lien*” shall have the meaning set forth in section 101(37) of the Bankruptcy Code.

92. “*Management Incentive Plan*” means the post-Effective Date management equity incentive plan, the terms of which will be set forth in the Plan Supplement.

93. “*Midwest Notes Claims*” means all claims derived from or based upon the Midwest Notes Indenture.

94. “*Midwest Notes Exit Facility Term Loans*” means \$100 million in Required Exit Facility Term Loans under the New Exit Facility Term Loan that will be distributed to holders of the Midwest Notes Claims.

95. “*Midwest Notes Indenture*” means that certain Indenture dated February 23, 1998 (as the same may have been amended, modified, supplemented, or amended and restated from time to time), by and among Windstream Holding of the Midwest, Inc. (f/k/a Alltel Communications Holdings of the Midwest, Inc., f/k/a Aliant Communications Inc.), as issuer, and Ankura Trust Company, LLC, in its capacity as successor trustee, for the 6 ¾% Senior Notes due 2028 in the principal amount of \$100 million .

96. “*Midwest Notes Indenture Trustee*” Ankura Trust Company, LLC, in its capacity as trustee for the Midwest Notes Indenture.

97. “*Minimum Cash Balance*” means a cash balance to be held by the Debtors on the Effective Date in an amount equal to \$75 million plus any amounts received on account of GCI (as defined in the Uniti Term Sheet) reimbursements and Cash Payments (as defined in the Uniti Term Sheet) received by the Debtors on or before the Effective Date.

98. “*New Exit Facility*” means the new money senior secured credit facility in an aggregate principal amount up to \$3,250 million and as otherwise described in Article IV.D.1 of this Plan.

99. “*New Exit Facility Term Loan*” means the term loan facility arising under the New Exit Facility in an aggregate principal amount up to \$2,500 million and as otherwise described in Article IV.D.1 of this Plan.

100. “*New Exit Facility Revolver*” means the revolving credit facility arising under the New Exit Facility in an aggregate principal amount up to \$750 million and as otherwise described in Article IV.D.1 of this Plan.

101. “*Non-Obligor Debtor*” means any Debtor listed on **Exhibit 2** to this Plan.

102. “*Non-Obligor General Unsecured Claims*” means any general unsecured claims against the Non-Obligor Debtors.

103. “*Non-Obligor General Unsecured Claims Reserve*” means a reserve funded with proceeds from the New Exit Facility and any other cash on hand held by the Debtors as of the Effective Date in accordance with Article IV.D.1 of this Plan in an amount determined by the Debtors in their discretion and business judgment with the

subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively.

129. “*Reorganized Debtors*” means (a) Debtors, as reorganized pursuant to and under the Plan or any successor thereto by merger, amalgamation, consolidation, or otherwise, and, (b) the direct and indirect subsidiaries of the Reorganized Debtors described in (a), in each case, after giving effect to the Restructuring Transactions.

130. “*Reorganized Windstream*” means the parent entity of the Reorganized Debtors, after giving effect to the Restructuring Transactions, which may be (a) Windstream Holdings, Inc., as reorganized pursuant to and under the Plan, or any successor thereto, by merger, amalgamation, consolidation, or otherwise, or (b) a new entity formed to acquire, directly or indirectly, substantially all of the assets of the Debtors.

131. “*Reorganized Windstream Board*” means the new board of directors of Reorganized Windstream who shall be appointed by the Requisite Backstop Parties in accordance with the Governance Term Sheet and whose identities shall be set forth in the Plan Supplement to the extent known at the time of filing.

132. “*Reorganized Windstream Equity Interests*” means the common stock, partnership interests, or limited liability company interests of Reorganized Windstream, as applicable, to be issued upon the Effective Date in accordance with the Plan.

133. “*Reorganized Windstream Organizational Documents*” means the form of the certificates or articles of incorporation, bylaws, limited liability company operating agreements or such other applicable formation documents of each Reorganized Debtor, which shall be in form and substance consistent with the Governance Term Sheet.

134. “*Required Consenting Creditors*” has the meaning ascribed to such term in the Plan Support Agreement.

135. “*Required Exit Facility Term Loans*” means term loans arising under the New Exit Facility Term Loan in an amount up to the Required Exit Facility Term Loans Target and otherwise as set forth in Article IV.D.1 of this Plan.

136. “*Required Exit Facility Term Loans Target*” means \$2,150 million in new term loans (including the Midwest Notes Exit Facility Term Loans) arising under the New Exit Facility Term Loan.

137. “*Requisite Backstop Parties*” mean (a) at least two members of the First Lien Ad Hoc Group holding a majority of the aggregate amount of commitments under the Backstop Commitment Agreement held by all members of the First Lien Ad Hoc Group and (b) Elliott.

138. “*Restructuring Term Sheet*” has the meaning ascribed to such term in the Plan Support Agreement.

139. “*Restructuring Transactions*” means any transaction and any actions as may be necessary or appropriate to implement the restructuring of the Debtors and Reorganized Debtors on the terms set forth in the Plan, Plan Support Agreement, and Description of Restructuring Transactions, including the issuance of all Securities, notes, instruments, certificates, and other documents required to be issued pursuant to the Plan, or mergers, consolidations, amalgamations, arrangements, continuances, restructurings, conversions, dissolutions, transfers, liquidations, or other corporate transactions, as described in Article IV.I of the Plan.

140. “*Rights Offering*” means the \$750 million common equity rights offering, subject to any Flex Adjustment, as set forth in Article IV.D.2 of this Plan.

141. “*Rights Offering Documents*” means collectively, the Backstop Commitment Agreement, and any and all other agreements, documents, and instruments delivered or entered into in connection with the Rights Offering, including the Rights Offering Procedures.

142. “*Rights Offering Procedures*” means those certain rights offering procedures with respect to the Rights Offering, which rights offering procedures shall be set forth in the Rights Offering Documents.

143. “*Schedule of Retained Causes of Action*” means the schedule of certain Causes of Action of the Debtors that are not released, waived, or transferred pursuant to the Plan, as the same may be amended, modified, or supplemented from time to time.

144. “*Schedules*” means, collectively, the schedules of assets and liabilities, schedules of Executory Contracts and Unexpired Leases, and statements of financial affairs Filed by the Debtors pursuant to section 521 of the Bankruptcy Code and substantially in accordance with the Official Bankruptcy Forms, as the same may have been amended, modified, or supplemented from time to time.

145. “*SEC*” means the Securities and Exchange Commission.

146. “*Second Lien Claims*” means, collectively, all claims derived from, based upon, or secured pursuant to the 2024 Second Lien Notes Indenture and 2025 Second Lien Indenture, including claims for all principal amounts outstanding, interest, fees, expenses, costs, and other charges arising thereunder or related thereto.

147. “*Secured*” means, when referring to a Claim: (a) secured by a Lien on collateral to the extent of the value of such collateral, as determined in accordance with section 506(a) of the Bankruptcy Code or (b) subject to a valid right of setoff pursuant to section 553 of the Bankruptcy Code.

148. “*Secured Tax Claim*” means any Secured Claim against any Debtor that, absent its secured status, would be entitled to priority in right of payment under section 507(a)(8) of the Bankruptcy Code (determined irrespective of time limitations), including any related Secured Claim for penalties.

149. “*Securities Act*” means the Securities Act of 1933, 15 U.S.C. §§ 77a–77aa, as amended, together with the rules and regulations promulgated thereunder or any similar federal, state, or local law.

150. “*Securities Exchange Act*” means the Securities Exchange Act of 1934, 15 U.S.C. §§ 78a–78nn.

151. “*Security*” shall have the meaning set forth in section 101(49) of the Bankruptcy Code.

152. “*State PUCs*” means the public utilities commission or similar regulatory agency in each U.S. state (which, for this definition, shall include the District of Columbia) with jurisdiction over intrastate telecommunications services.

153. “*State PUC Applications*” means, collectively, each requisite notice, application, petition, or other request filed or to be filed with the State PUCs that have jurisdiction in connection with the Restructuring Transactions and the Plan.

154. “*Transfer of Control*” has the meaning set forth in Article XII.I of the Plan.

155. “*U.S. Trustee*” means the Office of the United States Trustee for Region 2.

156. “*Unexpired Lease*” means a lease to which one or more of the Debtors is a party that is subject to assumption or rejection under sections 365 or 1123 of the Bankruptcy Code.

157. “*Unimpaired*” means, with respect to a Claim or a Class of Claims or Interests, a Claim or an Interest that is unimpaired within the meaning of section 1124 of the Bankruptcy Code.

158. “*Uniti*” means Uniti Group Inc. and each of its direct and indirect subsidiaries party to the Plan Support Agreement.

159. “*Uniti 9019 Motion*” has the meaning ascribed to such term in the Plan Support Agreement.

162. “*Uniti Term Sheet*” means the sheet attached as Exhibit D to the Plan Support Agreement describing the terms and conditions of the settlement with Uniti.

164. “*Unsecured Notes Claims*” means, collectively, all claims derived from or based upon the 6.375% 2023 Notes Indenture, 7.500% 2022 Notes Indenture, 7.500% 2023 Notes Indenture, 7.750% 2020 Notes Indenture, 7.750% 2021 Notes Indenture, and 8.750% 2024 Notes Indenture, including in each case claims for all principal amounts outstanding, interest, fees, expenses, costs, and other charges arising thereunder or related thereto.

166. “*Voting Deadline*” means 4:00 p.m. (Eastern Time) on June 8, 2020, as specifically set forth in the Disclosure Statement Order, which is the deadline for submitting Ballots to accept or reject the Plan in accordance with section 1126 of the Bankruptcy Code.

168. “*Windstream Services*” means Windstream Services, LLC.

WIN Ex. 101
Page 17 of 59

ARTICLE II.

ADMINISTRATIVE CLAIMS AND PRIORITY CLAIMS

In accordance with section 1123(a)(1) of the Bankruptcy Code, Administrative Claims, including DIP Facilities Claims, Professional Fee Claims, and Priority Tax Claims have not been classified and, thus, are excluded from the classification of Claims and Interests set forth in Article III.

A. *Administrative Claims*

Except to the extent otherwise expressly provided herein, other than Professional Fee Claims and Administrative Claims that have already been paid during the Chapter 11 Cases, and except to the extent that a holder of an Allowed Administrative Claim and the applicable Debtor, prior to the Effective Date, or after the Effective Date, the applicable Reorganized Debtor, agrees to less favorable treatment, each holder of an Allowed Administrative Claim shall be paid in full in Cash: (a) if such Administrative Claim is Allowed as of the Effective Date, not later than the Effective Date; or (b) if such Administrative Claim is not Allowed as of the Effective Date, upon entry of an order of the Bankruptcy Court Allowing such Claim, or as soon as reasonably practicable thereafter; *provided* that if an Allowed Administrative Claim arises from liabilities incurred by the Estates in the ordinary course of business after the Petition Date, such Claim shall be paid in accordance with the terms and conditions of the particular transaction giving rise to such Claim in the ordinary course.

HOLDERS OF ADMINISTRATIVE CLAIMS THAT ARE REQUIRED TO, BUT DO NOT, FILE AND SERVE A REQUEST FOR PAYMENT OF SUCH ADMINISTRATIVE CLAIMS BY THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH ADMINISTRATIVE CLAIMS AGAINST THE DEBTORS, THE REORGANIZED DEBTORS, OR THEIR RESPECTIVE PROPERTY AND ASSETS AND SUCH ADMINISTRATIVE CLAIMS SHALL BE DEEMED DISCHARGED AS OF THE EFFECTIVE DATE.

B. *DIP Facilities Claims*

All DIP Facilities Claims shall be deemed Allowed as of the Effective Date in an amount equal to (a) the principal amount outstanding under the DIP Credit Agreement on such date, (b) all accrued and unpaid interest thereon to the date of payment and (c) all accrued and unpaid fees, expenses and noncontingent indemnification obligations payable under the DIP Credit Agreement and the DIP Orders.

Except to the extent that a holder of an Allowed DIP Facilities Claim agrees to a less favorable treatment, each Allowed DIP Facilities Claim, as well as any other fees, interest or other obligations owing to third parties under the DIP Credit Agreement and/or the DIP Orders, shall be indefeasibly paid in full, in Cash, by the Debtors on the Effective Date in accordance with the terms of the DIP Credit Agreement and the DIP Orders, including without limitation, the execution and delivery of a release agreement, on terms and conditions acceptable to the DIP Agent and the DIP Lenders, and contemporaneously with the foregoing payment and delivery of the release agreement, the DIP Facilities shall be deemed cancelled, all Liens on property of the Debtors and the Reorganized Debtors arising out of or related to the DIP Facilities shall automatically terminate, and all collateral subject to such Liens shall be automatically released, in each case without further action by the DIP Agent or the DIP Lenders and all guarantees of the Debtors and Reorganized Debtors arising out of or related to the DIP Facilities Claims shall be automatically discharged and released, in each case without further action by the DIP Agent or the DIP Lenders pursuant to the terms of the DIP Facilities. The DIP Agent and the DIP Lenders shall take all actions to effectuate and confirm such termination, release and discharge as reasonably requested by the Debtors or the Reorganized Debtors. For the avoidance of doubt, to the extent that any obligations under the DIP Credit Agreement and/or the DIP Orders remain unsatisfied as of the Effective Date, any unsatisfied claims thereunder shall not be released by the terms of this Plan until such obligations are indefeasibly paid in full, in Cash.

Class	Claim / Interest	Status	Voting Rights
6B	Non-Obligor General Unsecured Claims	Unimpaired	Deemed to Accept
7	Intercompany Claims	Impaired/Unimpaired	Deemed to Reject/ Deemed to Accept
8	Intercompany Interests	Impaired/Unimpaired	Deemed to Reject/Deemed to Accept
9	Interests in Windstream	Impaired	Deemed to Reject

B. *Treatment of Claims and Interests*

Each holder of an Allowed Claim or Allowed Interest, as applicable, shall receive under the Plan the treatment described below in full and final satisfaction, settlement, release, and discharge of and in exchange for such holder's Allowed Claim or Allowed Interest, except to the extent different treatment is agreed to by (i) the Reorganized Debtors, (ii) the Required Consenting Creditors, (iii) the Requisite Backstop Parties, and (iv) the holder of such Allowed Claim or Allowed Interest, as applicable. Unless otherwise indicated, the holder of an Allowed Claim or Allowed Interest, as applicable, shall receive such treatment on the Effective Date or as soon as reasonably practicable thereafter.

1. Class 1 – Other Secured Claims

- a. *Classification:* Class 1 consists of Other Secured Claims.
- b. *Treatment:* Each holder of an Allowed Other Secured Claim shall receive, at the Debtors' option, in consultation with the Required Consenting Creditors and the Requisite Backstop Parties: (a) payment in full in cash; (b) the collateral securing its Allowed Other Secured Claim; (c) Reinstatement of its Allowed Other Secured Claim; or (d) such other treatment rendering its Allowed Other Secured Claim unimpaired in accordance with section 1124 of the Bankruptcy Code.
- c. *Voting:* Class 1 is Unimpaired under the Plan. Each holder of an Other Priority Claim is conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code. Therefore, each holder of an Other Priority Claim is not entitled to vote to accept or reject the Plan.

2. Class 2 – Other Priority Claims

- a. *Classification:* Class 2 consists of Other Priority Claims.
- b. *Treatment:* Each holder of an Allowed Other Priority Claim shall receive treatment in a manner consistent with section 1129(a)(9) of the Bankruptcy Code.
- c. *Voting:* Class 2 is Unimpaired under the Plan. Each holder of an Other Priority Claim is conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code. Therefore, each holder of an Other Secured Claim is not entitled to vote to accept or reject the Plan.

3. Class 3 – First Lien Claims

- a. *Classification:* Class 3 consists of all First Lien Claims.
- b. *Treatment:* Each holder of an Allowed First Lien Claim shall receive its Pro Rata share of:
 - (i) 100% of the Reorganized Windstream Equity Interests, subject to dilution on account of the Rights Offering, the Backstop Premium, and the Management Incentive Plan;
 - (ii) cash in an amount equal to the sum of (i) the Distributable Exit Facility Proceeds, (ii) the Distributable Flex Proceeds, (iii) the cash proceeds of the Rights Offering, and (iv) all other cash held by the Debtors as of the Effective Date in excess of the Minimum Cash Balance;
 - (iii) the Distributable Subscription Rights; and
 - (iv) as applicable, the First Lien Replacement Term Loans.
- c. *Voting:* Class 3 is Impaired under the Plan. Each holder of a First Lien Claim is entitled to vote to accept or reject the Plan.

4. Class 4 – Midwest Notes Lien Claims

- a. *Classification:* Class 4 consists of all Midwest Notes Claims.
- b. *Treatment:* Each holder of an Allowed Midwest Notes Claim shall receive its Pro Rata share of the Midwest Notes Exit Facility Term Loans, the principal amount of which shall be \$100 million, plus any interest and fees due and owing under the Midwest Notes Indenture and/or the Final DIP Order to the extent unpaid as of the Effective Date.
- c. *Voting:* Class 4 is Impaired under the Plan. Each holder of an Allowed Class 4 Midwest Notes Claim is entitled to vote to accept or reject the Plan.

5. Class 5 – Second Lien Claims

- a. *Classification:* Class 5 consists of all Second Lien Claims.
- b. *Treatment:*
 - (i) ***If holders of Allowed Second Lien Claims vote as a class to accept the Plan***, on the Effective Date, each holder of an Allowed Second Lien Claim shall receive cash in an amount equal to \$0.00125 for each \$1.00 of Allowed Second Lien Claims.
 - (ii) ***If holders of Allowed Second Lien Claims vote as a class to reject the Plan***, on the Effective Date, each holder of an Allowed Second Lien Claim shall receive treatment consistent with section 1129(a)(7) of the Bankruptcy Code.
- c. *Voting:* Class 5 is Impaired under the Plan. Each holder of an Allowed Class 5 Second Lien Claim is entitled to vote to accept or reject the Plan.

6. Class 6A – Obligor General Unsecured Claims

- a. *Classification:* Class 6A consists of all Obligor General Unsecured Claims.

- c. *Voting*: Class 8 is either (i) Unimpaired, in which case the holders of Intercompany Claims are presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, or (ii) Impaired, and not receiving any distribution under the Plan, in which case the holders of Intercompany Claims are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. Therefore, holders of Intercompany Claims are not entitled to vote to accept or reject the Plan.

10. Class 9 – Interests in Windstream

- a. *Classification:* Class 9 consists of all Interests in Windstream.
- b. *Treatment:* Each holder of an Interest in Windstream shall have such Interest cancelled, released, and extinguished without any distribution.
- c. *Voting:* Holders of Interests in Windstream are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. Therefore, holders of Interests in Windstream are not entitled to vote to accept or reject the Plan.

C. *Special Provision Governing Unimpaired Claims*

Except as otherwise specifically provided in the Plan, nothing herein shall be deemed to affect, diminish, or impair the Debtors' or the Reorganized Debtors' rights and defenses, both legal and equitable, with respect to any Reinstated Claim or Unimpaired Claim, including legal and equitable defenses to setoffs or recoupment against Reinstated Claims or Unimpaired Claims; and, except as otherwise specifically provided in the Plan, nothing herein shall be deemed to be a waiver or relinquishment of any Claim, Cause of Action, right of setoff, or other legal or equitable defense which the Debtors had immediately prior to the Petition Date, against or with respect to any Claim that is Unimpaired by the Plan. Except as otherwise specifically provided in the Plan, the Reorganized Debtors shall have, retain, reserve, and be entitled to assert all such Claims, Causes of Action, rights of setoff, and other legal or equitable defenses which the Debtors had immediately prior to the Petition Date fully as if the Chapter 11 Cases had not been commenced, and all of the Reorganized Debtors' legal and equitable rights with respect to any Reinstated Claim or Claim that is Unimpaired by this Plan may be asserted after the Confirmation Date and the Effective Date to the same extent as if the Chapter 11 Cases had not been commenced.

D. *Confirmation Pursuant to Sections 1129(a)(10) and 1129(b) of the Bankruptcy Code*

Section 1129(a)(10) of the Bankruptcy Code shall be satisfied for purposes of Confirmation by acceptance of the Plan by an Impaired Class of Claims. The Debtors shall seek Confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code with respect to any rejecting Class of Claims or Interests.

E. Elimination of Vacant Classes

Any Class of Claims or Interests that does not have a holder of an Allowed Claim or Allowed Interest or a Claim or Interest temporarily Allowed by the Bankruptcy Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code.

F. *Voting Classes; Presumed Acceptance by Non-Voting Classes*

If a Class contains Claims eligible to vote and no holders of Claims eligible to vote in such Class vote to accept or reject the Plan, the Plan shall be presumed to have been approved by the holders of such Claims in such Class.

G. Controversy Concerning Impairment

If a controversy arises as to whether any Claims or Interests, or any Class of Claims or Interests, are Impaired, the Bankruptcy Court shall, after notice and a hearing, determine such controversy on or before the Confirmation Date.

H. *Intercompany Interests*

To the extent not cancelled under the Plan, distributions on account of Intercompany Interests are not being received by holders of such Intercompany Interests on account of their Intercompany Interests but for the purposes of administrative convenience and due to the importance of maintaining the corporate structure, for the ultimate benefit of the holders of Reorganized Windstream Equity Interests, and in exchange for the Debtors' and Reorganized Debtors' agreement under the Plan to make certain distributions to the holders of Allowed Claims.

ARTICLE IV.

MEANS FOR IMPLEMENTATION OF THE PLAN

A. *Substantive Consolidation*

The Plan is being proposed as a joint plan of reorganization of the Debtors for administrative purposes only and constitutes a separate chapter 11 plan of reorganization for each Debtor. The Plan is not premised upon the substantive consolidation of the Debtors with respect to the Classes of Claims or Interests set forth in the Plan.

B. *Sources of Consideration for Plan Distributions*

The Reorganized Debtors, or Debtors, as applicable, shall fund distributions under the Plan with: (a) Cash on hand; (b) the issuance and distribution of Reorganized Windstream Equity Interests; (c) proceeds of the New Exit Facility; (d) the First Lien Replacement Term Loans, as applicable; (e) subscription rights to participate in the Rights Offering; and (f) proceeds of the Rights Offering.

C. *Issuance and Distribution of Reorganized Windstream Equity Interests*

Upon the Effective Date, the issuance of the Reorganized Windstream Equity Interests shall be authorized without the need for any further corporate action and without any further action by the holders of Claims or Interests.

On the Effective Date, or as soon as is reasonably practicable thereafter, applicable holders of First Lien Claims shall receive shares or units of Reorganized Windstream Equity Interests in exchange for their Claims pursuant to Article III.B.

All of the shares or units of Reorganized Windstream Equity Interests issued pursuant to the Plan shall be duly authorized, validly issued, fully paid, and non-assessed. Each distribution and issuance of the Reorganized Windstream Equity Interests under the Plan shall be governed by the terms and conditions set forth in the Plan applicable to such distribution or issuance and by the terms and conditions of the instruments evidencing or relating to such distribution or issuance, which terms and conditions shall bind each Entity receiving such distribution or issuance.

D. *New Exit Facility and Rights Offering*

1. The New Exit Facility

Prior to the Effective Date, the Debtors will secure commitments to fund a new money senior secured credit facility in an aggregate amount up to \$3,250 million, which will include the following facilities:

- a. the New Exit Facility Revolver which will be undrawn on the Effective Date and may include (a) a letter of credit sub-facility up to an aggregate principal amount of \$350 million to support obligations related to funding received from state and federal broadband subsidy programs and (b) an additional letter of credit sub-facility up to an aggregate principal amount of \$50 million; and

- b. the New Exit Facility Term Loan, which will be funded or distributed, as applicable, on the Effective Date and (a) will include the Required Exit Facility Term Loans, which shall include the Midwest Notes Exit Facility Term Loans, and (b) may include the Flex Exit Facility Term Loans at the election of the Requisite Backstop Parties, in consultation with the Debtors and otherwise on the terms set forth in the Plan Support Agreement. The Midwest Notes Exit Facility Term Loans will rank *pari passu* with, and be secured on the same terms as, the other Required Exit Facility Term Loans, and have the same terms as, and be fungible in all respects with, the other Required Exit Facility Term Loans. The interest rate, maturity date, and other terms of the New Exit Facility will be consistent with the Plan Support Agreement and otherwise reasonably acceptable to the Debtors, the Required Consenting Creditors, and the Requisite Backstop Parties.

The Required Exit Facility Term Loans (other than the Midwest Notes Exit Facility Term Loans) may be reduced to an amount less than \$2,050 million at the election of Requisite Backstop Parties. To the extent the amount of the Required Exit Facility Term Loans funded on the Effective Date is lower than the Required Exit Facility Term Loans Target, the Debtors will distribute the First Lien Replacement Term Loans in an amount equal to the difference between the Required Exit Facility Term Loans Target and the amount of Required Exit Facility Term Loans actually funded on the Plan Effective Date to holders of First Lien Claims in lieu of the applicable cash distributions; *provided* that the aggregate amount of the First Lien Replacement Term Loans will not exceed an amount to be agreed by the Requisite Backstop Parties and set forth in the Plan Supplement. The First Lien Replacement Term Loans, as applicable, will rank *pari passu* with and secured on substantially the same terms as the New Exit Facility Term Loan and have the same terms as the New Exit Facility Term Loan or such other terms as agreed by the Requisite Backstop Parties and the Debtors.

On the Effective Date, the net cash proceeds of the remaining Required Exit Facility Term Loans (and other cash on hand held by the Debtors as of the Effective Date) will be:

- a. first, used to pay in full in cash Allowed DIP Claims, Allowed Administrative Claims, Allowed Priority Tax Claims, Allowed Other Secured Claims, Allowed Other Priority Claims, and executory contract and unexpired lease Cure Claims as and to the extent that such Claims are required to be paid in cash under this Plan;
- b. second, used to fund the Non-Obligor General Unsecured Claims Reserve;
- c. third, used to fund the Obligor Claims Reserve;
- d. fourth, used, to the extent necessary, to fund the Minimum Cash Balance; and
- e. fifth, distributed to holders of Allowed First Lien Claims in accordance with Article III.B.3 of this Plan, which amounts shall constitute the Distributable Exit Facility Proceeds.

Confirmation of the Plan shall be deemed (a) approval of the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans) and all the transactions and related agreements contemplated thereby, and all actions to be taken, undertakings to be made, and obligations to be incurred and fees and expenses to be paid by the Debtors or the Reorganized Debtors, as applicable, in connection therewith, to the extent not approved by the Bankruptcy Court previously, and (b) authorization for the Debtors or the Reorganized Debtors, as applicable, to, without further notice to or order of the Bankruptcy Court, (i) execute and deliver those documents and agreements necessary or appropriate to pursue or obtain the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans), and incur and pay any fees and expenses in connection therewith, and (ii) act or take action under applicable law, regulation, order, or rule or vote, consent, authorization, or approval of any person, subject to such modifications as the Debtors or the Reorganized Debtors, as applicable, may deem to be necessary to consummate the New Exit Facility.

On the Effective Date, all Liens and security interests granted pursuant to, or in connection with the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans): (i) shall be deemed

or formed and pursuant to the respective certificate of incorporation and bylaws (or other analogous formation documents) in effect before the Effective Date, except to the extent such certificate of incorporation and bylaws (or other analogous formation documents) are amended by the Plan or otherwise, and to the extent such documents are amended, such documents are deemed to be amended pursuant to the Plan and require no further action or approval (other than any requisite filings required under applicable state, provincial, or federal law).

F. *Vesting of Assets in the Reorganized Debtors*

Except as otherwise provided in the Plan or any agreement, instrument, or other document incorporated in the Plan or the Plan Supplement, on the Effective Date, all property in each Estate, all Causes of Action, all Executory Contracts and Unexpired Leases assumed by any of the Debtors, and any property acquired by any of the Debtors, including Interests held by the Debtors in non-Debtor subsidiaries, pursuant to the Plan shall vest in each respective Reorganized Debtor, free and clear of all Liens, Claims, charges, or other encumbrances unless expressly provided otherwise by the Plan or Confirmation Order. On and after the Effective Date, except as otherwise provided in the Plan, including with respect to the waiver of Avoidance Claims in Article IV.R, each Reorganized Debtor may operate its business and may use, acquire, or dispose of property, and compromise or settle any Claims, Interests, or Causes of Action without supervision or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules.

G. *Cancellation of Existing Securities*

On the later of the Effective Date and the date on which distributions are made pursuant to the Plan (if not made on the Effective Date), except as otherwise specifically provided for in the Plan or set forth in the Description of Restructuring Transactions: (a) the obligations of the Debtors under the Prepetition Credit Agreement, the First Lien Notes Indenture, the Midwest Notes Indenture, the Second Lien Notes Indenture, Unsecured Notes indenture(s), and any other certificate, equity security, share, note, bond, indenture, purchase right, option, warrant, or other instrument or document directly or indirectly evidencing or creating any indebtedness or obligation of or ownership interest in the Debtors giving rise to any Claim or Interest (except such agreements, certificates, notes, or other instruments or documents evidencing indebtedness or obligation of or ownership interest in the Debtors that are reinstated or amended and restated pursuant to the Plan), shall be cancelled solely as to the Debtors, and the Reorganized Debtors, the DIP Agent, the Agent, the First Lien Notes Indenture Trustee, the Midwest Notes Indenture Trustee, the Second Lien Notes Indenture Trustee, and the Unsecured Notes Trustee shall not have any continuing duties or obligations thereunder and shall be discharged; and (b) the obligations of the Debtors pursuant, relating, or pertaining to any agreements, indentures, certificates of designation, bylaws or certificate or articles of incorporation or similar documents governing the shares, certificates, notes, bonds, indentures, purchase rights, options, or other instruments or documents evidencing or creating any indebtedness or obligation of or ownership interest in the Debtors (except such agreements, certificates, notes or other instruments evidencing indebtedness or obligation of or ownership interest in the Debtors that are specifically reinstated, amended and reinstated, or entered into pursuant to the Plan) shall be released and discharged; except that the applicable indentures and credit agreements shall continue in effect solely for the purpose of: (i) allowing the applicable agents and indenture trustees to receive distributions from the Debtors and to make further distributions to the applicable holders of Claims (subject to any applicable charging liens), and allowing such holders to accept distributions, on account of such Claims; (ii) preserving the applicable agents' and indenture trustees' rights to payment of fees and expenses, and allowing the maintenance, exercise, and enforcement of any applicable charging lien for the payment of fees and expenses and for indemnification as against any money or property distributed to holders; (iii) preserving the right of applicable agents and indenture trustees to exculpation and indemnification from the Debtors pursuant and subject to the terms of the applicable credit agreements and indentures; and (iv) preserving the applicable agents' and indenture trustees' right to appear and be heard in the Chapter 11 Cases or in any other proceeding in the Bankruptcy Court, including but not limited to enforcing any obligations owed to it under the Plan or Confirmation Order; *provided* that nothing in this Plan shall affect the discharge of Claims pursuant to the Bankruptcy Code, the Confirmation Order, or the Plan, or result in any liability or expense to the Reorganized Debtors. On the Effective Date, each holder of a certificate or instrument evidencing a Claim that is discharged by the Plan shall be deemed to have surrendered such certificate or instrument in accordance with the applicable indenture or agreement that governs the rights of such holder of such Claim. Such surrendered certificate or instrument shall be deemed cancelled as set forth in, and subject to the exceptions set forth in, this Article IV.G. On and after the Effective Date, the duties and responsibilities of the indenture trustee under the indentures shall be discharged and released, except to the extent required in order to effectuate the Plan including, but

The Reorganized Debtors reserve and shall retain such Causes of Action of the Debtors notwithstanding the rejection or repudiation of any Executory Contract or Unexpired Lease during the Chapter 11 Cases or pursuant to the Plan. In accordance with section 1123(b)(3) of the Bankruptcy Code, any Causes of Action that a Debtor may hold against any Entity shall vest in the Reorganized Debtors, except as otherwise expressly provided in the Plan. The applicable Reorganized Debtors, through their authorized agents or representatives, shall retain and may exclusively enforce any and all such Causes of Action. The Reorganized Debtors shall have the exclusive right, authority, and discretion to determine and to initiate, file, prosecute, enforce, abandon, settle, compromise, release, withdraw, or litigate to judgment any such Causes of Action and to decline to do any of the foregoing without the consent or approval of any third party or further notice to or action, order, or approval of the Bankruptcy Court.

1. Director and Officer Liability Insurance

2. Other Insurance Policies

WIN Ex. 101
Page 32 of 59

violate the terms of any assumed Unexpired Lease of non-residential real property. Any motions to assume Executory Contracts or Unexpired Leases pending on the Effective Date shall be subject to approval by a Final Order of the Bankruptcy Court on or after the Effective Date but may be withdrawn, settled, or otherwise prosecuted by the Reorganized Debtors. Notwithstanding anything to the contrary in the Plan, the Debtors or the Reorganized Debtors, as applicable, reserve the right to alter, amend, modify, or supplement the Assumed Executory Contracts and Unexpired Leases Schedule and the Rejected Executory Contracts and Unexpired Leases Schedule at any time up to forty-five (45) days after the Effective Date.

B. *Claims Based on Rejection of Executory Contracts or Unexpired Leases*

Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court within thirty (30) days after the date of entry of an order of the Bankruptcy Court (including the Confirmation Order) approving such rejection. **Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not Filed within such time will be disallowed upon an order of the Bankruptcy Court, forever barred from assertion, and shall not be enforceable against, as applicable, the Debtors, the Reorganized Debtors, the Estates, or property of the foregoing parties, without the need for any objection by the Debtors or the Reorganized Debtors, as applicable, or further notice to, or action, order, or approval of the Bankruptcy Court or any other Entity, and any Claim arising out of the rejection of the Executory Contract or Unexpired Lease shall be deemed fully satisfied, released, and discharged, notwithstanding anything in the Schedules, if any, or a Proof of Claim to the contrary.** Claims arising from the rejection of the Debtors' Executory Contracts or Unexpired Leases shall be classified as General Unsecured Claims and shall be treated in accordance with Article III.B.6 or Article III.B.7 of this Plan, as applicable.

C. *Cure of Defaults for Assumed Executory Contracts and Unexpired Leases*

The Debtors or the Reorganized Debtors, as applicable, shall pay Cure Claims, if any, on the Effective Date or as soon as practicable thereafter, or on such other terms as the parties to such Executory Contracts or Unexpired Leases may otherwise agree. Any Cure Claim shall be deemed fully satisfied, released, and discharged upon payment by the Debtors or the Reorganized Debtors of such Cure Claim, as applicable; *provided* that nothing herein shall prevent the Reorganized Debtors, from paying any Cure Claim despite the failure of the relevant counterparty to file such request for payment of such Cure Claim. The Reorganized Debtors may settle any Cure Claim on account of any Executory Contract or Unexpired Lease without any further notice to or action, order, or approval of the Bankruptcy Court.

At least 7 days before the Voting Deadline, the Debtors shall distribute, or cause to be distributed, Cure Notices to the applicable third parties; *provided* that solely to the extent a cure amount is related to an Executory Contract or Unexpired Lease that is identified on an Amended Assumed Executory Contract/Unexpired Lease Schedule, the Debtors shall distribute, or cause to be distributed, such Cure Notice to the applicable third party on the date that such amended schedule is Filed. **Any objection by a counterparty to an Executory Contract or Unexpired Lease to the proposed assumption, assumption and assignment or related cure amount must be Filed, served and actually received by the Debtors on or before 14 days following distribution of the applicable Cure Notice.** Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption, assumption and assignment, or cure amount related thereto (if any) will be deemed to have assented to such assumption, assumption and assignment, or cure amount. Notwithstanding anything herein to the contrary, in the event that any Executory Contract or Unexpired Lease is removed from the Rejected Executory Contracts and Unexpired Leases Schedule after such deadline, a Cure Notice with respect to such Executory Contract or Unexpired Lease will be sent promptly to the counterparty thereof and a noticed hearing set to consider whether such Executory Contract or Unexpired Lease can be assumed or assumed and assigned.

Assumption of any Executory Contract or Unexpired Lease pursuant to the Plan or otherwise shall result in the full release and satisfaction of any Claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any Assumed Executory Contract or Unexpired Lease at any time before the date that the Debtors assume such Executory Contract or Unexpired Lease. Any Proofs of Claim Filed with respect to an Executory Contract or Unexpired Lease that has been assumed shall be deemed disallowed and expunged, without further notice to or action, order, or approval of the Bankruptcy Court.

Claims in each applicable Class. In the event that any payment or act under the Plan is required to be made or performed on a date that is not a Business Day, then the making of such payment or the performance of such act may be completed on the next succeeding Business Day, but shall be deemed to have been completed as of the required date. If and to the extent that there are disputed Claims, distributions on account of any such disputed Claims shall be made pursuant to the provisions set forth in Article VII. Except as specifically provided in the Plan, holders of Claims shall not be entitled to interest, dividends, or accruals on the distributions provided for in the Plan, regardless of whether such distributions are delivered on or at any time after the Effective Date.

B. *Rights and Powers of Distribution Agent*

1. Powers of the Distribution Agent

The Distribution Agent shall be empowered to: (a) effect all actions and execute all agreements, instruments, and other documents necessary to perform its duties under the Plan; (b) make all distributions contemplated hereby; (c) employ professionals to represent it with respect to its responsibilities; and (d) exercise such other powers as may be vested in the Distribution Agent by order of the Bankruptcy Court, pursuant to the Plan, or as deemed by the Distribution Agent to be necessary and proper to implement the provisions hereof.

2. Expenses Incurred On or After the Effective Date

Except as otherwise ordered by the Bankruptcy Court, the amount of any reasonable and documented fees and expenses incurred by the applicable Distribution Agent on or after the Effective Date (including taxes) and any reasonable and documented compensation and expense reimbursement claims (including reasonable attorney fees and expenses) made by the applicable Distribution Agent shall be paid in Cash by the Reorganized Debtors.

C. *Special Rules for Distributions to Holders of Disputed Claims and Interests*

Notwithstanding any provision otherwise in the Plan and except as otherwise agreed by the relevant parties: (a) no partial payments and no partial distributions shall be made with respect to a disputed Claim until all such disputes in connection with such disputed Claim have been resolved by settlement or Final Order; and (b) any Entity that holds both an Allowed Claim and a disputed Claim shall not receive any distribution on the Allowed Claim unless and until all objections to the disputed Claim have been resolved by settlement or Final Order or the Claims have been Allowed or expunged. Any dividends or other distributions arising from property distributed to holders of Allowed Claims in a Class and paid to such holders under the Plan shall also be paid, in the applicable amounts, to any holder of a disputed Claim in such Class that becomes an Allowed Claim after the date or dates that such dividends or other distributions were earlier paid to holders of Allowed Claims in such Class.

D. *Delivery of Distributions and Fractional, Undeliverable, or Unclaimed Distributions*

1. Record Date for Distribution

On the Distribution Record Date, the Claims Register shall be closed and any party responsible for making distributions shall instead be authorized and entitled to recognize only those record holders listed on the Claims Register as of the close of business on the Distribution Record Date. Notwithstanding anything to the contrary in the Plan or the Confirmation Order, the Distribution Record Date shall not apply to publicly held securities if distributions to such securities will be effectuated through DTC.

2. Delivery of Distributions

Except as otherwise provided herein, the Disbursing Agent shall make distributions to holders of Allowed Claims and Allowed Interests (as applicable) as of the Distribution Record Date at the address for each such holder as indicated on the Debtors' records as of the date of any such distribution; *provided* that the manner of such distributions shall be determined at the discretion of the Reorganized Debtors.

Unless otherwise specifically provided for in an order of the Bankruptcy Court, the Plan, or the Confirmation Order, or required by applicable law, distributions in respect of Allowed Claims shall be allocated first to the principal amount of such Claims (as determined for federal income tax purposes) and then, to the extent the consideration exceeds the principal amount of the Claims, to any portion of such Claims for accrued but unpaid interest as Allowed herein.

Any duplicate Claim or Interest or any Claim or Interest that has been paid or satisfied, or any Claim that has been amended or superseded, may be adjusted or expunged on the Claims Register by the Debtors or the Reorganized Debtors upon stipulation between the impacted holder of any Claim or Interest and the Debtor or Reorganized Debtor, as applicable without a Claims objection having to be Filed and without any further notice to or action, order, or approval of the Bankruptcy Court.

Any objections to Claims shall be Filed by the Reorganized Debtors on or before the Claims Objection Deadline, as such deadline may be extended from time to time.

On or after the Effective Date, except as provided in the Plan or the Confirmation Order, a Claim may not be Filed or amended without the prior authorization of the Bankruptcy Court or the Reorganized Debtors.

To the extent that a disputed Claim ultimately becomes an Allowed Claim, distributions (if any) shall be made to the holder of such Allowed Claim in accordance with the provisions of the Plan. As soon as reasonably practicable after the date that the order or judgment of a court of competent jurisdiction allowing any disputed Claim becomes a Final Order, the Reorganized Debtors shall provide to the holder of such Claim the distribution (if any) to which such holder is entitled under the Plan as of the Effective Date.

Holders of Allowed Claims may assert such Claims against each Debtor obligated with respect to such Claims, and such Claims shall be entitled to share in the recovery provided for the applicable Class of Claims against each obligated Debtor based upon the full Allowed amount of such Claims. Notwithstanding the foregoing, in no case shall the aggregate value of all property received or retained under the Plan on account of any Allowed Claim exceed 100 percent of the underlying Allowed Claim plus applicable interest, if any.

Property deposited into the various Claim distribution accounts described elsewhere in the Plan (including the Non-Obligor General Unsecured Claims Reserve and the Obligor Claims Reserve, but for the avoidance of doubt, not including the Professional Fee Escrow) will be subject to “disputed ownership fund” treatment under section 1.468B-9 of the United States Treasury Regulations. All corresponding elections with respect to such accounts shall be made, and such treatment shall be applied to the extent possible for state, local, and non-U.S. tax purposes. Under such treatment, a separate federal income tax return shall be filed with the IRS with respect to such accounts, any taxes (including with respect to interest, if any, or appreciation in property between the Effective Date and date of

TRANSACTIONS, THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE PLAN, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN SUPPORT AGREEMENT, THE BACKSTOP COMMITMENT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE.

D. *Third Party Release*

AS OF THE EFFECTIVE DATE, EACH RELEASING PARTY IS DEEMED TO HAVE RELEASED AND DISCHARGED EACH DEBTOR, REORGANIZED DEBTOR, AND RELEASED PARTY FROM ANY AND ALL CAUSES OF ACTION, WHETHER KNOWN OR UNKNOWN, INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED ON BEHALF OF THE DEBTORS, THAT SUCH ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT (WHETHER INDIVIDUALLY OR COLLECTIVELY), BASED ON OR RELATING TO OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' IN- OR OUT-OF-COURT RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE BACKSTOP COMMITMENT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE PLAN, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN SUPPORT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER RELATED ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE.

E. *Exculpation*

EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, NO EXCULPATED PARTY SHALL HAVE OR INCUR, AND EACH EXCULPATED PARTY IS RELEASED AND EXCULPATED FROM ANY CAUSE OF ACTION FOR ANY CLAIM RELATED TO ANY ACT OR OMISSION IN CONNECTION WITH, RELATING TO OR ARISING OUT OF THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT AND RELATED PREPETITION TRANSACTIONS, THE DISCLOSURE STATEMENT, THE PLAN, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, EXCEPT FOR CLAIMS RELATED TO ANY ACT OR

OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED ACTUAL FRAUD OR GROSS NEGLIGENCE, BUT IN ALL RESPECTS SUCH ENTITIES SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND RESPONSIBILITIES PURSUANT TO THE PLAN. THE EXCULPATED PARTIES HAVE, AND UPON COMPLETION OF THE PLAN SHALL BE DEEMED TO HAVE, PARTICIPATED IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE LAWS WITH REGARD TO THE SOLICITATION OF VOTES AND DISTRIBUTION OF CONSIDERATION PURSUANT TO THE PLAN AND, THEREFORE, ARE NOT, AND ON ACCOUNT OF SUCH DISTRIBUTIONS SHALL NOT BE, LIABLE AT ANY TIME FOR THE VIOLATION OF ANY APPLICABLE LAW, RULE, OR REGULATION GOVERNING THE SOLICITATION OF ACCEPTANCES OR REJECTIONS OF THE PLAN OR SUCH DISTRIBUTIONS MADE PURSUANT TO THE PLAN.

F. *Injunction*

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN OR FOR OBLIGATIONS ISSUED OR REQUIRED TO BE PAID PURSUANT TO THE FINAL DIP ORDER, THE PLAN, OR THE CONFIRMATION ORDER, ALL ENTITIES WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS AGAINST, AS APPLICABLE, THE DEBTORS, THE REORGANIZED DEBTORS, THE EXCULPATED PARTIES, OR THE RELEASED PARTIES: (A) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (B) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, OR ORDER AGAINST SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (C) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH ENTITIES OR THE PROPERTY OR THE ESTATES OF SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (D) ASSERTING ANY RIGHT OF SETOFF, SUBROGATION, OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM SUCH ENTITIES OR AGAINST THE PROPERTY OF SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE EFFECTIVE DATE, AND NOTWITHSTANDING AN INDICATION OF A CLAIM OR INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS, OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO APPLICABLE LAW OR OTHERWISE; AND (E) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED OR SETTLED PURSUANT TO THE PLAN.

G. *Subordination Rights*

The classification and manner of satisfying all Claims and Interests under the Plan take into consideration all subordination rights, whether arising under general principles of equitable subordination, contract, section 510(c) of the Bankruptcy Code, any intercreditor agreements or otherwise, that a holder of a Claim or Interest may have against other Claim or Interest holders with respect to any distribution made pursuant to the Plan. Except as provided in the Plan, all subordination rights that a holder of a Claim may have with respect to any distribution to be made pursuant to the Plan shall be discharged and terminated, and all actions related to the enforcement of such subordination rights shall be permanently enjoined.

Pursuant to Bankruptcy Rule 9019 and in consideration for the distributions and other benefits provided under the Plan, the provisions of the Plan shall constitute a good faith compromise and settlement of all claims or controversies relating to the subordination rights that a holder of a Claim may have with respect to any Allowed Claim or any distribution to be made pursuant to the Plan on account of any Allowed Claim. The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, as of the Effective Date, of the compromise or

2. the final version of the Plan Supplement and all of the schedules, documents, and exhibits contained therein shall have been filed in a manner consistent in all material respects with the Plan Support Agreement, the Restructuring Term Sheet, and the Plan;
3. the Plan Support Agreement shall remain in full force and effect and shall not be terminated;
4. the Final Order approving the DIP Facility shall remain in full force and effect;
5. the Bankruptcy Court shall have entered the Backstop Commitment Agreement Approval Order;
6. the Backstop Commitment Agreement shall remain in full force and effect and shall not have been terminated;
7. the Rights Offering shall have been consummated and shall have been conducted in accordance with the procedures set forth in the Plan;
8. the Uniti Transactions shall have been consummated;
9. the documentation related to the New Exit Facility shall have been duly executed and delivered by all of the Entities that are parties thereto and all conditions precedent (other than any conditions related to the occurrence of the Effective Date) to the effectiveness of the New Exit Facility shall have been satisfied or duly waived in writing in accordance with the terms of each of the New Exit Facility and the closing of the New Exit Facility shall have occurred;
10. the Debtors shall have obtained all authorizations, consents, regulatory approvals, rulings, or documents, including all applicable governmental, material regulatory, and/or third-party approvals and consents, that are necessary to implement and effectuate the Plan, including but not limited to: FCC Approval, State PUC Approvals, and Bankruptcy Court approval, and shall not be subject to unfulfilled conditions (excluding any ongoing State PUC requirements and obligations which may continue beyond the Effective Date), shall be in full force and effect, and all applicable waiting periods shall have expired without any action being taken or threatened by any competent authority that would restrain, prevent, or otherwise impose materially adverse conditions on the Restructuring Transactions;
11. all actions, documents, certificates, and agreements necessary to implement the Plan (including any documents contained in the Plan Supplement) shall have been effected or executed and delivered to the required parties and, to the extent required, filed with the applicable governmental units, in accordance with applicable laws and shall comply with the consent rights set forth in the Plan Support Agreement;
12. all professional fees and expenses of retained professionals that require the Bankruptcy Court's approval shall have been paid in full or amounts sufficient to pay such fees and expenses after the Effective Date shall have been placed in a professional fee escrow account pending the Bankruptcy Court's approval of such fees and expenses;
13. all professional fees and expenses and of the advisors to the Consenting Creditors and the Backstop Parties shall have been paid in full in accordance with the Plan Support Agreement; and
14. the Debtors shall have implemented the Restructuring Transactions and all transactions contemplated in the Restructuring Term Sheet in a manner consistent with the Plan Support Agreement, the Restructuring Term Sheet, and this Plan.

B. *Waiver of Conditions Precedent to the Effective Date*

The conditions to the Effective Date of the Plan set forth in this Article IX may be waived only by consent of the Debtors or Reorganized Debtors, as applicable, with the prior consent of the Required Consenting Creditors and the Requisite Backstop Parties without notice, leave, or order of the Bankruptcy Court or any formal action other than proceedings to confirm or consummate the Plan, subject to the terms of the Bankruptcy Code and the Bankruptcy

such orders as may be necessary or appropriate to implement and/or enforce such releases, injunctions, and other provisions;

13. resolve any cases, controversies, suits, disputes, or Causes of Action with respect to the repayment or return of distributions and the recovery of additional amounts owed by the holder of a Claim or Interest for amounts not timely repaid pursuant to Article VII.1;

14. enter and implement such orders as are necessary or appropriate if the Confirmation Order is for any reason modified, stayed, reversed, revoked, or vacated;

15. determine any other matters that may arise in connection with or relate to the Plan, the Disclosure Statement, the Confirmation Order, or the Plan Supplement;

16. adjudicate any and all disputes arising from or relating to distributions under the Plan or any transactions contemplated therein;

17. consider any modifications of the Plan, to cure any defect or omission, or to reconcile any inconsistency in any Bankruptcy Court order, including the Confirmation Order;

18. determine requests for the payment of Claims and Interests entitled to priority pursuant to section 507 of the Bankruptcy Code;

19. hear and determine matters concerning state, local, and federal taxes in accordance with sections 346, 505, and 1146 of the Bankruptcy Code;

20. hear and determine matters concerning exemptions from state and federal registration requirements in accordance with section 1145 of the Bankruptcy Code;

21. hear and determine all disputes involving the existence, nature, or scope of the release provisions set forth in the Plan, including any dispute relating to any liability arising out of the termination of employment or the termination of any employee or retiree benefit program, regardless of whether such termination occurred prior to or after the Effective Date;

22. enforce all orders previously entered by the Bankruptcy Court;

23. hear any other matter not inconsistent with the Bankruptcy Code; and

24. enter an order concluding or closing the Chapter 11 Cases.

provided, however, that the Bankruptcy Court shall not retain jurisdiction over disputes concerning documents contained in the Plan Supplement that have a jurisdictional, forum selection, or dispute resolution clause that refers disputes to a different court and any disputes concerning documents contained in the Plan Supplement that contain such clauses shall be governed in accordance with the provisions of such documents.

ARTICLE XII.

MISCELLANEOUS PROVISIONS

A. *Immediate Binding Effect*

Subject to Article IX.A and notwithstanding Bankruptcy Rules 3020(e), 6004(h), or 7062 or otherwise, upon the occurrence of the Effective Date, the terms of the Plan, the Plan Supplement, and the Confirmation Order shall be immediately effective and enforceable and deemed binding upon the Debtors or the Reorganized Debtors, as applicable, and any and all holders of Claims or Interests (regardless of whether such Claims or Interests are deemed to have acceptable or rejected the Plan), all Entities that are parties to or are subject to the settlements, compromises,

On or before the Effective Date, the Debtors may file with the Bankruptcy Court such agreements and other documents as may be necessary or appropriate to effectuate and further evidence the terms and conditions of the Plan. The Debtors and all holders of Claims or Interests receiving distributions pursuant to the Plan and all other parties in interest shall, from time to time, prepare, execute, and deliver any agreements or documents and take any other actions as may be necessary or advisable to effectuate the provisions and intent of the Plan.

Except as expressly set forth in the Plan, the Plan shall have no force or effect unless the Bankruptcy Court enters the Confirmation Order in accordance with Article IX.A hereof. Neither the Plan, any statement or provision contained in the Plan, nor any action taken or not taken by any Debtor with respect to the Plan, the Disclosure Statement, the Confirmation Order, or the Plan Supplement shall be or shall be deemed to be an admission or waiver of any rights of any Debtor with respect to the holders of Claims or Interests prior to the Effective Date.

The rights, benefits, and obligations of any Entity named or referred to in the Plan or the Confirmation Order shall be binding on, and shall inure to the benefit of any heir, executor, administrator, successor or assign, affiliate, officer, director, manager, agent, representative, attorney, beneficiaries, or guardian, if any, of each Entity.

Any pleading, notice, or other document required by the Plan to be served on or delivered to the Debtors or Reorganized Debtors, counsel to the Consenting Creditors, and the Committee shall be served on:

with copies to:

and

WIN Ex. 101
Page 50 of 59

Counsel to the Committee

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and

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Attn: Joel Moss and Jordan A. Wishnew

F. *Term of Injunctions or Stays*

Unless otherwise provided in the Plan or in the Confirmation Order, all injunctions or stays in effect in the Chapter 11 Cases pursuant to sections 105 or 362 of the Bankruptcy Code or any order of the Bankruptcy Court, and extant on the Confirmation Date (excluding any injunctions or stays contained in the Plan or the Confirmation Order) shall remain in full force and effect until the Effective Date. All injunctions or stays contained in the Plan or the Confirmation Order shall remain in full force and effect in accordance with their terms.

G. *Entire Agreement*

Except as otherwise indicated, the Plan and Confirmation Order supersede all previous and contemporaneous negotiations, promises, covenants, agreements, understandings, and representations on such subjects, all of which have become merged and integrated into the Plan and Confirmation Order.

H. *Nonseverability of Plan Provisions*

If, prior to Confirmation, any term or provision of the Plan is held by the Bankruptcy Court to be invalid, void, or unenforceable, the Bankruptcy Court shall be prohibited from altering or interpreting such term or provision to make it valid or enforceable, *provided* that at the request of the Debtors the Bankruptcy Court shall have the power to alter and interpret such term or provision to make it valid or enforceable to the maximum extent practicable, consistent with the original purpose of the term or provision held to be invalid, void, or unenforceable, and such terms or provision shall then be applicable as altered or interpreted provided that any such alteration or interpretation shall be acceptable to the Debtors, the Required Consenting Creditors, and the Requisite Backstop Parties, and, to the extent required under section 3.02 of the Plan Support Agreement, the Required Consenting Midwest Noteholders. The Confirmation Order shall constitute a judicial determination and shall provide that each term and provision of the Plan, as it may have been altered or interpreted in accordance with the foregoing, is: (a) valid and enforceable pursuant to its terms; (b) integral to the Plan and may not be deleted or modified without consent from the Debtors, the Required Consenting Creditors, and the Requisite Backstop Parties, and, to the extent required under section 3.02 of the Plan Support Agreement, the Required Consenting Midwest Noteholders; and (c) nonseverable and mutually dependent.

Respectfully submitted, as of April 1, 2020

Windstream Holdings, Inc., (for itself and all Debtors)

By: /s/ Tony Thomas

Name: Tony Thomas

Title: Chief Executive Officer and President

Exhibit 1

Obligor Debtors

Conversent Communications of Rhode Island, LLC
 Conversent Communications of Vermont, LLC
 CoreComm-ATX, Inc.
 CoreComm Communications, LLC
 CTC Communications of Virginia, Inc.
 D&E Communications, LLC
 D&E Management Services, Inc.
 D&E Networks, Inc.
 Equity Leasing, Inc.
 Eureka Broadband Corporation
 Eureka Holdings, LLC
 Eureka Networks, LLC
 Eureka Telecom of VA, Inc.
 Heart of the Lakes Cable Systems, Inc.
 Info-Highway International, Inc.
 InfoHighway Communications Corporation
 InfoHighway of Virginia, Inc.
 Iowa Telecom Data Services, L.C.
 Iowa Telecom Technologies, LLC
 IWA Services, LLC
 KDL Holdings, LLC
 McLeodUSA Information Services LLC
 McLeodUSA Purchasing, LLC
 MPX, Inc.
 Norlight Telecommunications of Virginia, LLC
 Oklahoma Windstream, LLC
 Open Support Systems, LLC
 PaeTec Communications of Virginia, LLC
 PAETEC Holding, LLC
 PAETEC iTEL, L.L.C.
 PAETEC Realty LLC
 PAETEC, LLC
 PCS Licenses, Inc.
 Progress Place Realty Holding Company, LLC
 RevChain Solutions, LLC
 SM Holdings, LLC

Southwest Enhanced Network Services, LLC	Windstream Lexcom Long Distance, LLC
Talk America of Virginia, LLC	Windstream Lexcom Wireless, LLC
Teleview, LLC	Windstream Montezuma, LLC
Texas Windstream, LLC	Windstream Network Services of the Midwest, Inc.
US LEC of Alabama LLC	Windstream NorthStar, LLC
US LEC of Florida LLC	Windstream NuVox Arkansas, LLC
US LEC of South Carolina LLC	Windstream NuVox Illinois, LLC
US LEC of Tennessee LLC	Windstream NuVox Indiana, LLC
US LEC of Virginia LLC	Windstream NuVox Kansas, LLC
US Xchange Inc.	Windstream NuVox Oklahoma, LLC
US Xchange of Illinois, L.L.C.	Windstream Oklahoma, LLC
US Xchange of Michigan, L.L.C.	Windstream SHAL Networks, Inc.
US Xchange of Wisconsin, L.L.C.	Windstream SHAL, LLC
Valor Telecommunications of Texas, LLC	Windstream Shared Services, LLC
WIN Sales & Leasing, Inc.	Windstream South Carolina, LLC
Windstream Alabama, LLC	Windstream Southwest Long Distance, LLC
Windstream Arkansas, LLC	Windstream Sugar Land, LLC
Windstream Business Holdings, LLC	Windstream Supply, LLC
Windstream BV Holdings, LLC	Xeta Technologies, Inc.
Windstream Cavalier, LLC	
Windstream Communications Kerrville, LLC	
Windstream Communications Telecom, LLC	
Windstream CTC Internet Services, Inc.	
Windstream Direct, LLC	
Windstream Eagle Holdings LLC	
Windstream Eagle Services, LLC	
Windstream EN-TEL, LLC	
Windstream Finance Corp	
Windstream Holding of the Midwest, Inc.	
Windstream Iowa Communications, LLC	
Windstream Iowa-Comm, LLC	
Windstream KDL-VA, LLC	
Windstream Kerrville Long Distance, LLC	
Windstream Lakedale Link, Inc.	
Windstream Lakedale, Inc.	
Windstream Leasing, LLC	
Windstream Lexcom Entertainment, LLC	

Exhibit 2

Non-Obligor Debtors

Non-Obligor Debtors

Windstream Holdings, Inc.	TriNet, LLC
American Telephone Company, LLC	TruCom Corporation
A.R.C. Networks, Inc.	US LEC Communications LLC
ATX Licensing, Inc.	US LEC of Georgia LLC
Birmingham Data Link, LLC	US LEC of Maryland LLC
BridgeCom International, Inc.	US LEC of North Carolina LLC
Broadview Networks, Inc.	US LEC of Pennsylvania LLC
Broadview NP Acquisition Corp.	US Xchange of Indiana, L.L.C.
Business Telecom, LLC	WaveTel NC License Corporation
Cavalier Telephone Mid-Atlantic, L.L.C.	Windstream Accucomm Networks, LLC
Choice One Communications of New York Inc.	Windstream Accucomm Telecommunications, LLC
Choice One Communications of Pennsylvania Inc.	Windstream Buffalo Valley, Inc.
Choice One Communications Resale L.L.C.	Windstream Communications, LLC
Conestoga Wireless Company	Windstream Concord Telephone, LLC
Conversent Communications of New Jersey, LLC	Windstream Conestoga, Inc.
Conversent Communications of New York, LLC	Windstream D&E Systems, LLC
Conversent Communications of Pennsylvania, LLC	Windstream D&E, Inc.
Conversent Communications Resale L.L.C.	Windstream Florida, LLC
CTC Communications Corporation	Windstream Georgia Communications, LLC
D&E Wireless, Inc.	Windstream Georgia Telephone, LLC
Deltacom, LLC	Windstream Georgia, LLC
Earthlink Business, LLC	Windstream IT-Comm, LLC
Earthlink Carrier, LLC	Windstream Kentucky East, LLC
Eureka Telecom, Inc.	Windstream Kentucky West, LLC
Georgia Windstream, LLC	Windstream Lexcom Communications, LLC
Infocore, Inc.	Windstream Mississippi, LLC
Intellifiber Networks, LLC	Windstream Missouri, LLC
LDMI Telecommunications, LLC	Windstream Nebraska, Inc.
Lightship Telecom, LLC	Windstream New York, Inc.
MASSCOMM, LLC	Windstream Norlight, LLC
McLeodUSA Telecommunications Services, L.L.C.	Windstream North Carolina, LLC
Nashville Data Link, LLC	Windstream NTI, LLC
Network Telephone, LLC	Windstream NuVox Missouri, LLC
PaeTec Communications, LLC	Windstream NuVox Ohio, LLC
Talk America, LLC	Windstream NuVox, LLC
The Other Phone Company, LLC	Windstream of the Midwest, Inc.

Windstream Pennsylvania, LLC

Windstream Systems of the Midwest, Inc.

WIN Ex. 101
Page 59 of 59

IMPORTANT INFORMATION ABOUT THIS DISCLOSURE STATEMENT

THE DEBTORS ARE PROVIDING THE INFORMATION IN THIS DISCLOSURE STATEMENT TO HOLDERS OF CLAIMS OR INTERESTS FOR PURPOSES OF SOLICITING VOTES TO ACCEPT OR REJECT THE JOINT PLAN OF REORGANIZATION OF WINDSTREAM HOLDINGS, INC. AND ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE. NOTHING IN THIS DISCLOSURE STATEMENT MAY BE RELIED UPON OR USED BY ANY ENTITY FOR ANY OTHER PURPOSE. BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST THE PLAN, EACH HOLDER ENTITLED TO VOTE SHOULD CAREFULLY CONSIDER ALL OF THE INFORMATION IN THIS DISCLOSURE STATEMENT, INCLUDING THE RISK FACTORS DESCRIBED IN ARTICLE VIII HEREIN.

THE DEBTORS URGE HOLDERS OF CLAIMS OR INTERESTS WHOSE VOTES ARE BEING SOLICITED TO VOTE TO ACCEPT THE PLAN.

THE DEBTORS URGE EACH HOLDER OF A CLAIM OR INTEREST TO CONSULT WITH ITS OWN ADVISORS WITH RESPECT TO ANY LEGAL, FINANCIAL, SECURITIES, TAX, OR BUSINESS ADVICE IN REVIEWING THIS DISCLOSURE STATEMENT, THE PLAN, AND THE PROPOSED TRANSACTIONS CONTEMPLATED THEREBY. FURTHERMORE, THE BANKRUPTCY COURT'S APPROVAL OF THE ADEQUACY OF THE INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT DOES NOT CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL OF THE PLAN.

THIS DISCLOSURE STATEMENT CONTAINS, AMONG OTHER THINGS, SUMMARIES OF THE PLAN, CERTAIN STATUTORY PROVISIONS, AND CERTAIN ANTICIPATED EVENTS IN THE CHAPTER 11 CASES. ALTHOUGH THE DEBTORS BELIEVE THAT THESE SUMMARIES ARE FAIR AND ACCURATE, THESE SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY TO THE EXTENT THAT THEY DO NOT SET FORTH THE ENTIRE TEXT OF SUCH DOCUMENTS OR STATUTORY PROVISIONS OR EVERY DETAIL OF SUCH ANTICIPATED EVENTS. IN THE EVENT OF ANY INCONSISTENCY OR DISCREPANCY BETWEEN A DESCRIPTION IN THIS DISCLOSURE STATEMENT AND THE TERMS AND PROVISIONS OF THE PLAN OR ANY OTHER DOCUMENTS INCORPORATED HEREIN BY REFERENCE, THE PLAN OR SUCH OTHER DOCUMENTS WILL GOVERN FOR ALL PURPOSES. FACTUAL INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT HAS BEEN PROVIDED BY THE DEBTORS' MANAGEMENT EXCEPT WHERE OTHERWISE SPECIFICALLY NOTED. THE DEBTORS DO NOT REPRESENT OR WARRANT THAT THE INFORMATION CONTAINED HEREIN OR ATTACHED HERETO IS WITHOUT ANY MATERIAL INACCURACY OR OMISSION.

IN PREPARING THIS DISCLOSURE STATEMENT, THE DEBTORS RELIED ON FINANCIAL DATA DERIVED FROM THE DEBTORS' BOOKS AND RECORDS AND ON VARIOUS ASSUMPTIONS REGARDING THE DEBTORS' BUSINESSES. WHILE THE DEBTORS BELIEVE THAT SUCH FINANCIAL INFORMATION FAIRLY REFLECTS THE FINANCIAL CONDITION OF THE DEBTORS AS OF THE DATE HEREOF AND THAT THE ASSUMPTIONS REGARDING FUTURE EVENTS REFLECT REASONABLE BUSINESS JUDGMENTS, NO REPRESENTATIONS OR WARRANTIES ARE MADE AS TO THE ACCURACY OF THE FINANCIAL INFORMATION CONTAINED HEREIN OR ASSUMPTIONS REGARDING THE DEBTORS' BUSINESSES AND THEIR FUTURE RESULTS AND OPERATIONS. THE DEBTORS EXPRESSLY CAUTION READERS NOT TO PLACE UNDUE RELIANCE ON ANY FORWARD-LOOKING STATEMENTS CONTAINED HEREIN.

THIS DISCLOSURE STATEMENT DOES NOT CONSTITUTE, AND MAY NOT BE CONSTRUED AS, AN ADMISSION OF FACT, LIABILITY, STIPULATION, OR WAIVER. THE DEBTORS OR ANY OTHER AUTHORIZED PARTY MAY SEEK TO INVESTIGATE, FILE, AND PROSECUTE CLAIMS AND MAY OBJECT TO CLAIMS AFTER THE CONFIRMATION OR EFFECTIVE DATE OF THE PLAN IRRESPECTIVE OF WHETHER THIS DISCLOSURE STATEMENT IDENTIFIES ANY SUCH CLAIMS OR OBJECTIONS TO CLAIMS.

THE DEBTORS ARE MAKING THE STATEMENTS AND PROVIDING THE FINANCIAL INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT AS OF THE DATE HEREOF, UNLESS OTHERWISE SPECIFICALLY NOTED. ALTHOUGH THE DEBTORS MAY SUBSEQUENTLY UPDATE THE INFORMATION IN THIS DISCLOSURE STATEMENT, THE DEBTORS HAVE NO AFFIRMATIVE DUTY TO DO SO, AND EXPRESSLY DISCLAIM ANY DUTY TO PUBLICLY UPDATE ANY FORWARD-LOOKING STATEMENTS, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS, OR OTHERWISE. HOLDERS OF CLAIMS REVIEWING THIS DISCLOSURE STATEMENT SHOULD NOT INFER THAT, AT THE TIME OF THEIR REVIEW, THE FACTS SET FORTH HEREIN HAVE NOT CHANGED SINCE THIS DISCLOSURE STATEMENT WAS FILED. INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION, MODIFICATION, OR AMENDMENT. THE DEBTORS RESERVE THE RIGHT TO FILE AN AMENDED OR MODIFIED PLAN AND RELATED DISCLOSURE STATEMENT FROM TIME TO TIME.

THE DEBTORS HAVE NOT AUTHORIZED ANY ENTITY TO GIVE ANY INFORMATION ABOUT OR CONCERNING THE PLAN OTHER THAN THAT WHICH IS CONTAINED IN THIS DISCLOSURE STATEMENT. THE DEBTORS HAVE NOT AUTHORIZED ANY REPRESENTATIONS CONCERNING THE DEBTORS OR THE VALUE OF THEIR PROPERTY OTHER THAN AS SET FORTH IN THIS DISCLOSURE STATEMENT.

IF THE PLAN IS CONFIRMED BY THE BANKRUPTCY COURT AND THE EFFECTIVE DATE OCCURS, ALL HOLDERS OF CLAIMS OR INTERESTS (INCLUDING THOSE HOLDERS OF CLAIMS WHO DO NOT SUBMIT BALLOTS TO ACCEPT OR REJECT THE PLAN, WHO VOTE TO REJECT THE PLAN, OR WHO ARE NOT ENTITLED TO VOTE ON THE PLAN) WILL BE BOUND BY THE TERMS OF THE PLAN AND THE RESTRUCTURING TRANSACTIONS CONTEMPLATED THEREBY.

THE CONFIRMATION AND EFFECTIVENESS OF THE PLAN ARE SUBJECT TO CERTAIN MATERIAL CONDITIONS PRECEDENT DESCRIBED HEREIN AND SET FORTH IN ARTICLE IX OF THE PLAN. THERE IS NO ASSURANCE THAT THE PLAN WILL BE CONFIRMED, OR IF CONFIRMED, THAT THE CONDITIONS REQUIRED TO BE SATISFIED FOR THE PLAN TO GO EFFECTIVE WILL BE SATISFIED (OR WAIVED).

YOU ARE ENCOURAGED TO READ THE PLAN AND THIS DISCLOSURE STATEMENT IN ITS ENTIRETY, INCLUDING ARTICLE VIII, ENTITLED "RISK FACTORS" BEFORE SUBMITTING YOUR BALLOT TO VOTE ON THE PLAN.

THE BANKRUPTCY COURT'S APPROVAL OF THIS DISCLOSURE STATEMENT DOES NOT CONSTITUTE A GUARANTEE BY THE COURT OF THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED HEREIN OR AN ENDORSEMENT BY THE BANKRUPTCY COURT OF THE MERITS OF THE PLAN.

SUMMARIES OF THE PLAN AND STATEMENTS MADE IN THIS DISCLOSURE STATEMENT ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE PLAN. THE SUMMARIES OF THE FINANCIAL INFORMATION AND THE DOCUMENTS ANNEXED TO THIS DISCLOSURE STATEMENT OR OTHERWISE INCORPORATED HEREIN BY REFERENCE ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THOSE DOCUMENTS. THE STATEMENTS CONTAINED IN THIS DISCLOSURE STATEMENT ARE MADE ONLY AS OF THE DATE OF THIS DISCLOSURE STATEMENT, AND THERE IS NO ASSURANCE THAT THE STATEMENTS CONTAINED HEREIN WILL BE CORRECT AT ANY TIME AFTER SUCH DATE. EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR IN ACCORDANCE WITH APPLICABLE LAW, THE DEBTORS ARE UNDER NO DUTY TO UPDATE OR SUPPLEMENT THIS DISCLOSURE STATEMENT.

THE INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT IS INCLUDED FOR PURPOSES OF SOLICITING VOTES FOR THE ACCEPTANCES AND CONFIRMATION OF THE PLAN AND MAY NOT BE RELIED ON FOR ANY OTHER PURPOSE.

THIS DISCLOSURE STATEMENT HAS BEEN PREPARED IN ACCORDANCE WITH SECTION 1125 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3016(B) AND IS NOT NECESSARILY PREPARED IN ACCORDANCE WITH FEDERAL OR STATE SECURITIES LAWS OR OTHER SIMILAR LAWS. THIS DISCLOSURE STATEMENT HAS NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR ANY SIMILAR FEDERAL, STATE, LOCAL, OR FOREIGN REGULATORY AGENCY, NOR HAS THE SEC OR ANY OTHER AGENCY PASSED UPON THE ACCURACY OR ADEQUACY OF THE STATEMENTS CONTAINED IN THIS DISCLOSURE STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE DEBTORS HAVE SOUGHT TO ENSURE THE ACCURACY OF THE FINANCIAL INFORMATION PROVIDED IN THIS DISCLOSURE STATEMENT; HOWEVER, THE FINANCIAL INFORMATION CONTAINED IN THIS DISCLOSURE STATEMENT OR INCORPORATED HEREIN BY REFERENCE HAS NOT BEEN, AND WILL NOT BE, AUDITED OR REVIEWED BY THE DEBTORS' INDEPENDENT AUDITORS UNLESS EXPLICITLY PROVIDED OTHERWISE.

UPON CONFIRMATION OF THE PLAN, CERTAIN OF THE SECURITIES DESCRIBED IN THIS DISCLOSURE STATEMENT WILL BE ISSUED WITHOUT REGISTRATION UNDER THE SECURITIES ACT, OR SIMILAR FEDERAL, STATE, LOCAL, OR FOREIGN LAWS, IN RELIANCE ON THE EXEMPTION SET FORTH IN SECTION 1145 OF THE BANKRUPTCY CODE. OTHER SECURITIES MAY BE ISSUED PURSUANT TO OTHER APPLICABLE EXEMPTIONS UNDER THE FEDERAL SECURITIES LAWS. TO THE EXTENT EXEMPTIONS FROM REGISTRATION UNDER SECTION 1145 OF THE BANKRUPTCY CODE OR APPLICABLE FEDERAL

SECURITIES LAW DO NOT APPLY, THE SECURITIES MAY NOT BE OFFERED OR SOLD EXCEPT PURSUANT TO A VALID EXEMPTION OR UPON REGISTRATION UNDER THE SECURITIES ACT.

THE DEBTORS MAKE STATEMENTS IN THIS DISCLOSURE STATEMENT THAT ARE CONSIDERED FORWARD-LOOKING STATEMENTS UNDER FEDERAL SECURITIES LAWS. THE DEBTORS CONSIDER ALL STATEMENTS REGARDING ANTICIPATED OR FUTURE MATTERS TO BE FORWARD-LOOKING STATEMENTS. FORWARD-LOOKING STATEMENTS MAY INCLUDE STATEMENTS ABOUT:

- THE DEBTORS' BUSINESS STRATEGY;
- THE DEBTORS' TECHNOLOGY;
- THE DEBTORS' FINANCIAL CONDITION, REVENUES, CASH FLOWS, AND EXPENSES;
- THE DEBTORS' LEVELS OF INDEBTEDNESS, LIQUIDITY, AND COMPLIANCE WITH DEBT COVENANTS;
- THE DEBTORS' FINANCIAL STRATEGY, BUDGET, PROJECTIONS, AND OPERATING RESULTS;
- THE OVERALL HEALTH OF THE TELECOMMUNICATIONS INDUSTRY;
- THE AMOUNT, NATURE, AND TIMING OF THE DEBTORS' CAPITAL EXPENDITURES;
- THE AVAILABILITY AND TERMS OF CAPITAL;
- SUCCESSFUL RESULTS FROM THE DEBTORS' OPERATIONS;
- THE INTEGRATION AND BENEFITS OF ASSET AND PROPERTY ACQUISITIONS OR THE EFFECTS OF ASSET AND PROPERTY ACQUISITIONS OR DISPOSITIONS ON THE DEBTORS' CASH POSITION AND LEVELS OF INDEBTEDNESS;
- COSTS OF CONDUCTING THE DEBTORS' OTHER OPERATIONS;
- GENERAL ECONOMIC AND BUSINESS CONDITIONS;
- EFFECTIVENESS OF THE DEBTORS' RISK MANAGEMENT ACTIVITIES;
- COUNTERPARTY CREDIT RISK;
- THE OUTCOME OF PENDING AND FUTURE LITIGATION;
- GOVERNMENTAL REGULATION AND TAXATION OF THE TELECOMMUNICATIONS INDUSTRY;
- INTRODUCTION OF NEW COMPETITORS INTO THE DEBTORS' MARKETS;
- UNCERTAINTY REGARDING THE DEBTORS' FUTURE OPERATING RESULTS;
- PLANS, OBJECTIVES, AND EXPECTATIONS;
- THE ADEQUACY OF THE DEBTORS' CAPITAL RESOURCES AND LIQUIDITY;
- RISKS IN CONNECTION WITH ACQUISITIONS;
- THE POTENTIAL ADOPTION OF NEW GOVERNMENTAL REGULATIONS; AND

- THE DEBTORS' ABILITY TO SATISFY FUTURE CASH OBLIGATIONS.

STATEMENTS CONCERNING THESE AND OTHER MATTERS ARE NOT GUARANTEES OF THE REORGANIZED DEBTORS' FUTURE PERFORMANCE. THERE ARE RISKS, UNCERTAINTIES, AND OTHER IMPORTANT FACTORS THAT COULD CAUSE THE REORGANIZED DEBTORS' ACTUAL PERFORMANCE OR ACHIEVEMENTS TO BE DIFFERENT FROM THOSE THEY MAY PROJECT, AND THE DEBTORS UNDERTAKE NO OBLIGATION TO UPDATE THE PROJECTIONS MADE HEREIN. THESE RISKS, UNCERTAINTIES, AND FACTORS MAY INCLUDE THE FOLLOWING: THE DEBTORS' ABILITY TO CONFIRM AND CONSUMMATE THE PLAN; THE POTENTIAL THAT THE DEBTORS MAY NEED TO PURSUE AN ALTERNATIVE TRANSACTION IF THE PLAN IS NOT CONFIRMED; THE DEBTORS' ABILITY TO REDUCE THEIR OVERALL FINANCIAL LEVERAGE; THE POTENTIAL ADVERSE IMPACT OF THE CHAPTER 11 CASES ON THE DEBTORS' OPERATIONS, MANAGEMENT, AND EMPLOYEES; THE RISKS ASSOCIATED WITH OPERATING THE DEBTORS' BUSINESSES DURING THE CHAPTER 11 CASES; CUSTOMER RESPONSES TO THE CHAPTER 11 CASES; THE DEBTORS' INABILITY TO DISCHARGE OR SETTLE CLAIMS DURING THE CHAPTER 11 CASES; GENERAL ECONOMIC, BUSINESS, AND MARKET CONDITIONS; CURRENCY FLUCTUATIONS; INTEREST RATE FLUCTUATIONS; PRICE INCREASES; EXPOSURE TO LITIGATION; A DECLINE IN THE DEBTORS' MARKET SHARE DUE TO COMPETITION; THE DEBTORS' ABILITY TO IMPLEMENT COST REDUCTION INITIATIVES IN A TIMELY MANNER; THE DEBTORS' ABILITY TO DIVEST EXISTING BUSINESSES; FINANCIAL CONDITIONS OF THE DEBTORS' CUSTOMERS; ADVERSE TAX CHANGES; LIMITED ACCESS TO CAPITAL RESOURCES; CHANGES IN DOMESTIC AND FOREIGN LAWS AND REGULATIONS; TRADE BALANCE; NATURAL DISASTERS; GEOPOLITICAL INSTABILITY; AND THE EFFECTS OF GOVERNMENTAL REGULATION ON THE DEBTORS' BUSINESSES.

TABLE OF CONTENTS

	<u>Page</u>
I. INTRODUCTION.....	1
II. PRELIMINARY STATEMENT.....	1
III. QUESTIONS AND ANSWERS REGARDING THIS DISCLOSURE STATEMENT AND PLAN.....	3
A. What is chapter 11?.....	3
B. Why are the Debtors sending me this Disclosure Statement?.....	3
C. Am I entitled to vote on the Plan?.....	3
D. What will I receive from the Debtors if the Plan is consummated?	4
E. What will I receive from the Debtors if I hold an Allowed Administrative Claim, DIP Facilities Claim, or a Priority Tax Claim?	6
F. Are any regulatory approvals required to consummate the Plan?.....	7
G. What happens to my recovery if the Plan is not confirmed or does not go effective?	7
H. If the Plan provides that I get a distribution, do I get it upon Confirmation or when the Plan goes effective, and what is meant by “Confirmation,” “Effective Date,” and “Consummation?”	7
I. What are the sources of Cash and other consideration required to fund the Plan?.....	8
J. Are there risks to owning the Reorganized Windstream Equity Interests upon emergence from chapter 11?	8
K. Is there potential litigation related to the Plan?	8
L. What is the Management Incentive Plan and how will it affect the distribution I receive under the Plan?.....	8
M. Will the final amount of Allowed General Unsecured Claims affect the recovery of holders of Allowed General Unsecured Claims under the Plan?	8
N. How will the preservation of the Causes of Action impact my recovery under the Plan?	9
O. Will there be releases and exculpation granted to parties in interest as part of the Plan?	10
P. What is the deadline to vote on the Plan?	12
Q. How do I vote for or against the Plan?.....	12
R. Why is the Bankruptcy Court holding a Confirmation Hearing?	12
S. What is the purpose of the Confirmation Hearing?.....	12
T. What is the effect of the Plan on the Debtors’ ongoing businesses?	13
U. Will any party have significant influence over the corporate governance and operations of the Reorganized Debtors?	13
V. Who do I contact if I have additional questions with respect to this Disclosure Statement or the Plan?	13
W. Do the Debtors recommend voting in favor of the Plan?	14
X. Who supports confirmation of the Plan?.....	14
IV. THE DEBTORS’ PLAN.....	14
A. Issuance of Reorganized Windstream Equity Interests.....	14
B. Management Incentive Plan.....	15
Upon the Effective Date, the Management Incentive Plan will be adopted and effective. The terms of the Management Incentive Plan shall be set forth in the Plan Supplement.	15
C. Exit Financing.....	15
D. Rights Offering	16
E. Corporate Existence	Error! Bookmark not defined.
F. General Settlement of Claims and Interests	17
G. Releases	18
H. Exemption from Certain Transfer Taxes and Recording Fees	18

V.	THE DEBTORS' CORPORATE HISTORY, STRUCTURE, AND BUSINESS OVERVIEW.....	18
A.	Windstream's Corporate History and Business Operations	18
B.	Regulation of the Debtors' Business.....	20
C.	The Debtors' Prepetition Capital Structure.....	20
VI.	EVENTS LEADING TO THE CHAPTER 11 FILINGS	22
A.	The Uniti Spin-Off Transaction.	22
B.	District Court Litigation and Exchange and Consent Transactions.	22
C.	Immediate Financing Solutions and DIP Financing.....	23
VII.	MATERIAL DEVELOPMENTS AND ANTICIPATED EVENTS OF THE CHAPTER 11 CASES.....	24
A.	Corporate Structure upon Emergence.	24
B.	First and Second Day Relief and Other Case Matters.....	24
C.	Schedules and Statements	25
D.	Establishment of a Claims Bar Date	25
E.	Appointment of Official Committee	25
F.	Litigation Matters.....	26
G.	Uniti Adversary Proceeding and Mediation.....	26
H.	Plan Support Agreement	30
VIII.	RISK FACTORS	30
A.	Bankruptcy Law Considerations	30
B.	Risks Related to Recoveries under the Plan.....	33
C.	Risks Related to the Debtors' and the Reorganized Debtors' Businesses.....	34
IX.	CERTAIN SECURITIES LAW MATTERS	38
X.	SOLICITATION AND VOTING PROCEDURES	42
A.	Holders of Claims Entitled to Vote on the Plan	42
B.	Voting Record Date	42
C.	Voting on the Plan.....	43
D.	Ballots Not Counted.....	43
XI.	CONFIRMATION OF THE PLAN.....	43
A.	Requirements for Confirmation of the Plan	43
B.	Best Interests of Creditors/Liquidation Analysis	44
C.	Feasibility.....	44
D.	Acceptance by Impaired Classes.....	45
E.	Confirmation without Acceptance by All Impaired Classes	45
F.	Valuation of the Debtors.....	46
XII.	CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN.....	46
A.	Certain U.S. Federal Income Tax Consequences of the Plan to the Debtors and the Reorganized Debtors.....	48
B.	Certain U.S. Federal Income Tax Consequences to U.S. Holders of Allowed Claims Entitled to Vote	51
C.	Certain U.S. Federal Income Tax Consequences to Non-U.S. Holders of Claims.....	58
D.	Information Reporting and Withholding.....	62
XIII.	RECOMMENDATION	64

pursuant to section 1122(a) of the Bankruptcy Code, is referred to as a “Class.” Each Class’s respective voting status is set forth below:

SUMMARY OF EXPECTED RECOVERIES				
Class	Claim/Interest	Treatment of Claim/ Interest	Projected Amount of Claims	Estimated Range of Recovery Under Plan
Class 1	Other Secured Claims	Each holder of an Allowed Other Secured Claim shall receive, at the Debtors' option, in consultation with the Required Consenting Creditors and the Requisite Backstop Parties: (a) payment in full in cash; (b) the collateral securing its Allowed Other Secured Claim; (c) Reinstatement of its Allowed Other Secured Claim; or (d) such other treatment rendering its Allowed Other Secured Claim unimpaired in accordance with section 1124 of the Bankruptcy Code.	\$[●]	[●]%
Class 2	Other Priority Claims	Each holder of an Allowed Other Priority Claim shall receive treatment in a manner consistent with section 1129(a)(9) of the Bankruptcy Code.	\$[●]	[●]%
Class 3	First Lien Claims	Each holder of an Allowed First Lien Claim shall receive its Pro Rata share of: (a) 100% of the Reorganized Windstream Equity Interests, subject to dilution on account of the Rights Offering, the Backstop Premium, and the Management Incentive Plan; (b) cash in an amount equal to the sum of (i) the Distributable Exit Facility Proceeds, (ii) the Distributable Flex Proceeds, (iii) the cash proceeds of the Rights Offering, and (iv) all other cash held by the Debtors as of the Effective Date in excess of the Minimum Cash Balance; (c) the Distributable Subscription Rights; and (d) as applicable, the First Lien Replacement Term Loans.	\$[●]	[●]%
Class 4	Midwest Notes Claims	Each holder of an Allowed Midwest Notes Claim shall receive its Pro Rata share of the Midwest Notes Exit Facility Term Loans, the principal amount of which shall be \$100 million, plus any interest and fees due and owing under the Midwest Notes Indenture and/or the Final DIP Order to the extent unpaid as of the Effective Date.	\$[●]	[●]%
Class 5	Second Lien Claims	<i>If holders of Allowed Second Lien Claims vote as a class to accept the Plan</i> , on the Effective Date, each holder of an Allowed Second Lien Claim shall receive cash in an amount equal to \$0.00125 for each \$1.00 of Allowed Second Lien Claims. <i>If holders of Allowed Second Lien Claims vote as a class to reject the Plan</i> , on the Effective Date, each holder of an Allowed Second Lien Claim shall receive treatment consistent with section 1129(a)(7) of the Bankruptcy Code.	\$[●]	[●]%
Class 6A	Obligor General Unsecured Claims	<i>If holders of Allowed Obligor General Unsecured Claims vote as a class to accept the Plan</i> , on the Effective Date, each holder of an Allowed Obligor General Unsecured Claim shall	\$[●]	[●]%

SUMMARY OF EXPECTED RECOVERIES				
Class	Claim/Interest	Treatment of Claim/ Interest	Projected Amount of Claims	Estimated Range of Recovery Under Plan
		<p>receive cash in an amount equal to \$0.00125 for each \$1.00 of such Allowed Obligor General Unsecured Claims.</p> <p><i>If holders of Allowed Obligor General Unsecured Claims vote as a class to reject the Plan</i>, on the Effective Date, each holder of such an Allowed Obligor General Unsecured Claim shall receive treatment consistent with section 1129(a)(7) of the Bankruptcy Code.</p>		
Class 6B	Non-Obligor General Unsecured Claims	On the later of the Effective Date or the date that such Allowed Non-Obligor General Unsecured Claim becomes due in the ordinary course of the Debtors' or Reorganized Debtors' business, each holder of an Allowed Non-Obligor General Unsecured Claim shall, at the election of the Requisite Backstop Parties, in consultation with the Debtors, be (a) Reinstated or (b) paid in full in Cash.	[\$●]	[●]%
Class 7	Intercompany Claims	Subject to the Description of Restructuring Transactions, on the Effective Date, each Allowed Intercompany Claim shall be Reinstated, distributed, contributed, set off, settled, cancelled and released, or otherwise addressed at the option of the Debtors in consultation with the Required Consenting Creditors and Requisite Backstop Parties.	N/A	N/A
Class 8	Intercompany Interests	Subject to the Description of Restructuring Transactions, Intercompany Interests shall receive no recovery or distribution and be Reinstated, solely to the extent necessary to maintain the Debtors' corporate structure.	N/A	N/A
Class 9	Interests in Windstream	Each holder of an Interest in Windstream shall have such Interest cancelled, released, and extinguished without any distribution.	N/A	N/A

E. What will I receive from the Debtors if I hold an Allowed Administrative Claim, DIP Facilities Claim, or a Priority Tax Claim?

In accordance with section 1123(a)(1) of the Bankruptcy Code, Administrative Claims, DIP Facilities Claims, and Priority Tax Claims have not been classified and, thus, are excluded from the Classes of Claims or Interests set forth in Article III of the Plan.

1. Administrative Claims

Unless otherwise agreed to by the holder of an Allowed Administrative Claim and the Debtors or the Reorganized Debtors, as applicable, each holder of an Allowed Administrative Claim (other than holders of Professional Fee Claims and Claims for fees and expenses pursuant to section 1930 of chapter 123 of title 28 of the United States Code) will receive in full and final satisfaction of its Administrative Claim an amount of Cash equal to the amount of such Allowed Administrative Claim.

the date the Plan becomes effective—the “Effective Date”—or as soon as reasonably practicable thereafter, as specified in the Plan. *See* Article XI of this Disclosure Statement, entitled “Confirmation of the Plan,” for a discussion of the conditions precedent to consummation of the Plan.

I. What are the sources of Cash and other consideration required to fund the Plan?

The Reorganized Debtors shall fund distributions under the Plan with (a) Cash on hand; (b) the issuance and distribution of Reorganized Windstream Equity Interests; (c) proceeds of the New Exit Facility; (d) the Midwest Notes Exit Facility Term Loans issued under the New Exit Facility; (e) the First Lien Replacement Term Loans, as applicable; (f) subscription rights to participate in the Rights Offering; and (g) proceeds of the Rights Offering.

J. Are there risks to owning the Reorganized Windstream Equity Interests upon emergence from chapter 11?

Yes. *See* Article VIII of this Disclosure Statement, entitled “Risk Factors.”

K. Is there potential litigation related to the Plan?

Parties in interest may object to the approval of this Disclosure Statement and may object to Confirmation of the Plan as well, which objections potentially could give rise to litigation. *See* Article VIII.C.7 of this Disclosure Statement, entitled “The Reorganized Debtors May Be Adversely Affected by Potential Litigation, Including Litigation Arising Out of the Chapter 11 Cases.”

In the event that it becomes necessary to confirm the Plan over the rejection of certain Classes, the Debtors may seek confirmation of the Plan notwithstanding the dissent of such rejecting Classes. The Bankruptcy Court may confirm the Plan pursuant to the “cramdown” provisions of the Bankruptcy Code, which allow the Bankruptcy Court to confirm a plan that has been rejected by an impaired Class if it determines that the Plan satisfies section 1129(b) of the Bankruptcy Code. *See* Article VIII.A.4 of this Disclosure Statement, entitled “The Debtors May Not Be Able to Secure Confirmation of the Plan.”

L. What is the Management Incentive Plan and how will it affect the distribution I receive under the Plan?

The Management Incentive Plan shall provide for customary terms, the details of which will be set forth in the Plan Supplement.

If you are a holder of an Allowed First Lien Claim who receives New Windstream Equity Interests under the Plan, the value of your New Windstream Equity Interests will be diluted by any New Windstream Equity Interests distributed pursuant to the Management Incentive Plan.

M. Will the final amount of Allowed General Unsecured Claims affect the recovery of holders of Allowed General Unsecured Claims under the Plan?

No, the final amount of Allowed General Unsecured Claims will not affect the recovery of holders of Allowed General Unsecured Claims. Holders of Allowed General Unsecured Claims will either be paid in full or receive its Pro Rata share based on the holder’s status as an Obligor or Non-Obligor General Unsecured Creditor.

O. Will there be releases and exculpation granted to parties in interest as part of the Plan?

Yes, the Plan proposes to release the Released Parties and to exculpate the Exculpated Parties. The Debtors' releases, third-party releases, and exculpation provisions included in the Plan are an integral part of the Debtors' overall restructuring efforts and were an essential element of the negotiations among the Debtors and various parties in interest in obtaining their support for the Plan.

The Released Parties and the Exculpated Parties have made substantial and valuable contributions to the Debtors' restructuring through efforts to negotiate and implement the Plan, which will maximize and preserve the going-concern value of the Debtors for the benefit of all parties in interest. Accordingly, each of the Released Parties and the Exculpated Parties warrants the benefit of the release and exculpation provisions.

IMPORTANTLY, THE FOLLOWING PARTIES ARE INCLUDED IN THE DEFINITION OF "RELEASING PARTIES" AND WILL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY, INDIVIDUALLY, AND COLLECTIVELY RELEASED AND DISCHARGED ALL CLAIMS AND CAUSES OF ACTION AGAINST THE DEBTORS AND THE RELEASED PARTIES: ALL HOLDERS OF CLAIMS OR INTERESTS WHO DO NOT (X) VALIDLY OPT OUT OF THE RELEASES CONTAINED IN THE PLAN, (Y) FILE AN OBJECTION TO THE RELEASES CONTAINED IN THE PLAN BY THE PLAN OBJECTION DEADLINE, OR (Z) TIMELY VOTE TO REJECT THE PLAN. THE RELEASES ARE AN INTEGRAL ELEMENT OF THE PLAN.

Based on the foregoing, the Debtors believe that the releases and exculpations in the Plan are necessary and appropriate and meet the requisite legal standard promulgated by the United States Court of Appeals for the Second Circuit. Moreover, the Debtors will present evidence at the Confirmation Hearing to demonstrate the basis for and propriety of the release and exculpation provisions. The release, exculpation, and injunction provisions that are contained in the Plan are copied in pertinent part below.

1. Releases by the Debtors.

Pursuant to section 1123(b) of the Bankruptcy Code, for good and valuable consideration, on and after the Effective Date, each Released Party is deemed released and discharged by the Debtors, the Reorganized Debtors, and their Estates from any and all Causes of Action, including any derivative claims, asserted by or on behalf of the Debtors, that the Debtors, the Reorganized Debtors, or their Estates would have been legally entitled to assert in their own right (whether individually or collectively) or on behalf of the holder of any Claim against or Interest in a Debtor or other Entity, based on or relating to or in any manner arising from in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

2. Releases by Holders of Claims and Interests.

As of the Effective Date, each Releasing Party is deemed to have released and discharged each Debtor, Reorganized Debtor, and Released Party from any and all Causes of Action, whether known or unknown, including any derivative claims, asserted on behalf of the Debtors, that such Entity would have been legally entitled to assert (whether individually or collectively), based on or relating to or in any manner arising from, in whole or in part, the Debtors, the Debtors' in- or out-of-court restructuring efforts, intercompany transactions, the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement, the Backstop Commitment Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Plan, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release, or other agreement or document created or entered into in connection with the Plan Support Agreement, the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance or distribution of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, or upon any other related act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date.

3. Exculpation

Except as otherwise specifically provided in the Plan, no Exculpated Party shall have or incur, and each Exculpated Party is released and exculpated from any Cause of Action for any claim related to any act or omission in connection with, relating to or arising out of the Chapter 11 Cases, the formulation, preparation, dissemination, negotiation, or filing of the Plan Support Agreement and related prepetition transactions, the Disclosure Statement, the Plan, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or any Restructuring Transaction, contract, instrument, release or other agreement or document created or entered into in connection with the Disclosure Statement, the DIP Facility, the Final DIP Order, the Rights Offering, the New Exit Facility, or the Plan, the filing of the Chapter 11 Cases, the pursuit of Confirmation, the pursuit of Consummation, the administration and implementation of the Plan, including the issuance of securities pursuant to the Plan, or the distribution of property under the Plan or any other related agreement, except for claims related to any act or omission that is determined in a final order to have constituted actual fraud or gross negligence, but in all respects such Entities shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties have, and upon completion of the Plan shall be deemed to have, participated in good faith and in compliance with the applicable laws with regard to the solicitation of votes and distribution of consideration pursuant to the Plan and, therefore, are not, and on account of such distributions shall not be, liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such distributions made pursuant to the Plan.

4. Injunction

Except as otherwise expressly provided in the Plan or for obligations issued or required to be paid pursuant to the Final DIP Order, the Plan, or the Confirmation Order, all Entities who have held, hold, or may hold Claims or Interests that have been released, discharged, or are subject to exculpation are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, the Reorganized Debtors, the Exculpated Parties, or the Released Parties: (a) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or

Interests; (b) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order against such Entities on account of or in connection with or with respect to any such Claims or Interests; (c) creating, perfecting, or enforcing any encumbrance of any kind against such Entities or the property or the estates of such Entities on account of or in connection with or with respect to any such Claims or Interests; (d) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from such Entities or against the property of such Entities on account of or in connection with or with respect to any such Claims or Interests unless such holder has filed a motion requesting the right to perform such setoff on or before the Effective Date, and notwithstanding an indication of a claim or interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to applicable law or otherwise; and (e) commencing or continuing in any manner any action or other proceeding of any kind on account of or in connection with or with respect to any such Claims or Interests released or settled pursuant to the Plan.

For more detail, see Article VIII of the Plan, entitled “Settlement, Release, Injunction, and Related Provisions,” which is incorporated herein by reference.

P. What is the deadline to vote on the Plan?

The Voting Deadline is June 8, 2020, at 4:00 p.m. (prevailing Eastern Time).

Q. How do I vote for or against the Plan?

Detailed instructions regarding how to vote on the Plan are contained on the ballots distributed to holders of Claims or Interests that are entitled to vote on the Plan. For your vote to be counted, your ballot must be properly completed, executed, and delivered as directed, so that your ballot or a master ballot including your vote is **actually received** by the Debtors’ Claims and Balloting Agent, Kurtzman Carson Consultants (the “Claims and Balloting Agent”) **on or before the Voting Deadline, i.e. June 8, 2020 at 4:00 p.m. prevailing Eastern Time.** See Article X of this Disclosure Statement, entitled “Solicitation and Voting Procedures.”

R. Why is the Bankruptcy Court holding a Confirmation Hearing?

Section 1128(a) of the Bankruptcy Code requires the Bankruptcy Court to hold a hearing on confirmation of the Plan and recognizes that any party in interest may object to Confirmation of the Plan. The Confirmation Hearing will be scheduled by the Bankruptcy Court and all parties in interest will be served notice of the time, date, and location of the Confirmation Hearing once scheduled. The Confirmation Hearing may be adjourned from time to time without further notice.

S. What is the purpose of the Confirmation Hearing?

The confirmation of a plan of reorganization by a bankruptcy court binds the debtor, any issuer of securities under a plan of reorganization, any person acquiring property under a plan of reorganization, any creditor or interest holder of a debtor, and any other person or entity as may be ordered by the bankruptcy court in accordance with the applicable provisions of the Bankruptcy Code. Subject to certain limited exceptions, the order issued by the bankruptcy court confirming a plan of reorganization discharges a debtor from any debt that arose before the confirmation of such plan of reorganization and provides for the treatment of such debt in accordance with the terms of the confirmed plan of reorganization.

- b. second, used to fund the Non-Obligor General Unsecured Claims Reserve;
- c. third, used to fund the Obligor Claims Reserve;
- d. fourth, used, to the extent necessary, to fund the Minimum Cash Balance; and
- e. fifth, distributed to holders of Allowed First Lien Claims in accordance with **Error! Reference source not found.** of the Plan, which amounts shall constitute the Distributable Exit Facility Proceeds.

Confirmation of the Plan shall be deemed (a) approval of the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans) and all the transactions and related agreements contemplated thereby, and all actions to be taken, undertakings to be made, and obligations to be incurred and fees and expenses to be paid by the Debtors or the Reorganized Debtors, as applicable, in connection therewith, to the extent not approved by the Bankruptcy Court previously, and (b) authorization for the Debtors or the Reorganized Debtors, as applicable, to, without further notice to or order of the Bankruptcy Court, (i) execute and deliver those documents and agreements necessary or appropriate to pursue or obtain the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans), and incur and pay any fees and expenses in connection therewith, and (ii) act or take action under applicable law, regulation, order, or rule or vote, consent, authorization, or approval of any person, subject to such modifications as the Debtors or the Reorganized Debtors, as applicable, may deem to be necessary to consummate the New Exit Facility.

On the Effective Date, all Liens and security interests granted pursuant to, or in connection with the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans): (i) shall be deemed to be approved and shall, without the necessity of the execution, recordation, or filing of mortgages, security agreements, control agreements, pledge agreements, financing statements, or other similar documents, be valid, binding, fully perfected, fully enforceable Liens on, and security interests in, the collateral securing the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans), with the priorities established in respect thereof under applicable non-bankruptcy law, the Plan, and the Confirmation Order; and (ii) shall not be enjoined or subject to discharge, impairment, release, avoidance, recharacterization, or subordination (including equitable subordination) for any purposes whatsoever and shall not constitute preferential transfers, fraudulent conveyances, or other voidable transfers under the Bankruptcy Code or any applicable non-bankruptcy law, the Plan, or the Confirmation Order.

The Reorganized Debtors and the Persons granted Liens and security interests under the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans) are authorized to make all filings and recordings and to obtain all governmental approvals and consents necessary to establish and perfect such Liens and security interests under the provisions of the applicable state, provincial, federal, or other law (whether domestic or foreign) that would be applicable in the absence of the Plan and the Confirmation Order (it being understood that perfection shall occur automatically by virtue of the entry of the Confirmation Order without the need for any filings or recordings) and will thereafter cooperate to make all other filings and recordings that otherwise would be necessary under applicable law to give notice of such Liens and security interests to third parties.

D. Rights Offering

On the Effective Date, the Debtors will consummate the \$750 million Rights Offering pursuant to which holders of Allowed First Lien Claims will be distributed subscription rights to purchase the Reorganized Windstream Equity Interests at a 37.5% discount to Plan Equity Value. Both the amount of

the Rights Offering and the Plan Equity Value are subject to the Flex Adjustment in the event that the Flex Exit Facility Term Loans are funded on the Effective Date in a manner that preserves the 37.5% discount to Plan Equity Value, as set forth in the Backstop Commitment Agreement, such that if the aggregate principal amount of the Flex Exit Facility Term Loans is \$350 million, the Plan Equity Value will equal \$900 million and the Rights Offering amount will equal \$540 million.

Without limiting the obligations of the Backstop Parties to fund the full amount of the Rights Offering, the Backstop Parties will have the option to purchase the Backstop Priority Tranche on a Pro Rata Basis based on their backstop commitments and otherwise in accordance with the Plan Support Agreement. The Priority Non-Backstop Parties shall be eligible to participate in up to \$79.4 million of the Backstop Priority Tranche on a Pro Rata basis; *provided* that no single Priority Non-Backstop Party, together with any of its affiliates or managed funds, may participate on account of more than \$141 million in aggregate principal amount of First Lien Claims for purposes of determining its pro rata share of the Backstop Priority Tranche. Any rights not exercised by the Priority Non-Backstop Parties in the Backstop Priority Tranche shall be made available for the Backstop Parties to purchase on a Pro Rata basis based on their backstop commitments. Any rights not exercised by the Backstop Parties in the Backstop Priority Tranche shall be available for distribution as Distributable Subscription Rights to Holders of First Lien Claims pursuant to Article III.B.3 of the Plan.

The issuance of such subscription rights to participate in the Rights Offering will be exempt from SEC registration under applicable law. The proceeds of the Rights Offering will be distributed to holders of First Lien Claims in accordance with the Plan. The Reorganized Windstream Equity Interests issued to the Backstop Parties, the Priority Non-Backstop Parties and other holders of Allowed First Lien Claims in connection with the Rights Offering will be subject to dilution on account of the Backstop Premium and the Management Incentive Plan.

E. Corporate Existence

Except as otherwise provided in the Plan (including with respect to any Restructuring Transaction undertaken pursuant to the Plan) or as otherwise set forth in the Description of Restructuring Transactions, the Reorganized Windstream Organizational Documents, or any agreement, instrument, or other document incorporated in the Plan or the Plan Supplement, on and after the Effective Date, or as otherwise may be agreed between the Debtors, the Required Consenting Creditors, and the Requisite Backstop Parties, and, to the extent required under section 3.02 of the Plan Support Agreement, the Required Consenting Midwest Noteholders, each Debtor shall continue to exist as a Reorganized Debtor and as a separate corporation, limited liability company, partnership, or other form of entity, as the case may be, with all the powers of a corporation, limited liability company, partnership, or other form of entity, as the case may be, pursuant to the applicable law in the jurisdiction in which each applicable Debtor is incorporated or formed and pursuant to the respective certificate of incorporation and bylaws (or other analogous formation documents) in effect before the Effective Date, except to the extent such certificate of incorporation and bylaws (or other analogous formation documents) are amended by the Plan or otherwise, and to the extent such documents are amended, such documents are deemed to be amended pursuant to the Plan and require no further action or approval (other than any requisite filings required under applicable state, provincial, or federal law).

F. General Settlement of Claims and Interests

Pursuant to section 1123 of the Bankruptcy Code and Bankruptcy Rule 9019 and in consideration for the distributions and other benefits provided pursuant to the Plan, the Plan is and shall be deemed a good-faith compromise and settlement of all Claims, Interests, and controversies relating to the contractual, legal, and subordination rights that a holder of a Claim or Interest may have with respect to any Allowed Claim or Interest, or any distribution to be made on account of such Allowed Claim or Interest.

The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the compromise or settlement of all such Claims, Interests, and controversies, as well as a finding by the Bankruptcy Court that such compromise or settlement is in the best interests of the Debtors, their Estates, and holders of Claims and Interests and is fair, equitable, and reasonable. The compromises, settlements, and releases described herein shall be deemed nonseverable from each other and from all other terms of the Plan. In accordance with the provisions of the Plan, pursuant to Bankruptcy Rule 9019, without any further notice to or action, order, or approval of the Bankruptcy Court, after the Effective Date, the Reorganized Debtors, may compromise and settle Claims against, and Interests in, the Debtors and their Estates and Causes of Action against other Entities.

G. Releases

The Plan contains certain releases (as described more fully in Article III.O of this Disclosure Statement, entitled "Will there be releases and exculpation granted to parties in interest as part of the Plan?").

H. Exemption from Certain Transfer Taxes and Recording Fees

To the maximum extent permitted pursuant to section 1146(a) of the Bankruptcy Code, any transfers of property pursuant to the Plan shall not be subject to any document recording tax, stamp tax, conveyance fee, intangibles or similar tax, mortgage tax, stamp act, real estate transfer tax, mortgage recording tax, or other similar tax or governmental assessment, and upon entry of the Confirmation Order, the appropriate state or local governmental officials or agents shall forgo the collection of any such tax or governmental assessment and accept for filing and recordation any of the foregoing instruments or other documents pursuant to such transfers of property without the payment of any such tax, recordation fee, or governmental assessment. Unless the Bankruptcy Court orders otherwise, all sales, transfers, and assignments of owned and leased property approved by the Bankruptcy Court on or before the Effective Date shall be deemed to have been in furtherance of, or in connection with, the Plan

V. THE DEBTORS' CORPORATE HISTORY, STRUCTURE, AND BUSINESS OVERVIEW

A. Windstream's Corporate History and Business Operations

Windstream traces its roots back to 1943, when Allied Telephone Company was founded in Little Rock, Arkansas to serve rural communities in Arkansas, Oklahoma, and Missouri. Over time Allied Telephone Company (subsequently re-branded as Alltel) grew into one of the country's largest telephone companies. In 2006, Windstream Corporation was formed through the spinoff of Alltel's landline business and merger with VALOR Communications Group. The new business initially served 3.4 million access lines in 16 states. Windstream's business generates revenue by delivering voice and data services over channels known as "access lines". Windstream continued Alltel's legacy of growth and innovation, expanding significantly both organically and through acquisitions.

Windstream Holdings, Windstream's publicly-traded holding company, was incorporated in the state of Delaware on May 23, 2013, and is the parent of Windstream Services, LLC ("Windstream Services"), formerly a Delaware corporation and now a Delaware limited liability company organized on March 1, 2004. Windstream Holdings' only material asset is a 100 percent interest in Windstream Services. Windstream Services and its guarantor subsidiaries are the sole obligors of all of Windstream's outstanding debt obligations. Windstream Holdings is not a guarantor of nor subject to the restrictive covenants included in any of Windstream Services' debt agreements (other than the DIP Facilities).

Windstream is a leading provider of advanced network communications and related technology that increase the network communication abilities for businesses across the United States, including in the

banking, content and media, education, government, healthcare, hospitality, and retail spaces. Windstream also offers broadband, entertainment and security solutions to consumers and small businesses, primarily in rural areas, in 18 states. Additionally, Windstream supplies core transport solutions³ on a local and long-haul fiber network spanning approximately 150,000 miles. The market for the telecommunications services Windstream offers is highly competitive and continued industry-wide merger and acquisition activity has resulted in fewer customers and intensified pricing pressure. To maintain its competitive edge, Windstream keeps a sharp focus on providing a top of the line customer experience and continued technological innovation—objectives it has successfully pursued to date.

Windstream primarily conducts its operations through three business units: (i) the Consumer & Small Business unit, which serves customers located in service areas in which Windstream is the incumbent local exchange carrier (“ILEC”);⁴ (ii) the Enterprise business unit, which serves customers located in service areas in which Windstream is a competitive local exchange carrier (“CLEC”);⁵ and (iii) the Wholesale business unit, which provides bandwidth and transport services to wholesale customers. Each unit is described in greater detail below.

Consumer & Small Business. The Consumer & Small Business unit includes approximately 1.4 million residential and small business customers. Windstream’s consumer services primarily consist of high-speed internet and traditional voice and video services, including 911 services. Windstream is also committed to providing high-speed broadband and additional value-added services to its consumer base, as well as bundling its service offerings to provide a comprehensive solution to meet its customers’ needs at a competitive value. During 2019, the Consumer & Small Business unit generated \$2 billion in revenue.

Enterprise. Windstream’s Enterprise business segment provides advanced network communications and technology solutions, including software defined wide area networking (SD-WAN) and unified communications as a service (UCaaS), to businesses across the United States and offers solutions to enable businesses to compete more effectively in the digital economy, as well as a variety of other data services including cloud computing as an alternative to traditional technology infrastructure. Windstream’s Enterprise segment supports some of the most demanding IT organizations within the retail, healthcare, financial services, manufacturing, government and education sectors. Throughout 2019, the Enterprise segment generated \$2.6 billion in revenue.

Wholesale. Windstream’s Wholesale segment leverages its nationwide network to provide 100 Gbps⁶ bandwidth and transport services to wholesale customers, including telecom companies, content providers, and cable and other network operators. In addition, Windstream offers voice and data carrier services to other communications providers and to larger-scale purchasers of network capacity. During 2019, the Wholesale segment generated \$350 million in revenue. Today, Windstream’s fiber network spans approximately 150,000 route miles of fiber.

³ In Windstream’s industry, the term “core network” refers to the highly functional communication facilities that interconnect primary nodes. The core network delivers routes to exchange information among various sub-networks.

⁴ An incumbent local exchange carrier is local telecommunications company (or its corporate successor) that held the regional monopoly on landline service in an area before regulation opened the market to competitive local exchange carriers.

⁵ A competitive local exchange carrier is a telecommunications company that, through regulation, is allowed to compete in territories where ILECs had historically had a monopoly.

⁶ Gbps stands for billions of bits per second and is a measure of bandwidth on a digital data transmission medium such as optical fiber.

B. Regulation of the Debtors' Business

In the United States, the telecommunications services Windstream provides are generally subject to varying degrees of federal, state and local regulation, including regulation by the Federal Communications Commission (the "FCC") and the public utilities commissions or similar regulatory agencies in each U.S. state and the District of Columbia (the "State PUCs"). While these regulatory agencies grant Windstream the authority to operate its telecommunications network, the regulation they exert over service offerings and pricing is minimal.

More specifically, Windstream is subject to FCC regulation under the Communications Act of 1934 (as amended, the "Communications Act"). Windstream has the necessary authority under Section 214 of the Communications Act to operate in the United States as a provider of domestic interstate telecommunications services, as well as the necessary authority to operate as an international provider. Windstream also maintains various wireless licenses and is the owner of licensed spectrum, issued and regulated by the FCC. In addition, Windstream companies also hold intrastate telecommunications authorizations issued by the State PUCs. Should a Windstream service provider fail at any time to obtain the licenses required to provide intrastate, or fail to meet any of the FCC and State PUC requirements to maintain licenses, including but not limited to, the payment of required regulatory fees and fund contributions, regular report filings, or compliance with service quality measures, Windstream could be subject to fines and/or other penalties, including revocation of operating authorizations.

C. The Debtors' Prepetition Capital Structure

As of the Petition Date, Windstream had approximately \$5.6 billion in aggregate funded-debt obligations. These obligations arose under a revolving credit facility, two tranches under Windstream's term loan facility, one series of secured first lien notes, two series of secured second lien notes, six series of unsecured notes, and one issuance of secured subsidiary notes. Windstream Holdings is not party to Windstream's prepetition debt obligations. All debt, other than the secured subsidiary notes, has been incurred by Windstream Services and its guarantor subsidiaries. The table below summarizes Windstream's capital structure as of the Petition Date:

<i>First Lien Debt Obligations</i>	<i>Principal Amount (in US\$ millions)</i>
Term Loan, Tranche B6 – variable rates, due March 29, 2021	1,180.5
Term Loan, Tranche B7 – variable rates, due February 17, 2024	568.4
Revolver – variable rates, due April 24, 2020	802.0
2025 First Lien Notes – 8.625%, due October 31, 2025	600.0
<i>Secured Subsidiary Notes</i>	
Subsidiary First Lien Notes – 6.75%, due April 1, 2028 ⁷	100.0
<i>Second Lien Debt Obligations</i>	
2024 Second Lien Notes - 10.500%, due June 20, 2024	414.9
2025 Second Lien Notes - 9.00%, due June 30, 2025	802.0
Total Secured Debt Obligations	\$4,467.8

⁷ These notes were assumed as part of an acquisition transaction and are secured by certain assets of the issuer of these notes and its subsidiaries. The issuer of these notes, Windstream Holding of the Midwest, Inc, is a guarantor of Windstream Services other debt obligations.

Unsecured Note Issuances (in US\$ millions)

2020 Senior Notes – 7.750%, due October 15, 2020	78.1
2021 Senior Notes – 7.750%, due October 1, 2021	70.1
2022 Senior Notes – 7.500%, due June 1, 2022	36.2
2023 Senior Notes – 7.500%, due April 1, 2023	34.4
2023 Senior Notes – 6.375%, due August 1, 2023 (“6 3/8% Notes”) ⁸	806.9
2024 Senior Notes – 8.750%, due December 15, 2024	105.8
Total Unsecured Note Obligations	\$ 1,131.5

Total Funded-Debt Obligations	\$5,599.3 million⁹
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In addition to outstanding funded-debt obligations, Windstream Holdings’ equity traded publicly on the NASDAQ under the ticker symbol “WIN” since 2009¹⁰ (having previously traded on the New York Stock Exchange from the time of its formation). In August 2017, Windstream Holdings’ board of directors elected to eliminate Windstream Holdings’ quarterly common stock dividend of \$0.15 per share commencing in the third quarter of 2017, intending to use the cash savings from the elimination of the quarterly dividend payment to repay certain of its debt obligations.

Windstream’s capital structure is a product of the spin-off and merger that led to its formation and a series of financings, refinancings, and exchange transactions that have fueled Windstream’s growth and technical advancement over the last decade. In recent years, Windstream has engaged in a number of refinancings and debt repayments, including the March 2016 closing of an incremental term loan to repurchase \$441 million of 7.875% Senior Notes due 2017; the September 2016 redemption of the remaining 7.875% Senior Notes due 2017 via incremental B-6 term loans and revolver borrowings; and the February 2017 closing of the \$580 million B-7 term loans to refinance term loans in prior tranches maturing in August 2019.

Windstream continued to actively monitor its balance sheet through 2017, and in mid-2017 was considering additional market transactions to improve its capital structure. But in mid-2017 and as further described below, Aurelius acquired the 6 3/8% Notes and alleged certain defaults under the 6 3/8% Notes Indenture related to the Uniti spin-off transaction, ultimately resulting in litigation in November 2017. The uncertainty left in the wake of Aurelius’ actions effectively eliminated Windstream’s access to the capital markets for additional unsecured debt or equity capital (and leaving exchange offers as the most viable alternative to strengthen their balance sheet).¹¹

⁸ The 6 3/8% Notes, as described above, are inclusive of outstanding 6.375% senior notes due 2023 issued in 2013 and 2017.

⁹ Includes less of a net discount on long term debt (31.7), unamortized debt issuance costs (60.8), and current maturities (17.9).

¹⁰ WIN was delisted from NASDAQ on March 6, 2019.

¹¹ Recently, Windstream engaged in an August 2018 notes exchange of \$414.8 million of 7.50% Senior Notes due 2020 in exchange for 10.500% Secured Second Lien Notes due 2024, as well as \$18.8 million of 7.75% Senior Notes due 2021, \$5.3 million of 7.50% Senior Notes due 2022, \$86.0 million of 7.50% Senior Notes due 2023, \$340.7 million of 2023 Notes, and \$578.6 million of 8.75% Senior Notes due 2024 in exchange for \$802.0 million of new 9.000% Secured Second Lien Notes due 2025.

VI. EVENTS LEADING TO THE CHAPTER 11 FILINGS

A. The Uniti Spin-Off Transaction.

In March 2015,¹² Windstream Holdings and Windstream Services entered into a Separation and Distribution Agreement with Uniti, pursuant to which, among other things, Windstream Services and certain of its subsidiaries contributed to Uniti (then a subsidiary of Windstream Services) certain assets consisting of approximately 66,000 route miles of fiber optic cable lines, 235,000 route miles of copper cable lines, central office land and buildings, beneficial rights to permits, pole agreements and easements, and a small consumer competitive local exchange carrier business owned by Windstream Services. Those assets were exchanged for (a) the issuance of Uniti common stock to Windstream Services, (b) the transfer of approximately \$1.035 billion in cash from Uniti to Windstream Services, and (c) the transfer from Uniti to Windstream Services of approximately \$2.5 billion of Uniti debt, consisting of term loans and secured and unsecured notes. Services then distributed approximately 80.4% of the outstanding shares of Uniti common stock to Windstream Holdings. Windstream Holdings, in turn, distributed the shares of Uniti common stock pro rata to holders of Windstream Holdings common stock in a tax free spin-off. In two separate transactions completed in June 2016, Windstream Services transferred the remaining 19.6% of Uniti's common stock to its secured bank creditors in exchange for the retirement of \$672.0 million of aggregate borrowings outstanding under its revolver and to satisfy transaction-related expenses.

Windstream Holdings, Windstream Services, and Uniti entered into multiple further agreements to implement portions of and govern the relationship after the Uniti spin-off. One such agreement was the Uniti Arrangement.

B. District Court Litigation and Exchange and Consent Transactions.

Beginning in early August 2017, Windstream became aware of market rumors that an unidentified fund was acquiring notes in one or more of Windstream's outstanding issuances of unsecured notes for the purpose of attempting to call a default under one of the indentures. Soon thereafter, Windstream learned that the fund was Aurelius, who had accumulated a position in the 6 3/8% Notes and intended to issue a notice of default related to the Uniti spin-off, which had closed more than two years earlier.

In addition to learning that Aurelius had accumulated a position in the 6 3/8% Notes, in late 2017, Windstream also learned that Aurelius had accumulated a sizeable position in Windstream Services' credit default swaps, which would be triggered upon a payment default or bankruptcy filing. In a notice letter received September 22, 2017, Aurelius asserted a default under the 6 3/8% Notes indenture related to the Uniti spin-off transaction, although no other creditor or noteholder has previously complained. In simple terms, Aurelius alleged that the Uniti spin-off constituted a prohibited "Sale and Leaseback Transaction" under section 4.19 of the 6 3/8% Notes Indenture. The Aurelius notice purported to constitute a written notice of default under the 6 3/8% Notes Indenture, which would trigger a 60-day grace or cure period after which the indenture trustee or holders of at least 25% in aggregate principal amount of outstanding 6 3/8% Notes could declare the principal amount of all outstanding 6 3/8% Notes to be immediately due and payable.

Shortly after Aurelius issued its notice, Windstream Services filed suit against U.S. Bank, the indenture trustee under the 6 3/8% Notes Indenture, in Delaware Chancery Court, seeking a declaration that it had not violated any provision of the 6 3/8% Notes Indenture and related injunctive relief. On October 12, 2017, U.S. Bank, at Aurelius' direction, filed suit in the Southern District of New York seeking relief essentially mirroring the relief sought by Windstream in the Delaware Chancery Court action. Windstream

¹² Although the Separation and Distribution Agreement was signed in March 2015, the spin off was completed in April 2015.

Services responded to the Trustee's complaint the following day and asserted counterclaims against the Trustee and Aurelius for declaratory relief.

On October 18, 2017, Windstream Services launched debt exchange offers with respect to its senior notes, including the 6 3/8% Notes, and related consent solicitations. The transactions contemplated the exchange of outstanding notes with earlier maturities into new notes, including into new 2023 Notes, coupled with consent solicitations that would waive any alleged defaults relating to the Uniti spin off, including the defaults alleged by Aurelius.

On October 31, 2017, it became clear that, based on tenders of notes in the exchange offers and consents delivered in the consent solicitations, holders representing the requisite percentage of the 6 3/8% Notes needed to waive the defaults alleged in the Aurelius purported notice of default would be received. On November 6, 2017, Windstream Services and U.S. Bank executed a supplemental indenture, and new 2023 Notes were issued, which sought to give effect to the waivers and consents for the 6 3/8% Notes. Windstream also completed other consent solicitations waiving any alleged default related to the Uniti spin-off under its other note issuances (which are based on substantially identical indentures). Aurelius and U.S. Bank subsequently challenged the validity of the exchange transactions and consent solicitation through litigation.

On February 15, 2019, findings of fact and conclusions of law were issued stating that Windstream was in breach of its bond indentures by engaging in an impermissible Sale and Leaseback Transaction, and that any of Windstream's subsequent efforts to secure a waiver neither waived nor cured the default that arose from that breach. The immediate consequences of the findings were severe. Because the findings stated that Aurelius' Notice of Default ripened into an Event of Default on December 7, 2017, Aurelius would be entitled to a money judgment in the amount of the 6 3/8% Notes it holds plus interest, a figure amounting to approximately \$300 million, with additional interest accruing from July 23, 2018.

The findings also led to a cross default under the credit agreement governing Windstream's secured term and revolving loan obligations and the valid acceleration of the 6 3/8% Notes by Aurelius would give rise to a cross-acceleration event of default under the indentures governing Windstream's other series of secured and unsecured notes. In the absence of Windstream filing for chapter 11, these defaults would have permitted Aurelius to exercise remedies against Windstream and ultimately its assets, potentially leading to a value-destructive piecemeal liquidation, and the defaults would have allowed other parties to accelerate other debt obligations and exercise similar remedies.

C. Immediate Financing Solutions and DIP Financing.

Due to the court's findings, Windstream lost the ability to draw on its revolving facility under its then existing terms, and therefore Windstream lacked the ability to fund day-to-day cash needs and faced a significant and near term liquidity shortfall. In response, Windstream immediately engaged in discussions with certain key stakeholders regarding potential means to resolve debt defaults and liquidity challenges in the days leading up to the Petition Date.

In connection with discussions of all available alternatives, Windstream pursued an amendment and waiver under its first lien revolving credit facility. On February 21, 2019, Windstream obtained a limited waiver from the required revolving lenders under the credit agreement regarding certain conditions to borrowing (the "Amendment and Waiver"). The Amendment and Waiver allowed Windstream to draw \$25 million in immediate funding and provided that any additional borrowings under the revolving credit facility were now subject to consent from all revolving lenders. The liquidity resulting from the Amendment and Waiver allowed the Windstream critical additional days to plan for a smooth transition into chapter 11.

In the ordinary course of business, the Debtors are parties to certain lawsuits, legal proceedings, collection proceedings, and claims arising out of their business operations. The Debtors cannot predict with certainty the outcome of these lawsuits, legal proceedings, and claims.

G. Uniti Adversary Proceeding and Mediation.

In an attempt to consensually resolve issues relating to the Uniti Arrangement with all stakeholders, on July 12, 2019, the Debtors and Uniti filed a motion to appoint a mediator and to include mediation parties from across the Debtors' capital structure. The Debtors proposed that mediation and litigation proceed in parallel so as to most efficiently reach a global resolution of matters regarding the relationship between the Debtors and Uniti. On July 30, 2019 the Court entered an order appointing the Honorable Judge Chapman to mediate issues regarding the Uniti Arrangement. In an attempt to create breathing room throughout the course of the mediation, the Debtors and Uniti—with the assistance of Judge Chapman—agreed to an extension of the purported application of the deadline under section 365(d)(4) of the Bankruptcy Code and filed the 365(d)(4) Stipulation.

Over the course of late 2019 and early 2020, the Uniti Adversary Proceeding continued in parallel with the mediation process, including substantial document discovery and depositions of key potential witnesses. Ultimately, through the mediation process as well as informal negotiations, and in advance of the commencement of any trial in the Uniti Adversary Proceeding, the Debtors were able to reach a

4. *Cash Transfer*

Uniti will pay to the subsidiary or subsidiaries of Windstream designated by the mutual agreement of the Debtors, the Required Consenting First Lien Creditors, and the Requisite Backstop Parties \$490,109,111 in 20 equal consecutive quarterly installments beginning on the 5th business day of the first month following the Effective Date.

5. *Parties*

The parties to the Uniti Settlement are (i) Holdings and Services, the direct and indirect subsidiaries of Services, and their successors, assigns, transferees, and subtenants, as applicable, and/or one or more entities formed to acquire all or a portion of the assets of any of the foregoing as tenants, subject to any regulatory limitations and (ii) the same landlord(s) as those under the Uniti Arrangement..

6. *Effective Date*

The effective date of the Uniti Settlement will occur promptly upon entry of an order approving the agreements described in the Uniti Term Sheet and the satisfaction of all conditions relating to “true lease” and REIT compliance, but in no event later than Windstream’s emergence from Chapter 11.

7. *Uniti Arrangement Structure/Terms*

The Uniti Arrangement will be bifurcated into structurally similar but independent agreements governing the ILEC Facilities and the CLEC Facilities (the “ILEC Lease” and the “CLEC Lease,” and together, the “Leases”).

All assignment, transfer, change of control, and similar provisions in the current Uniti Arrangement shall be amended and restated in each ILEC and CLEC Lease to provide that Windstream will be permitted to assign, sell, or otherwise transfer (whether in a standalone transaction, in connection with a sale of assets or equity interests, or otherwise) any of its interests in any or both of the ILEC Lease or the CLEC Lease subject to certain restrictions.

The ILEC Lease and CLEC Lease shall be cross-defaulted and cross-guaranteed so long as the tenants under both Leases are affiliates of Windstream.

Windstream may request that Uniti sell non-core assets in ILEC territories, subject to an annual cap of \$10 million on proceeds, a portion of which will be remitted to Windstream in consideration of its leasehold interest in the sold assets and rent under the ILEC Lease not being reduced.

Windstream or any successor, assign, or subtenant will be permitted to sell fiber IRUs or lease dark fiber services in ILEC and CLEC territories with term dates that extend beyond the then current term of the Lease subject to an annual cap of \$10 million on proceeds and certain other restrictions.

Uniti will be prohibited from competing in Windstream ILEC territories (for purposes of clarification, selling dark fiber or lit transport and building long haul routes with no laterals or extensions in a Windstream ILEC territory shall not be deemed competitive, but selling services originating or terminating traffic in said territories shall be deemed competitive), and, for avoidance of doubt, “Uniti” refers to landlord and its affiliates, including Uniti, and all existing, acquired, or newly-formed direct or indirect subsidiaries of Uniti, any entities in common control with any such entity, and their respective successors and assigns, during the initial Term and all renewal terms of the ILEC Lease. Further, Uniti will not be permitted to transfer its interest in the CLEC or ILEC Lease to a Windstream Competitor.

8. *Windstream Financial Covenants*

Exit Financing as of Emergence:

- a. As of the date of emergence, on a pro forma basis giving effect to Windstream's emergence (including the repayment, discharge, or extinguishment of any Indebtedness and the incurrence of any new Indebtedness (as defined in the Uniti Term Sheet)), Windstream's total leverage ratio will not exceed 3.00x. For the avoidance of doubt, for the foregoing test, amounts payable in cash on account of contract cures, lease cures, or administrative expenses, and/or amounts to be paid to holders of allowed general unsecured claims after emergence, in each case payable upon completion of the applicable claims resolution process before the Bankruptcy Court, shall not be considered Indebtedness.

Lease Financial Covenants:

- a. The ILEC Lease and the CLEC Lease will contain the following covenants:
- b. Windstream and its subsidiaries cannot incur any Indebtedness (other than (a) refinancing Indebtedness in a principal amount not exceeding the sum of (x) the principal amount of the Indebtedness refinanced, (y) the accrued and unpaid interest on such Indebtedness refinanced and any other amounts owing thereon, and (z) any customary costs, fees, or expenses incurred in connection with such refinancing or (b) drawings under its third party syndicated revolving credit facility, in an amount not to exceed \$750 million (the "RCF Facility")), if its total leverage ratio, pro forma for the incurrence of such Indebtedness, would exceed 3.00x.
- c. If at any time (a) Windstream's total leverage ratio exceeds 3.50x (the "Maintenance Leverage Covenant") and (b) Windstream or any of its subsidiaries takes any of the following actions, an event of default will have occurred:
 - (i) incur any Indebtedness;
 - (ii) make any dividends on its capital stock or repurchase any stock, or prepay any unsecured debt;
 - (iii) make (a) any acquisitions or (b) investments, other than investments (1) in consolidated subsidiaries existing before the applicable date of Windstream's non-compliance with the Maintenance Leverage Covenant and customary permitted investments, (2) in joint ventures in existence prior to the date of the applicable non-compliance with the Maintenance Leverage Covenant (and not created in contemplation thereof), or (3) with the consent of Uniti (not to be unreasonably withheld); or
 - (iv) enter into any transaction with any investor in Windstream who has one or more of its representatives on the Windstream Board of Directors, unless (i) Uniti consents to the entry into such transaction (such consent not to be unreasonably withheld) or (ii) such transaction is (x) in the ordinary course of business or (y) to continue or renew management, consultancy, or advisory services.

- d. If (a) any bankruptcy event of default, or (b) any payment event of default or any other event of default under any Material Indebtedness (as defined in the Uniti Arrangement) has occurred, such event of default shall constitute an event of default under the Leases and Uniti will not be required to comply with its GCI commitment obligations following any such breach.
- e. Notwithstanding anything to the contrary in the Uniti Term Sheet, the Leases shall provide that the Incurrence Leverage Covenant and the Maintenance Leverage Covenant shall not apply at any time that Windstream maintains a corporate family rating of not less than (i) “B2” (stable) by Moody’s and (ii) either “B” (stable) by S&P or “B” (stable) by Fitch.

9. Stay of Pending Litigation

Upon announcement of the Uniti Settlement, all pending litigation was stayed pending closing of the transactions contemplated, without prejudice to Windstream’s right to resume prosecution.

H. Plan Support Agreement

Through the mediation process, the parties focused not only on the terms of the Uniti Settlement, but also on the terms of the Plan. Certain holders of First Lien Claims, Uniti, Elliott, and certain holders of Midwest Notes Claims are parties to the Plan Support Agreement. The Plan Support Agreement memorializes not only a commitment to transactions required to facilitate the Uniti Settlement, but also support for the Plan. The Plan Support Agreement was entered into on March 2, 2020, and was amended on March 9, 2020 and March 13, 2020. The Debtors reserve all rights to, with the consent of any applicable counterparties to the extent required under the Plan Support Agreement, amend, revise or supplement the Plan Support Agreement at any time before the Effective Date of the Plan.

VIII. RISK FACTORS

Holders of Claims should read and consider carefully the risk factors set forth below before voting to accept or reject the Plan. Although there are many risk factors discussed below, these factors should not be regarded as constituting the only risks present in connection with the Debtors’ businesses or the Plan and its implementation.

A. Bankruptcy Law Considerations

The occurrence or non-occurrence of any or all of the following contingencies, and any others, could affect distributions available to holders of Allowed Claims under the Plan but will not necessarily affect the validity of the vote of the Impaired Classes to accept or reject the Plan or necessarily require a re-solicitation of the votes of holders of Claims in such Impaired Classes.

1. Parties in Interest May Object to the Plan’s Classification of Claims and Interests

Section 1122 of the Bankruptcy Code provides that a plan may place a claim or an equity interest in a particular class only if such claim or equity interest is substantially similar to the other claims or equity interests in such class. The Debtors believe that the classification of the Claims and Interests under the Plan complies with the requirements set forth in the Bankruptcy Code because the Debtors created Classes of Claims and Interests each encompassing Claims or Interests, as applicable, that are substantially similar to the other Claims or Interests, as applicable, in each such Class. Nevertheless, there can be no assurance that the Bankruptcy Court will reach the same conclusion.

and is “fair and equitable” with respect to the dissenting impaired class(es). The Debtors believe that the Plan satisfies these requirements, and the Debtors may request such nonconsensual Confirmation in accordance with subsection 1129(b) of the Bankruptcy Code. Nevertheless, there can be no assurance that the Bankruptcy Court will reach this conclusion. In addition, the pursuit of nonconsensual Confirmation or Consummation of the Plan may result in, among other things, increased expenses relating to professional compensation.

6. Continued Risk upon Confirmation

Even if the Plan is consummated, the Debtors will continue to face a number of risks, including certain risks that are beyond their control, such as further deterioration or other changes in economic conditions, changes in the industry, potential revaluing of their assets due to chapter 11 proceedings, changes in demand for telecommunications services, changes in telecommunications technology, and increasing expenses. See Article VIII.C of this Disclosure Statement, entitled “Risks Related to the Debtors’ and the Reorganized Debtors’ Businesses”. Some of these concerns and effects typically become more acute when a case under the Bankruptcy Code continues for a protracted period without indication of how or when the case may be completed. As a result of these risks and others, there is no guarantee that a chapter 11 plan of reorganization reflecting the Plan will achieve the Debtors’ stated goals.

In addition, at the outset of the chapter 11 cases, the Bankruptcy Code provides the Debtors with the exclusive right to propose the Plan and prohibits creditors and others from proposing a plan. The Debtors will have retained the exclusive right to propose the Plan upon filing their Petitions. If the Bankruptcy Court terminates that right, however, or the exclusivity period expires, there could be a material adverse effect on the Debtors’ ability to achieve confirmation of the Plan in order to achieve the Debtors’ stated goals.

Furthermore, even if the Debtors’ debts are reduced and/or discharged through the Plan, the Debtors may need to raise additional funds through public or private debt or equity financing or other various means to fund the Debtors’ businesses after the completion of the proceedings related to the chapter 11 cases. Adequate funds may not be available when needed or may not be available on favorable terms.

7. The Chapter 11 Cases May Be Converted to Cases under Chapter 7 of the Bankruptcy Code

If the Bankruptcy Court finds that it would be in the best interest of creditors and/or the debtor in a chapter 11 case, the Bankruptcy Court may convert a chapter 11 bankruptcy case to a case under chapter 7 of the Bankruptcy Code. In such event, a chapter 7 trustee would be appointed or elected to liquidate the debtors’ assets for distribution in accordance with the priorities established by the Bankruptcy Code. The Debtors believe that liquidation under chapter 7 would result in significantly smaller distributions being made to creditors than those provided for in a chapter 11 plan because of (a) the likelihood that the assets would have to be sold or otherwise disposed of in a disorderly fashion over a short period of time, rather than reorganizing the business in a controlled manner, (b) additional administrative expenses involved in the appointment of a chapter 7 trustee, and (c) additional expenses and Claims, some of which would be entitled to priority, that would be generated during the liquidation, including Claims resulting from the rejection of Unexpired Leases and other Executory Contracts in connection with cessation of operations.

8. The Debtors May Object to the Amount or Classification of a Claim

Except as otherwise provided in the Plan, the Debtors reserve the right to object to the amount or classification of any Claim under the Plan. The estimates set forth in this Disclosure Statement cannot be relied upon by any holder of a Claim where such Claim is subject to an objection. Any holder of a Claim

that is subject to an objection thus may not receive its expected share of the estimated distributions described in this Disclosure Statement.

9. *Risk of Non-Occurrence of the Effective Date*

Although the Debtors believe that the Effective Date may occur quickly after the Confirmation Date, there can be no assurance as to such timing or as to whether the Effective Date will, in fact, occur.

10. *Contingencies Could Affect Votes of Impaired Classes to Accept or Reject the Plan*

The distributions available to holders of Allowed Claims under the Plan can be affected by a variety of contingencies, including, without limitation, whether the Bankruptcy Court orders certain Allowed Claims to be subordinated to other Allowed Claims. The occurrence of any and all such contingencies, which could affect distributions available to holders of Allowed Claims under the Plan, will not affect the validity of the vote taken by the Impaired Classes to accept or reject the Plan or require any sort of revote by the Impaired Classes.

The estimated Claims and creditor recoveries set forth in this Disclosure Statement are based on various assumptions, and the actual Allowed amounts of Claims may significantly differ from the estimates. Should one or more of the underlying assumptions ultimately prove to be incorrect, the actual Allowed amounts of Claims may vary from the estimated Claims contained in this Disclosure Statement. Moreover, the Debtors cannot determine with any certainty at this time, the number or amount of Claims that will ultimately be Allowed. Such differences may materially and adversely affect, among other things, the percentage recoveries to holders of Allowed Claims under the Plan.

11. *Releases, Injunctions, and Exculpations Provisions May Not Be Approved*

Article VIII of the Plan provides for certain releases, injunctions, and exculpations, including a release of liens and third-party releases that may otherwise be asserted against the Debtors, Reorganized Debtors, or Released Parties, as applicable. The releases, injunctions, and exculpations provided in the Plan are subject to objection by parties in interest and may not be approved. If the releases are not approved, certain Released Parties may withdraw their support for the Plan.

The releases provided to the Released Parties and the exculpation provided to the Exculpated Parties is necessary to the success of the Debtors' reorganization because the Released Parties and Exculpated Parties have made significant contributions to the Debtors' reorganizational efforts and have agreed to make further contributions, including by agreeing to forgo full payment in Cash of their claims against the Debtors' estates, but only if they receive the full benefit of the Plan's release and exculpation provisions. The Plan's release and exculpation provisions are an inextricable component of the Plan Support Agreement and Plan and the significant deleveraging and financial benefits that they embody.

B. *Risks Related to Recoveries under the Plan*

1. *The Reorganized Debtors May Not Be Able to Achieve their Projected Financial Results*

The Reorganized Debtors may not be able to achieve their projected financial results. The Financial Projections set forth in this Disclosure Statement represent the Debtors' management team's best estimate of the Debtors' future financial performance, which is necessarily based on certain assumptions regarding the anticipated future performance of the Reorganized Debtors' operations, as well as the United States and world economies in general, and the industry segments in which the Debtors operate in particular. While

the Debtors believe that the Financial Projections contained in this Disclosure Statement are reasonable, there can be no assurance that they will be realized. If the Debtors do not achieve their projected financial results, the value of the Reorganized Windstream Equity Interests may be negatively affected and the Debtors may lack sufficient liquidity to continue operating as planned after the Effective Date. Moreover, the financial condition and results of operations of the Reorganized Debtors from and after the Effective Date may not be comparable to the financial condition or results of operations reflected in the Debtors' historical financial statements.

2. The Reorganized Debtors May Be Controlled by Significant Holders

If the Plan is confirmed and consummated, holders of First Lien Claims will receive the Reorganized Windstream Equity Interests. The holders of First Lien Claims will own 100% of the Reorganized Windstream Equity Interests (subject to dilution on account of the Management Incentive Plan).

3. Certain Tax Implications of the Plan

Holders of Allowed Claims should carefully review Article XII of this Disclosure Statement, entitled "Certain United States Federal Income Tax Consequences of the Plan," to determine how the tax implications of the Plan and the chapter 11 cases may adversely affect the Reorganized Debtors and holders of certain Claims.

4. The Debtors May Not Be Able to Accurately Report Their Financial Results

The Debtors have established internal controls over financial reporting. However, internal controls over financial reporting may not prevent or detect misstatements or omissions in the Debtors' financial statements because of their inherent limitations, including the possibility of human error, and the circumvention or overriding of controls or fraud. Therefore, even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If the Debtors fail to maintain the adequacy of their internal controls, the Debtors may be unable to provide financial information in a timely and reliable manner within the time periods required for the Debtors' financial reporting under SEC rules and regulations and the terms of the agreements governing the Debtors' indebtedness. Any such difficulties or failure could materially adversely affect the Debtors' business, results of operations, and financial condition. Further, the Debtors may discover other internal control deficiencies in the future and/or fail to adequately correct previously identified control deficiencies, which could materially adversely affect the Debtors' businesses, results of operations, and financial condition.

C. Risks Related to the Debtors' and the Reorganized Debtors' Businesses

1. The Reorganized Debtors May Not Be Able to Generate Sufficient Cash to Service All of their Indebtedness

The Reorganized Debtors' ability to make scheduled payments on, or refinance their debt obligations, depends on the Reorganized Debtors' financial condition and operating performance, which are subject to prevailing economic, industry, and competitive conditions and to certain financial, business, legislative, regulatory, and other factors beyond the Reorganized Debtors' control. The Reorganized Debtors may be unable to maintain a level of cash flow from operating activities sufficient to permit the Reorganized Debtors to pay the principal, premium, if any, and interest on their indebtedness upon emergence.

2. *The Debtors Will Be Subject to the Risks and Uncertainties Associated with the Chapter 11 Cases*

For the duration of the chapter 11 cases, the Debtors' ability to operate, develop, and execute a business plan, and continue as a going concern, will be subject to the risks and uncertainties associated with bankruptcy. These risks include the following: (a) ability to develop, confirm, and consummate the Restructuring Transactions specified in the Plan; (b) ability to obtain Bankruptcy Court approval with respect to motions filed in the chapter 11 cases from time to time; (c) ability to maintain relationships with suppliers, vendors, service providers, customers, employees, and other third parties; (d) ability to maintain contracts that are critical to the Debtors' operations; (e) ability of third parties to seek and obtain Bankruptcy Court approval to terminate contracts and other agreements with the Debtors; (f) ability of third parties to seek and obtain Bankruptcy Court approval to terminate or shorten the exclusivity period for the Debtors to propose and confirm a chapter 11 plan, to appoint a chapter 11 trustee, or to convert the Chapter 11 Cases to chapter 7 proceedings; and (g) the actions and decisions of the Debtors' creditors and other third parties who have interests in the chapter 11 cases that may be inconsistent with the Debtors' plans.

These risks and uncertainties could affect the Debtors' businesses and operations in various ways. For example, negative events associated with the chapter 11 cases could adversely affect the Debtors' relationships with suppliers, service providers, customers, employees, and other third parties, which in turn could adversely affect the Debtors' operations and financial condition. Also, the Debtors will need the prior approval of the Bankruptcy Court for transactions outside the ordinary course of business, which may limit the Debtors' ability to respond timely to certain events or take advantage of certain opportunities. Because of the risks and uncertainties associated with the chapter 11 cases, the Debtors cannot accurately predict or quantify the ultimate impact of events that occur during the chapter 11 cases that may be inconsistent with the Debtors' plans.

3. *Operating in Bankruptcy for a Long Period of Time May Harm the Debtors' Businesses*

The Debtors' future results will be dependent upon the successful confirmation and implementation of a plan of reorganization. A long period of operations under Bankruptcy Court protection could have a material adverse effect on the Debtors' businesses, financial condition, results of operations, and liquidity. So long as the proceedings related to the chapter 11 cases continue, senior management will be required to spend a significant amount of time and effort dealing with the reorganization instead of focusing exclusively on business operations. A prolonged period of operating under Bankruptcy Court protection also may make it more difficult to retain management and other key personnel necessary to the success and growth of the Debtors' businesses. In addition, the longer the proceedings related to the chapter 11 cases continue, the more likely it is that customers and suppliers will lose confidence in the Debtors' ability to reorganize their businesses successfully and will seek to establish alternative commercial relationships.

So long as the proceedings related to the chapter 11 cases continue, the Debtors will be required to incur substantial costs for professional fees and other expenses associated with the administration of the chapter 11 cases. The chapter 11 proceedings also required the Debtors to seek debtor-in-possession financing to fund operations. If the Debtors are unable to fully draw on the availability under the DIP Facilities, the chances of successfully reorganizing the Debtors' businesses may be seriously jeopardized, the likelihood that the Debtors will instead be required to liquidate or sell their assets may be increased, and, as a result, creditor recoveries may be significantly impaired.

Furthermore, the Debtors cannot predict the ultimate amount of all settlement terms for the liabilities that will be subject to a plan of reorganization. Even after a plan of reorganization is approved and implemented, the Reorganized Debtors' operating results may be adversely affected by the possible

The Debtors' operations are subject to extensive federal, state and local laws and regulations, including complex telecommunication laws. The Debtors may be required to make large expenditures to comply with such regulations. Failure to comply with these laws and regulations may result in the suspension or termination of operations and subject the Debtors to administrative, civil and criminal penalties. These liabilities and costs could have a material adverse effect on the business, financial condition, results of operations and cash flows of the Reorganized Debtors.

In the future, the Reorganized Debtors may become parties to litigation. In general, litigation can be expensive and time consuming to bring or defend against. Such litigation could result in settlements or damages that could significantly affect the Reorganized Debtors' financial results. It is also possible that certain parties will commence litigation with respect to the treatment of their Claims under the Plan. It is not possible to predict the potential litigation that the Reorganized Debtors may become party to, nor the final resolution of such litigation. The impact of any such litigation on the Reorganized Debtors' businesses and financial stability, however, could be material.

The Debtors' operations are dependent on a relatively small group of key management personnel and a highly-skilled employee base. The Debtors' recent liquidity issues and the chapter 11 cases have created distractions and uncertainty for key management personnel and employees. Because competition for experienced personnel can be significant, the Debtors may be unable to find acceptable replacements with comparable skills and experience and the loss of such key management personnel could adversely affect the Debtors' ability to operate their businesses. In addition, a loss of key personnel or material erosion of employee morale could have a material adverse effect on the Debtors' ability to meet expectations, thereby adversely affecting the Debtors' businesses and the results of operations.

The Bankruptcy Code provides that the confirmation of a plan of reorganization discharges a debtor from substantially all debts arising prior to confirmation. With few exceptions, all Claims that arise prior to the Debtors' filing of their Petitions or before confirmation of the plan of reorganization (a) would be subject to compromise and/or treatment under the plan of reorganization and/or (b) would be discharged in

on account of such Claim pursuant to Subscription Rights in the Rights Offering, the Debtors submit that all 1145 Securities issued pursuant to the Plan will be issued principally in exchange for the corresponding Eligible Claims, and only partly in exchange for the cash purchase price to be paid pursuant to the Rights Offering. Accordingly, the 1145 Securities satisfy all the requirements of section 1145(a)(1) of the Bankruptcy Code and are, therefore, exempt from registration under the Securities Act and state securities laws (except with respect to an underwriter as described below). Furthermore, the Debtors believe that the value of the direct distributions being made to holders of Allowed First Lien Claims (excluding the Subscription Rights), and thus the value of the interests in any such Eligible Claim to be exchanged pursuant to the Rights Offering, exceeds the value of the capital being raised pursuant to the exercise of the Subscription Rights.

Recipients of any 1145 Securities are advised to consult with their own legal advisors as to the availability of any exemption from registration under the Securities Act and any applicable state Blue Sky Law.

2. Subsequent Transfers

The 1145 Securities may be freely transferred by most recipients following the initial issuance under the Plan, and all resales and subsequent transfers of the 1145 Securities are exempt from registration under the Securities Act and state securities laws, unless the holder is an “underwriter” with respect to such securities. Section 1145(b)(1) of the Bankruptcy Code defines an “underwriter” as one who, except with respect to “ordinary trading transactions” of an entity that is not an “issuer”: (a) purchases a claim against, interest in, or claim for an administrative expense in the case concerning, the debtor, if such purchase is with a view to distribution of any security received or to be received in exchange for such claim or interest; (b) offers to sell securities offered or sold under a plan for the holders of such securities; (c) offers to buy securities offered or sold under a plan from the holders of such securities, if such offer to buy is (i) with a view to distribution of such securities and (ii) under an agreement made in connection with the plan, with the consummation of the plan, or with the offer or sale of securities under the plan; or (d) is an issuer of the securities within the meaning of section 2(a)(11) of the Securities Act. In addition, a person who receives a fee in exchange for purchasing an issuer’s securities could also be considered an underwriter within the meaning of section 2(a)(11) of the Securities Act.

The definition of an “issuer” for purposes of whether a person is an underwriter under section 1145(b)(1)(D) of the Bankruptcy Code, by reference to section 2(a)(11) of the Securities Act, includes as “statutory underwriters” all persons who, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with, an issuer of securities. The reference to “issuer,” as used in the definition of “underwriter” contained in section 2(a)(11) of the Securities Act, is intended to cover “Controlling Persons” of the issuer of the securities. “Control,” as defined in Rule 405 of the Securities Act, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract, or otherwise. Accordingly, an officer or director of a reorganized debtor or its successor under a plan of reorganization may be deemed to be a “Controlling Person” of the debtor or successor, particularly if the management position or directorship is coupled with ownership of a significant percentage of the reorganized debtor’s or its successor’s voting securities. In addition, the legislative history of section 1145 of the Bankruptcy Code suggests that a creditor who owns ten percent or more of a class of securities of a reorganized debtor may be presumed to be a “Controlling Person” and, therefore, an underwriter.

B. 4(a)(2) Securities

Section 4(a)(2) of the Securities Act provides that the issuance of securities by an issuer in transactions not involving any public offering are exempt from registration under the Securities Act. Regulation D is a non-exclusive safe harbor from registration promulgated by the SEC under section 4(a)(2) of the Securities Act.

2. Subsequent Transfers

Rule 144 provides an exemption for the public resale of “restricted securities” if certain conditions are met. These conditions vary depending on whether the holder of the restricted securities is an affiliate

of the issuer. An affiliate is defined as “a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the issuer.”

A non-affiliate who has not been an affiliate of the issuer during the preceding three months may resell restricted securities after a six-month holding period if at the time of the sale there is available certain current public information regarding the issuer, and may sell the securities after a one-year holding period whether or not there is current public information regarding the issuer. Adequate current public information is available for a reporting issuer if the issuer has filed all periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 during the twelve months preceding the sale of the restricted securities. If the issuer is a non-reporting issuer, adequate current public information is available if certain information about the issuer is made publicly available. The Debtors currently expect that Reorganized Windstream will continue to be a reporting issuer and file all such required periodic reports and that current public information will be available to allow resales by non-affiliates when the six-month holding period expires (approximately six months after the Effective Date).

An affiliate may resell restricted securities after the six-month holding period if at the time of the sale certain current public information regarding the issuer is available. As noted above, the Debtors currently expect that this information requirement will be satisfied. The affiliate must also comply with the volume, manner of sale and notice requirements of Rule 144. First, the rule limits the number of restricted securities (plus any unrestricted securities) sold for the account of an affiliate (and related persons) in any three-month period to the greater of one percent of the outstanding securities of the same class being sold, or, if the class is listed on a stock exchange, the greater of one percent of the average weekly reported volume of trading in such restricted securities during the four weeks preceding the filing of a notice of proposed sale on Form 144. Second, the manner of sale requirement provides that the restricted securities must be sold in a broker’s transaction, which generally means they must be sold through a broker and handled as a routine trading transaction. The broker must receive no more than the usual commission and cannot solicit orders for the sale of the restricted securities except in certain situations. Third, if the sale exceeds 5,000 restricted securities or has an aggregate sale price greater than \$50,000 in any three-month period, an affiliate must file with the SEC three copies of a notice of proposed sale on Form 144. The sale must occur within three months of filing the notice unless an amended notice is filed.

The Debtors believe that the Rule 144 exemption will not be available with respect to any 4(a)(2) Securities (whether held by non-affiliates or affiliates) until at least six months after the Effective Date. Accordingly, holders of 4(a)(2) Securities will be required to hold their 4(a)(2) Securities for at least six months and, thereafter, to sell them only in accordance with the applicable requirements of Rule 144.

All 4(a)(2) Securities will be issued in certificated or book-entry form and will bear a restrictive legend. Each certificate or book-entry representing, or issued in exchange for or upon the transfer, sale or assignment of, any 4(a)(2) Securities shall be stamped or otherwise imprinted with a legend in substantially the following form:

“THE SECURITIES REPRESENTED BY THIS CERTIFICATE WERE ORIGINALLY ISSUED ON ISSUANCE DATE, HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), OR ANY OTHER APPLICABLE STATE SECURITIES LAWS, AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR AN AVAILABLE EXEMPTION FROM REGISTRATION THEREUNDER.”

The Reorganized Debtors will reserve the right to require certification or other evidence of compliance with Rule 144 as a condition to the removal of such legend or to any resale of the 4(a)(2) Securities. The Reorganized Debtors will also reserve the right to stop the transfer of any 4(a)(2) Securities

characterization and tax consequences of a transaction structure intended to be a NewCo Transaction (as defined below). However, the Debtors do not intend to seek a ruling from the IRS regarding any of the other tax consequences of the Plan discussed below. The discussion below is not binding upon the IRS or the courts. No assurance can be given that the IRS would not assert, or that a court would not sustain, a different position than any position discussed herein.

This discussion does not purport to address all aspects of U.S. federal income taxation that may be relevant to the Debtors, Reorganized Debtors, or to certain holders of Claims or Interests in light of their individual circumstances. This discussion does not address tax issues with respect to such holders of Claims or Interests subject to special treatment under the U.S. federal income tax laws (including, for example, banks, governmental authorities or agencies, pass-through entities, subchapter S corporations, dealers and traders in securities, insurance companies, financial institutions, tax exempt organizations, small business investment companies, foreign taxpayers, Persons who are related to the Debtors within the meaning of the IRC, Persons using a mark-to-market method of accounting, holders of Claims who are themselves in bankruptcy, and regulated investment companies and those holding, or who will hold, Claims or Interests, or the Reorganized Windstream Equity Interests or any other consideration to be received under the Plan, as part of a hedge, straddle, conversion, or other integrated transaction). No aspect of state, local, estate, gift, or non-U.S. taxation is addressed. Furthermore, this summary assumes that holders of Claims hold only Claims in a single Class and hold Claims or Interests as “capital assets” (within the meaning of section 1221 of the IRC). This summary does not address any special arrangements or contractual rights that are not being received or entered into in respect of an underlying Claim, including the tax treatment of any backstop fees or similar arrangements (including any ramifications such arrangements may have on the treatment of a holder under the Plan). This summary also assumes that the various debt and other arrangements to which the Debtors are a party will be respected for U.S. federal income tax purposes in accordance with their form.

For purposes of this discussion, a “U.S. Holder” is a holder that is: (1) an individual citizen or resident of the United States for U.S. federal income tax purposes; (2) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof or the District of Columbia; (3) an estate the income of which is subject to U.S. federal income taxation regardless of the source of such income; or (4) a trust (A) if a court within the United States is able to exercise primary jurisdiction over the trust’s administration and one or more United States persons has authority to control all substantial decisions of the trust or (B) that has a valid election in effect under applicable Treasury Regulations to be treated as a United States person. For purposes of this discussion, a “Non-U.S. Holder” is any holder that is not a U.S. Holder other than any partnership (or other entity treated as a partnership or other pass-through entity for U.S. federal income tax purposes).

If a partnership (or other entity treated as a pass-through entity for U.S. federal income tax purposes) is a holder of a Claim or Interest, the tax treatment of a partner (or other beneficial owner) of such entity generally will depend upon the status of the partner (or other beneficial owner) and the activities of the partner (or other beneficial owner) and the entity. Partners (or other beneficial owners) of partnerships (or other pass-through entities) that are holders of Claims or Interests should consult their respective tax advisors regarding the U.S. federal income tax consequences of the Plan.

ACCORDINGLY, THE FOLLOWING SUMMARY OF CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT A SUBSTITUTE FOR CAREFUL TAX PLANNING AND ADVICE BASED UPON THE INDIVIDUAL CIRCUMSTANCES PERTAINING TO A HOLDER OF A CLAIM OR INTEREST. ALL HOLDERS OF CLAIMS OR INTERESTS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS FOR THE FEDERAL, STATE, LOCAL, AND NON-U.S. TAX CONSEQUENCES OF THE PLAN.

A. Certain U.S. Federal Income Tax Consequences of the Plan to the Debtors and the Reorganized Debtors

1. *In General*

The Debtors expect that the Restructuring Transactions will be structured in one of two ways: (a) a recapitalization of the existing Debtors under their current corporate structure (a “Recapitalization Transaction”), or (b) a disposition of the assets and liabilities of the Debtors to a newly-formed entity in a tax-free reorganization pursuant to sections 368(a)(1)(G) and 354 of the IRC (a “NewCo Transaction”). The Debtors have not yet determined whether the Restructuring Transactions will be consummated as a Recapitalization Transaction or a NewCo Transaction. Such decision will depend on, among other things, the ability of the Debtors to obtain a favorable ruling from the IRS regarding a NewCo Transaction and the ability to satisfy certain requirements of a NewCo Transaction with respect to which the Debtors are not seeking a ruling from the IRS. In either case, the Debtors do not expect to recognize any gain or loss as a result of consummating such a transaction (although the Debtors may engage in certain Restructuring Transactions that do result in the recognition of gain or loss), so long as the intended tax treatment of such transactions are respected. However, in either case, the Restructuring will be subject to the application of section 382 of the IRC, and, depending on certain factors, a Recapitalization Transaction may also be subject to the rules discussed below with respect to cancellation of indebtedness income (“COD Income”), as described below.

2. *Effects of the Restructuring Transactions on Tax Attributes of Debtors*

(a) Preservation of Tax Attributes and Cancellation of Indebtedness Income

In a Recapitalization Transaction, the tax attributes of the Reorganized Debtors may, depending on certain factors, be reduced by the amount of their excluded COD Income, and assuming COD Income does arise, the Debtors expect that it will be substantial. In general, absent an exception, a debtor will realize and recognize cancellation of debt income (“COD Income”) upon satisfaction of its outstanding indebtedness for total consideration less than the amount of such indebtedness. The amount of COD Income, in general, is the excess of (a) the adjusted issue price of the indebtedness satisfied, over (b) the sum of (X) the amount of Cash paid, (Y) the issue price of any new indebtedness of the debtor issued, and (Z) the fair market value of any new consideration, in each case, given in satisfaction of such indebtedness at the time of the satisfaction. Unless an exception or exclusion applies, COD Income constitutes taxable income like any other item of taxable income.

Pursuant to section 108 of the IRC, a debtor will not, however, be required to include any amount of COD Income in gross income if the debtor is under the jurisdiction of a court in a case under chapter 11 of the Bankruptcy Code and the discharge of indebtedness occurs pursuant to that proceeding. Instead, as a consequence of such exclusion, a debtor must reduce its tax attributes by the amount of COD Income that it excluded from gross income pursuant to section 108 of the IRC. In general, the tax attributes of a debtor will be reduced in the following order: (a) NOLs and NOL carryforwards; (b) general business credit carryovers; (c) minimum tax credit carryovers (d) capital loss carryovers; (e) tax basis in assets (subject to the Asset Tax Basis Floor, as described below); (f) passive activity loss and credit carryovers; and (g) foreign tax credits. A debtor with COD Income may elect to first reduce the basis of its depreciable assets pursuant to section 108(b)(5) of the IRC prior to effecting any other reductions in tax attributes set forth above, though it has not been determined whether the Debtors will make this election. The reduction in tax attributes occurs only after the taxable income (or loss) for the taxable year of the debt discharge has been

determined and any excess COD Income over the amount of available tax attributes will generally not give rise to U.S. federal income tax and will generally have no other U.S. federal income tax impact.

The Treasury Regulations address the method and order for applying tax attribute reduction to an affiliated group of corporations. Pursuant thereto, the tax attributes of each debtor member of an affiliated group of corporations that is excluding COD Income are first subject to reduction. To the extent the debtor member's tax basis in stock of a lower-tier member of the affiliated group is reduced, a "look through rule" requires that a corresponding reduction be made to the tax attributes of the lower-tier member. If a debtor member's excluded COD Income exceeds its tax attributes, the excess COD Income is applied to reduce certain remaining consolidated tax attributes of the affiliated group.

The aggregate tax basis of the Debtors in their assets (determined on an entity-by-entity basis, and in the case of an affiliated group of corporations, subject to the look-through rule described above) is not required to be reduced below the amount of indebtedness (determined on an entity-by-entity basis) that the Debtors will be subject to immediately after the cancellation of debt giving rise to COD Income (the "Asset Tax Basis Floor"). Generally, all of an entity's obligations that are treated as debt under general U.S. federal income tax principles (including intercompany debt treated as debt for U.S. federal income tax purposes) are taken into account in determining an entity's Asset Tax Basis Floor.

One of the rulings the Debtors are requesting from the IRS in connection with the NewCo Transaction is that the NewCo transaction does not give rise to COD Income, but instead, would give rise to taxable income that is excludable under relevant provisions of the IRC. The Debtors may, depending on various factors, take the position that the same result applies in a Recapitalization Transaction (that is, that even in a Recapitalization Transaction, consummation of the Plan does not give rise to COD Income), but such a position would potentially be subject to uncertainty. The exact amount of the COD Income (if any) that will be realized by the Debtors will not be determinable until after the consummation of the Plan.

(b) Limitation of NOL Carryforwards and Other Tax Attributes Under Sections 382 and 383 of the IRC

After giving effect to the reduction in tax attributes from excluded COD Income (if any), the Debtors' ability to use any tax attributes post-emergence will be subject to certain limitations under sections 382 and 383 of the IRC.

(i) General Sections 382 and 383 Annual Limitations

Under sections 382 and 383 of the IRC, if a corporation undergoes an "ownership change," the amount of its NOLs and NOL carryforwards, disallowed business interest carryovers under section 163(j) of the IRC ("163(j) Carryovers"), tax credit carryforwards, net unrealized built-in losses, and possibly certain other attributes of the Reorganized Debtors allocable to periods prior to the Effective Date (collectively, "Pre-Change Losses") that may be utilized to offset future taxable income generally are subject to an annual limitation. For this purpose, if a corporation (or consolidated group) has a net unrealized built-in loss at the time of an ownership change (taking into account most assets and items of "built-in" income and deductions), then generally built-in losses (including amortization or depreciation deductions attributable to such built-in losses) and deductions recognized during the following five years (up to the amount of the original net unrealized built-in loss) will be treated as Pre-Change Losses and similarly will be subject to the annual limitation. In general, a corporation's (or consolidated group's) net unrealized built-in loss will be deemed to be zero unless it is greater than the lesser of (a) \$10,000,000, or (b) 15 percent of the fair market value of its assets (with certain adjustments) before the ownership change.

The rules of sections 382 and 383 of the IRC are complicated, but as a general matter, the Debtors anticipate that the issuance of Reorganized Windstream Equity Interests pursuant to the Plan will result in

B. Certain U.S. Federal Income Tax Consequences to U.S. Holders of Allowed Claims Entitled to Vote

of debt instruments) of any non-Cash consideration, minus (b) the Holder's adjusted tax basis in its Class 3 First Lien Claim.

Such U.S. Holder should obtain a tax basis in the non-Cash consideration received equal to the consideration's fair market value (or issue price, in the case of debt instruments) as of the date such consideration is distributed to the U.S. Holder. The holding period for any such property should begin on the day following the receipt of such consideration.

For the treatment of the exchange to the extent a portion of the consideration received is allocable to accrued but unpaid interest, OID or market discount, (which differs from the treatment described above), see the sections entitled "Accrued Interest (and OID)" and "Market Discount" below.

3. Consequences to Holders of Class 4 Midwest Notes Claims

In exchange for full and final satisfaction, compromise, settlement, release and discharge of the Class 4 Midwest Notes Claims, each holder thereof will receive its Pro Rata share of the Midwest Notes Exit Facility Term Loans.

The exchange of such Claims should be treated as a taxable exchange pursuant to section 1001 of the IRC. A U.S. Holder of a Class 4 Midwest Notes Claim who is subject to this treatment should recognize gain or loss equal to: (a) the issue price of the Midwest Notes Exit Facility Term Loans, minus (b) the Holder's adjusted tax basis in its Class 4 Midwest Notes Claim.

Other than with respect to any amounts received that are attributable to accrued but untaxed interest (or OID), and subject to the rules relating to market discount, such U.S. Holder should obtain a tax basis in the Midwest Notes Exit Facility Term Loans, equal to its issue price as of the date such consideration is distributed to the U.S. Holder. The holding period for any such property should begin on the day following the receipt of such consideration.

For the treatment of the exchange to the extent a portion of the consideration received is allocable to accrued but unpaid interest, OID or market discount, (which differs from the treatment described above), see the sections entitled "Accrued Interest (and OID)" and "Market Discount" below.

4. Consequences to Holders of Class 5 Second Lien Claims and Class 6A Obligor General Unsecured Claims

In exchange for full and final satisfaction, compromise, settlement, release and discharge of the Class 5 Second Lien Claims and Class 6A Obligor General Unsecured Claims, each holder thereof will either: (a) receive its Pro Rata share of the amount of Cash specified in the Plan, or (b) if any such class of holders votes as a class to reject the Plan, then such class will receive treatment consistent with section 1129(a)(7) of the Bankruptcy Code.

A U.S. Holder of a Class 5 Second Lien Claims or Class 6A Obligor General Unsecured Claims who is subject to this treatment should recognize gain or loss equal to: (a) the Cash received, minus (b) the

Holder's adjusted tax basis in its Claim. Holders of Claims should consult with their own tax advisors regarding the treatment of any consideration other than Cash that may be received pursuant to the Plan.

For the treatment of the exchange to the extent a portion of the consideration received is allocable to accrued but unpaid interest, OID or market discount, (which differs from the treatment described above), see the sections entitled "Accrued Interest (and OID)" and "Market Discount" below.

5. Treatment of Rights Offering

Although not entirely free from doubt, the Reorganized Debtors intend to take the position that a U.S. Holder of a Class 3 First Lien Claim that elects to exercise its Distributable Subscription Rights should be treated as purchasing, in exchange for its Distributable Subscription Rights and the amount of Cash paid by the U.S. Holder to exercise such Distributable Subscription Rights, Reorganized Windstream Equity Interests. Such a purchase should generally be treated as the exercise of an option under general U.S. federal income tax principles, and such U.S. Holder should not recognize income, gain, or loss for U.S. federal income tax purposes when it exercises the Distributable Subscription Rights. A U.S. Holder's aggregate tax basis in the Reorganized Windstream Equity Interests should equal the sum of (a) the amount of Cash paid by the U.S. Holder to exercise the Distributable Subscription Rights, plus (b) such U.S. Holder's tax basis in the Distributable Subscription Rights immediately before the Distributable Subscription Rights are exercised. A U.S. Holder's holding period for the Reorganized Windstream Equity Interests received pursuant to such exercise should begin on the day following the Effective Date.

A U.S. Holder that elects not to exercise the Distributable Subscription Rights may be entitled to claim a (likely short-term capital) loss equal to the amount of tax basis allocated to such Distributable Subscription Rights, subject to any limitation on such U.S. Holder's ability to utilize capital losses. U.S. Holders electing not to exercise their Distributable Subscription Rights should consult with their own tax advisors as to the tax consequences of such decision.

6. Accrued Interest (and OID)

To the extent that any amount received by a U.S. Holder of a surrendered Claim under the Plan is attributable to accrued but untaxed interest (or OID) on the debt instruments constituting the surrendered Claim, such amount should be taxable to the U.S. Holder as ordinary interest income (to the extent not already included in income by the U.S. Holder). Conversely, a U.S. Holder of a surrendered Claim may be able to recognize a deductible loss to the extent that any accrued interest on the debt instruments constituting such Claim was previously included in the Holder's gross income but was not paid in full by the Debtors. Such loss may be ordinary, but the tax law is unclear on this point. The tax basis of any non-Cash consideration treated as received in satisfaction of accrued but untaxed interest (or OID) should equal the amount of such accrued but untaxed interest (or OID). The holding period for such non-Cash consideration should begin on the day following the receipt of such property.

The extent to which the consideration received by a U.S. Holder of a surrendered Claim will be attributable to accrued interest on the debt constituting the surrendered Claim is unclear. Certain legislative history and case law indicates that an allocation of consideration as between principal and interest provided in a chapter 11 plan of reorganization is binding for U.S. federal income tax purposes, while certain Treasury Regulations treat payments as allocated first to any accrued but untaxed interest. The Plan provides that amounts paid to Holders of Claims will be allocated first to unpaid principal and then to unpaid interest. The IRS could take the position that the consideration received by the Holder should be allocated in some way other than as provided in the Plan. Holders of Claims are urged to consult their tax

assumes that the First Lien Replacement Term Loans are treated as part of a single “issue” with the New Exit Facility Term Loans; if that is ultimately not the case, the tax consequences will differ.

The application of the “investment unit” rules, and the determination of the issue price of a debt instrument to which the “investment unit” rules apply, is highly complex where, as here, only a portion of the investment unit may be publicly traded. That complexity is further heightened here where, in the absence of the “investment unit” rules, the issue price of the First Lien Replacement Term Loans would be determined by reference to the cash paid for the New Exit Facility Term Loans if they are part of the same issue. While not free from doubt, the Debtors expect to take the position that, under these circumstances, the issue price of the First Lien Replacement Term Loans will be the same as the issue price for the New Exit Facility Term Loans and, accordingly, will be established by the amount of cash paid for the New Exit Facility Term Loans. Other outcomes, which could depend on trading values (or price quotes) of the First Lien Replacement Term Loans *or* the Class 3 First Lien Claims.

An issuer’s application of these rules is binding on all holders unless a holder explicitly discloses a different allocation on a timely filed income tax return for the taxable year that includes the acquisition date of the relevant debt instrument.

A debt instrument is treated as issued with OID for U.S. federal income tax purposes if its issue price is less than its stated redemption price at maturity by more than a de minimis amount. A debt instrument’s stated redemption price at maturity includes all principal and interest payable over the term of the debt instrument, other than “qualified stated interest.” Stated interest payable at a fixed rate is “qualified stated interest” if it is unconditionally payable in cash at least annually. The terms of the New Exit Facility Term Loans, including the extent to which they will be issued with OID, have not yet been determined; to the extent not all the interest on the New Exit Facility Term Loans is unconditionally payable in cash at least annually, or to the extent the purchase price is less than the face amount of such debt, New Exit Facility Term Loans (and, accordingly, the Midwest Notes Exit Facility Term Loans and the First Lien Replacement Term Loans) may be considered to be issued with OID.

The determination of the issue price of, and OID with respect to, the First Lien Replacement Term Loans and Midwest Notes Exit Facility Term Loans could be significantly different in the event they are not treated as part of a single “issue” with the New Exit Facility Term Loans.

(c) Acquisition Premium or Amortizable Bond Premium on the First Lien Replacement Term Loans and Midwest Notes Exit Facility Term Loans

If, pursuant to the rules described above, a U.S. Holder’s initial tax basis in the First Lien Replacement Term Loans or Midwest Notes Exit Facility Term Loans is greater than the issue price of such debt but less than the stated principal amount of such debt, such First Lien Replacement Term Loans and Midwest Notes Exit Facility Term Loans will have an “acquisition premium.” Under the acquisition premium rules, the amount of OID that must be included by the U.S. Holder in its gross taxable income with respect to the applicable First Lien Replacement Term Loans or Midwest Notes Exit Facility Term Loans for any taxable year will be reduced by the portion of the acquisition premium properly allocable to that year. Alternatively, if a U.S. Holder’s initial tax basis in the First Lien Replacement Term Loans or Midwest Notes Exit Facility Term Loans exceeds its stated principal amount, the U.S. Holder will be considered to have acquired the First Lien Replacement Term Loans or Midwest Notes Exit Facility Term Loans with “amortizable bond premium” and will not be required to include any OID in income. A U.S. Holder may generally elect to amortize the premium over the remaining term of the First Lien Replacement Term Loans or Midwest Notes Exit Facility Term Loans on a constant yield method as an offset to stated interest when includible in income under such holder’s regular accounting method. If a U.S. Holder elects to amortize bond premium, such holder must reduce its tax basis in the First Lien Replacement Term Loans

or Midwest Notes Exit Facility Term Loans by the amount of the premium used to offset stated interest. If a U.S. Holder does not elect to amortize the premium, that premium will decrease the gain or increase the loss otherwise recognized on disposition of the First Lien Replacement Term Loans or Midwest Notes Exit Facility Term Loans. If, pursuant to the rules described above, a U.S. Holder's initial tax basis in the First Lien Replacement Term Loans or Midwest Notes Exit Facility Term Loans is less than the issue price of such debt, see the above section, entitled "Market Discount."

9. Dividends on Reorganized Windstream Equity Interests

Any distributions made on account of the Reorganized Windstream Equity Interests will constitute dividends for U.S. federal income tax purposes to the extent of the current or accumulated earnings and profits of Reorganized Windstream as determined under U.S. federal income tax principles. Certain qualified dividends received by a non-corporate taxpayer are taxed at preferential rates. To the extent that a holder receives distributions that would otherwise constitute dividends for U.S. federal income tax purposes but that exceed such current and accumulated earnings and profits, such distributions will be treated first as a non-taxable return of capital reducing the holder's basis in its shares. Any such distributions in excess of the holder's basis in its shares (determined on a share-by-share basis) generally will be treated as capital gain.

Distributions that constitute dividends for U.S. federal income tax purposes are paid to U.S. Holders that are corporations generally will be eligible for the dividends-received deduction. However, the dividends-received deduction is only available if certain holding period requirements are satisfied. The length of time that a shareholder has held its stock is reduced for any period during which the shareholder's risk of loss with respect to the stock is diminished by reason of the existence of certain options, contracts to sell, short sales, or similar transactions. In addition, to the extent that a corporation incurs indebtedness that is directly attributable to an investment in the stock on which the dividend is paid, all or a portion of the dividends received deduction may be disallowed.

10. Sale, Redemption, or Repurchase of Non-Cash Consideration.

Unless a non-recognition provision of the IRC applies, and subject to the market discount rules discussed above, holders generally will recognize capital gain or loss upon the sale, redemption, or other taxable disposition of non-Cash consideration received pursuant to the Plan. Such capital gain will be long-term capital gain if at the time of the sale, exchange, retirement, or other taxable disposition, the holder held the applicable non-Cash consideration for more than one year. Long-term capital gains of a non-corporate taxpayer generally are taxed at preferential rates. Under the recapture rules of section 108(e)(7) of the IRC, a U.S. Holder may be required to treat gain recognized on such dispositions of the Reorganized Windstream Equity Interests as ordinary income if such U.S. Holder took a bad debt deduction with respect to its Claim or recognized an ordinary loss on the exchange of its Claim for Reorganized Windstream Equity Interests.

For a description of certain limitations on the deductibility of capital losses, see the section entitled "Limitation on Use of Capital Losses" below.

11. Limitations on Use of Capital Losses.

A U.S. Holder of a Claim or Interest who recognizes capital losses as a result of the distributions under the Plan will be subject to limits on the use of such capital losses. For a non-corporate U.S. Holder, capital losses may be used to offset any capital gains (without regard to holding periods), and also ordinary income to the extent of the lesser of (1) \$3,000 annually (\$1,500 for married individuals filing separate returns) or (2) the excess of the capital losses over the capital gains. A non-corporate U.S. Holder may carry over unused capital losses and apply them against future capital gains and a portion of their ordinary

treaty) on (a) interest on debt received under the Plan and (b) payments that are attributable to accrued but untaxed interest on such Non-U.S. Holder's Allowed Claim. For purposes of providing a properly executed IRS Form W-8BEN or W-8BEN-E, special procedures are provided under applicable Treasury Regulations for payments through qualified foreign intermediaries or certain financial institutions that hold customers' securities in the ordinary course of their trade or business.

3. Sale, Redemption, or Repurchase of Non-Cash Consideration.

A Non-U.S. Holder generally will not be subject to U.S. federal income tax with respect to any gain realized on the sale or other disposition (including a cash redemption) of its Pro Rata share of the non-Cash consideration received under the Plan unless:

- such Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of disposition or who is subject to special rules applicable to former citizens and residents of the United States;
- such gain is effectively connected with such Non-U.S. Holder's conduct of a U.S. trade or business (and if an income tax treaty applies, such gain is attributable to a permanent establishment maintained by such Non-U.S. Holder in the United States); or
- in the case of the sale of Reorganized Windstream Equity Interests, Reorganized Windstream (or a relevant successor thereto) is, or has been during a specified testing period, a "U.S. real property holding corporation" (a "USRPHC") for U.S. federal income tax purposes.

If the first exception applies, the Non-U.S. Holder generally will be subject to U.S. federal income tax at a rate of 30 percent (or at a reduced rate or exemption from tax under an applicable income tax treaty) on the amount by which such Non-U.S. Holder's capital gains allocable to U.S. sources exceed capital losses allocable to U.S. sources during the taxable year of disposition. If the second exception applies, the Non-U.S. Holder generally will be subject to U.S. federal income tax with respect to such gain in the same manner as a U.S. Holder, and a Non-U.S. Holder that is a corporation for U.S. federal income tax purposes may also be subject to a branch profits tax with respect to earnings and profits effectively connected with a U.S. trade or business that are attributable to such gains at a rate of 30 percent (or at a reduced rate or exemption from tax under an applicable income tax treaty).

If the third exception applies, the Non-U.S. Holder generally will be subject to U.S. federal income tax on any gain recognized on the disposition of all or a portion of its Reorganized Windstream Equity Interests under the Foreign Investment in Real Property Tax Act ("FIRPTA"). Taxable gain from the disposition of an interest in a USRPHC (generally equal to the difference between the amount realized and such Non-U.S. Holder's adjusted tax basis in such interest) will constitute effectively connected income pursuant to the application of the second exception described above. Further, the buyer of the Reorganized Windstream Equity Interests will be required to withhold a tax equal to 15 percent of the amount realized on the sale. The amount of any such withholding would be allowed as a credit against the Non-U.S. Holder's federal income tax liability and may entitle the Non-U.S. Holder to a refund, provided that the Non-U.S. Holder properly and timely files a tax return with the IRS. In general, the FIRPTA provisions will not apply if (a) the Non-U.S. Holder does not directly or indirectly own (and has not directly or indirectly owned) more than 5 percent by value of a class of stock of a USRPHC during a specified testing period, and (b) such class of stock is regularly traded on an established securities market. In the event Reorganized Windstream Equity Interests are regularly traded on an established securities market, the withholding obligation described above would not apply, even if a Non-U.S. Holder is subject to the

be available to the extent a Non-U.S. Holder furnishes a certificate qualifying such Non-U.S. Holder for a reduction or exemption of withholding pursuant to applicable Treasury Regulations.

5. *FATCA.*

Under legislation commonly referred to as the Foreign Account Tax Compliance Act (“*FATCA*”), foreign financial institutions and certain other foreign entities must report certain information with respect to their U.S. account holders and investors or be subject to withholding at a rate of 30 percent on the receipt of “withholdable payments.” For this purpose, “withholdable payments” are generally U.S. source payments of fixed or determinable, annual or periodical income (including dividends, if any, on shares of Reorganized Windstream Equity Interests). *FATCA* withholding will apply even if the applicable payment would not otherwise be subject to U.S. federal nonresident withholding.

Withholding with respect to the gross proceeds of a disposition of any stock, debt instrument, or other property that can produce U.S.-source dividends or interest has been eliminated under proposed Treasury Regulations, which can be relied on until final regulations become effective.

Each Non-U.S. Holder should consult its own tax advisor regarding the possible impact of these rules on such Non-U.S. Holder’s ownership of the Claims or the Reorganized Windstream Equity Interests.

D. Information Reporting and Withholding

The Debtors, Reorganized Debtors, Distribution Agent and applicable withholding agents will withhold all amounts required by law to be withheld from payments of interest and dividends, whether in connection with distributions under the Plan or in connection with payments made on account of consideration received pursuant to the Plan, and will comply with all applicable information reporting requirements. The IRS may make the information returns reporting such interest and dividends and withholding available to the tax authorities in the country in which a Non-U.S. Holder is resident. In general, information reporting requirements may apply to distributions or payments under the Plan. Additionally, under the backup withholding rules, a holder of a Claim may be subject to backup withholding (currently at a rate of 24 percent) with respect to distributions or payments made pursuant to the Plan unless that holder: (a) comes within certain exempt categories (which generally include corporations) and, when required, demonstrates that fact; or (b) timely provides a correct taxpayer identification number and certifies under penalty of perjury that the taxpayer identification number is correct and that the Holder is not subject to backup withholding (generally in the form of a properly executed IRS Form W-9 for a U.S. Holder, and, for a Non-U.S. Holder, in the form of a properly executed applicable IRS Form W-8 (or otherwise establishes such Non-U.S. Holder’s eligibility for an exemption)). Backup withholding is not an additional tax but is, instead, an advance payment that may be refunded to the extent it results in an overpayment of tax; provided that the required information is timely provided to the IRS.

In addition, from an information reporting perspective, Treasury Regulations generally require disclosure by a taxpayer on its U.S. federal income tax return of certain types of transactions in which the taxpayer participated, including, among other types of transactions, certain transactions that result in the taxpayer’s claiming a loss in excess of specified thresholds. Holders of Claims subject to the Plan are urged to consult their tax advisors regarding these regulations and whether the transactions contemplated by the Plan would be subject to these regulations and require disclosure on the holders’ tax returns.

THE FEDERAL INCOME TAX CONSEQUENCES OF THE PLAN ARE COMPLEX. THE FOREGOING SUMMARY DOES NOT DISCUSS ALL ASPECTS OF FEDERAL INCOME TAXATION THAT MAY BE RELEVANT TO A PARTICULAR HOLDER IN LIGHT OF SUCH HOLDER’S CIRCUMSTANCES AND INCOME TAX SITUATION. ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS SHOULD CONSULT WITH THEIR TAX ADVISORS AS

TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE TRANSACTIONS CONTEMPLATED BY THE PLAN, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL OR NON-U.S. TAX LAWS, AND OF ANY CHANGE IN APPLICABLE TAX LAWS.

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Exhibit A

Plan of Reorganization

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

In re:

WINDSTREAM HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-22312 (RDD)
)
) (Jointly Administered)
)

**JOINT CHAPTER 11 PLAN OF REORGANIZATION OF WINDSTREAM
HOLDINGS, INC. *ET AL.*, PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

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Counsel to the Debtors and Debtors in Possession

Dated: April 1, 2020

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

THE TABLE OF CONTENTS

ARTICLE I. DEFINED TERMS, RULES OF INTERPRETATION, COMPUTATION OF TIME, AND GOVERNING LAW.....	1
A. Defined Terms	1
B. Rules of Interpretation	13
C. Computation of Time.....	14
D. Governing Law	14
E. Reference to Monetary Figures.....	14
F. Reference to the Debtors or the Reorganized Debtors	14
G. Controlling Document.....	14
ARTICLE II. ADMINISTRATIVE CLAIMS AND PRIORITY CLAIMS	15
A. Administrative Claims	15
B. DIP Facilities Claims	15
C. Professional Fee Claims	16
D. Priority Tax Claims	16
E. Payment of U.S. Trustee Statutory Fees	17
ARTICLE III. CLASSIFICATION AND TREATMENT OF CLAIMS AND INTERESTS.....	17
A. Summary of Classification	17
B. Treatment of Claims and Interests	18
C. Special Provision Governing Unimpaired Claims	21
D. Confirmation Pursuant to Sections 1129(a)(10) and 1129(b) of the Bankruptcy Code	21
E. Elimination of Vacant Classes	21
F. Voting Classes; Presumed Acceptance by Non-Voting Classes	21
G. Controversy Concerning Impairment.....	21
H. Intercompany Interests	22
ARTICLE IV. MEANS FOR IMPLEMENTATION OF THE PLAN	22
A. Substantive Consolidation.....	22
B. Sources of Consideration for Plan Distributions	22
C. Issuance and Distribution of Reorganized Windstream Equity Interests	22
D. New Exit Facility and Rights Offering	22
E. Corporate Existence	24
F. Vesting of Assets in the Reorganized Debtors.....	25
G. Cancellation of Existing Securities	25
H. Corporate Action.....	26
I. Restructuring Transactions	26
J. Reorganized Windstream Organizational Documents	26
K. Reorganized Windstream Board	27
L. FCC and State PUC Licenses.....	27
M. Effectuating Documents; Further Transactions.....	27
N. Exemption from Certain Taxes and Fees	27
O. Preservation of Causes of Action	27
P. Insurance Policies	28
Q. Management Incentive Plan	29
R. Employee and Retiree Benefits	29
ARTICLE V. TREATMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES	29
A. Assumption and Rejection of Executory Contracts and Unexpired Leases	29
B. Claims Based on Rejection of Executory Contracts or Unexpired Leases.....	30
C. Cure of Defaults for Assumed Executory Contracts and Unexpired Leases.....	30
D. Dispute Resolution	31
E. Indemnification Obligations.....	31
F. Employee Compensation and Benefits.	31

G.	Modifications, Amendments, Supplements, Restatements, or Other Agreements	32
H.	Reservation of Rights	32
I.	Nonoccurrence of Effective Date	32
ARTICLE VI. PROVISIONS GOVERNING DISTRIBUTIONS		32
A.	Timing and Calculation of Amounts to Be Distributed	32
B.	Rights and Powers of Distribution Agent	33
C.	Special Rules for Distributions to Holders of Disputed Claims and Interests.....	33
D.	Delivery of Distributions and Fractional, Undeliverable, or Unclaimed Distributions.....	33
E.	Securities Registration Exemption	34
F.	Allocations	35
G.	No Postpetition Interest on Claims	35
H.	Setoffs and Recoupment	35
I.	Claims Paid or Payable by Third Parties.....	35
J.	Compliance with Tax Requirements	36
ARTICLE VII. PROCEDURES FOR RESOLVING CONTINGENT, UNLIQUIDATED, AND DISPUTED CLAIMS.....		36
A.	Allowance of Claims.....	36
B.	Claims and Interests Administration Responsibilities.....	36
C.	Estimation of Claims.....	36
D.	Adjustment to Claims Register Without Objection.....	37
E.	Time to File Objections to General Unsecured Claims and Claims Arising under Section 503(b)(9) of the Bankruptcy Code	37
F.	Amendments to Claims	37
G.	Distributions After Allowance	37
H.	Single Satisfaction of Claims	37
I.	Tax Treatment of Claim Distribution Amounts	37
ARTICLE VIII. SETTLEMENT, RELEASE, INJUNCTION, AND RELATED PROVISIONS		38
A.	Compromise and Settlement of Claims, Interests, and Controversies	38
B.	Discharge of Claims and Termination of Interests.....	38
C.	Debtor Release	38
D.	Third Party Release	39
E.	Exculpation	39
F.	Injunction	40
G.	Subordination Rights.....	40
H.	Release of Liens	41
ARTICLE IX. CONDITIONS PRECEDENT TO CONFIRMATION AND CONSUMMATION OF THE PLAN		41
A.	Conditions Precedent to the Effective Date	41
B.	Waiver of Conditions Precedent to the Effective Date	42
C.	Substantial Consummation	43
D.	Effect of Non-Occurrence of Conditions to the Effective Date	43
ARTICLE X. MODIFICATION, REVOCATION, OR WITHDRAWAL OF THE PLAN.....		43
A.	Modification and Amendments.....	43
B.	Effect of Confirmation on Modifications.....	43
C.	Revocation or Withdrawal of the Plan	43
ARTICLE XI. RETENTION OF JURISDICTION		44
ARTICLE XII. MISCELLANEOUS PROVISIONS		45
A.	Immediate Binding Effect.....	45
B.	Additional Documents	46

C.	Reservation of Rights.....	46
D.	Successors and Assigns.....	46
E.	Service of Documents	46
F.	Term of Injunctions or Stays.....	47
G.	Entire Agreement	47
H.	Nonseverability of Plan Provisions	47
I.	FCC Rights and Powers	48
J.	Dissolution of Committee	48

INTRODUCTION

Windstream Holdings, Inc. and its debtor affiliates (each a “Debtor” and, collectively, the “Debtors” or “Windstream”), propose this joint plan of reorganization pursuant to chapter 11 of title 11 of the United States Code. Capitalized terms used and not otherwise defined shall have the meanings ascribed to such terms in Article I.A. Holders of Claims and Interests may refer to the Disclosure Statement for a discussion of the Debtors’ history, businesses, assets, results of operations, historical financial information, and projections of future operations, as well as a summary and description of the Plan. The Debtors are the proponents of the Plan within the meaning of section 1129 of the Bankruptcy Code. The Plan shall apply as a separate Plan for each of the Debtors, and the classification of Claims and Interests set forth herein shall apply separately to each of the Debtors.

ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN ARE ENCOURAGED TO READ THE PLAN AND THE DISCLOSURE STATEMENT IN THEIR ENTIRETY BEFORE VOTING TO ACCEPT OR REJECT THE PLAN.

ARTICLE I.

DEFINED TERMS, RULES OF INTERPRETATION, COMPUTATION OF TIME, AND GOVERNING LAW

A. *Defined Terms*

As used in this Plan, capitalized terms have the meanings set forth below.

1. “*2024 Second Lien Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 2, 2018, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and Wilmington Trust, National Association, as trustee and collateral agent.

2. “*2025 Second Lien Notes Indenture*” means that indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 2, 2018, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and Wilmington Trust, National Association, as trustee and collateral agent.

3. “*6.375% 2023 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated January 23, 2013, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 6.375% 2023 Notes.

4. “*7.500% 2022 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated November 22, 2011, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 7.500% 2022 Notes.

5. “*7.500% 2023 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated March 16, 2011, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 7.500% 2023 Notes.

6. “*7.750% 2020 Notes Indenture*” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated October 6, 2010, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 7.750% 2020 Notes.

7. “7.750% 2021 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated August 26, 2013, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 7.750% 2021 Notes.

8. “8.750% 2024 Notes Indenture” means that certain indenture agreement (as may be amended, restated, supplemented, or otherwise modified from time to time) dated December 13, 2017, between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee, that governs the 8.750% 2024 Notes.

9. “Administrative Claim” means a Claim for the costs and expenses of administration of the Estates pursuant to sections 503(b) (including Claims arising under section 503(b)(9) of the Bankruptcy Code), 507(b), or 1114(e)(2) of the Bankruptcy Code, including: (a) the actual and necessary costs and expenses incurred after the Petition Date until and including the Effective Date of preserving the Estates and operating the Debtors’ businesses; (b) Allowed Professional Fee Claims; and (c) all fees and charges assessed against the Estates pursuant to section 1930 of chapter 123 of title 28 of the United States Code.

10. “Administrative Claims Bar Date” means the first Business Day that is 30 days following the Effective Date, except as specifically set forth in the Plan.

11. “Affiliate” shall have the meaning set forth in section 101(2) of the Bankruptcy Code.

12. “Allowed” means with respect to any Claim, except as otherwise provided herein: (a) a Claim that is evidenced by a Proof of Claim Filed by the Claims Bar Date in accordance with the Claims Bar Date Order (or for which Claim under the Plan, the Bankruptcy Code, or a Final Order of the Bankruptcy Court a Proof of Claim is not or shall not be required to be Filed); (b) a Claim that is listed in the Schedules, if any, as not contingent, not unliquidated, and not disputed, and for which no Proof of Claim, as applicable, has been timely Filed; or (c) a Claim Allowed pursuant to the Plan or a Final Order; *provided* that with respect to a Claim described in clauses (a) and (b) above, such Claim shall be considered Allowed only if and to the extent that with respect to such Claim no objection to the allowance thereof has been interposed within the applicable period of time fixed by the Plan, the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Court, or, if such an objection is so interposed and the Claim, as applicable, shall have been Allowed by a Final Order. “Allow,” “Allowing,” and “Allowance,” shall have correlative meanings. For the avoidance of doubt, (i) there is no requirement to file a Proof of Claim (or move the Bankruptcy Court for allowance) to be an Allowed Claim under the Plan, and (ii) the Debtors may affirmatively determine to deem Unimpaired Claims Allowed to the same extent such Claims would be allowed under applicable nonbankruptcy law.

13. “Assumed Executory Contract/Unexpired Lease Schedule” means the schedule (as may be amended) of Executory Contracts and Unexpired Leases (including any amendments or modifications thereto) that will be assumed by the Reorganized Debtors pursuant to the Plan, which shall be included in the Plan Supplement.

14. “Backstop Commitment” means the commitment, on the terms set forth in the Backstop Commitment Agreement, of the Backstop Parties to backstop the Rights Offering.

15. “Backstop Commitment Agreement” means that certain Backstop Commitment Agreement, dated as of March 13, 2020, by and among the Backstop Parties and Windstream, as may be amended, supplemented, or modified from time to time, setting forth, among other things, the terms and conditions of the Rights Offering, the Backstop Commitment, and the payment of the Backstop Premium.

16. “Backstop Parties” means Elliott, the members of the First Lien Ad Hoc Group or their successors or assigns (in each case, as allowed pursuant to the Backstop Commitment Agreement) that have committed to backstop the Rights Offering on the terms set forth in the Backstop Commitment Agreement, solely in their capacities as such.

17. “*Backstop Premium*” means the backstop premium payable to the Backstop Parties in consideration for the Backstop Commitment equal to 8% of the \$750 million committed amount, to be paid in Reorganized Windstream Equity Interests or in cash on the terms set forth in the Backstop Commitment Agreement.

18. “*Backstop Priority Tranche*” means \$375 million of the Reorganized Windstream Equity Interests issued pursuant to the Rights Offering to be made available to the Backstop Parties and Priority Non-Backstop Parties.

19. “*Ballot*” means a ballot providing for the acceptance or rejection of the Plan and to make an election with respect to the Third Party Release provided by Article VIII.D.

20. “*Bankruptcy Code*” means title 11 of the United States Code, 11 U.S.C. §§ 101–1532, as amended from time to time.

21. “*Bankruptcy Court*” means the United States Bankruptcy Court for the Southern District of New York having jurisdiction over the Chapter 11 Cases, and, to the extent of the withdrawal of any reference under 28 U.S.C. § 157 and/or the General Order of the District Court pursuant to section 151 of title 28 of the United States Code, the United States District Court for the Southern District of New York.

22. “*Bankruptcy Rules*” means the Federal Rules of Bankruptcy Procedure, as applicable to the Chapter 11 Cases, promulgated under section 2075 of the Judicial Code and the general, local, and chambers rules of the Bankruptcy Court.

23. “*Business Day*” means any day, other than a Saturday, Sunday, or “legal holiday” (as defined in Bankruptcy Rule 9006(a)).

24. “*Cash*” means the legal tender of the United States of America.

25. “*Cause of Action*” means any claims, interests, damages, remedies, causes of action, demands, rights, actions, suits, obligations, liabilities, accounts, defenses, offsets, powers, privileges, licenses, liens, indemnities, guaranties, and franchises of any kind or character whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereinafter arising, contingent or non-contingent, liquidated or unliquidated, secured or unsecured, assertable, directly or derivatively, matured or unmatured, suspected or unsuspected, in contract, tort, law, equity, or otherwise. Causes of Action also include: (a) all rights of setoff, counterclaim, or recoupment and claims under contracts or for breaches of duties imposed by law; (b) the right to object to or otherwise contest Claims or Interests; (c) claims pursuant to sections 362, 510, 542, 543, 544 through 550, or 553 of the Bankruptcy Code; and (d) such claims and defenses as fraud, mistake, duress, and usury, and any other defenses set forth in section 558 of the Bankruptcy Code.

26. “*Chapter 11 Cases*” means: (a) when used with reference to a particular Debtor, the case pending for that Debtor under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and (b) when used with reference to all of the Debtors, the procedurally consolidated and jointly administered chapter 11 cases pending for the Debtors in the Bankruptcy Court.

27. “*Claim*” means any claim, as defined in section 101(5) of the Bankruptcy Code, against any of the Debtors.

28. “*Claims Bar Date Order*” means the *Order (I) Setting Bar Dates for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof* [Docket No. 518].

29. “*Claims Bar Date*” means 4:00 p.m. Eastern Time on July 15, 2019, as established by the Claims Bar Date Order.

30. “*Claims Objection Deadline*” means the deadline for objecting to Claims, which shall be on the date that is the later of (a) 180 days after the Effective Date and (b) such later date as may be fixed by the Bankruptcy Court.

proposed amount to be paid on account of Cure Claims, and (c) procedures for resolution by the Bankruptcy Court of any related disputes; *provided* that the Assumed Executory Contract/Unexpired Lease Schedule and any Amended Assumed Executory Contract/Unexpired Lease Schedule may each constitute a “Cure Notice” hereunder.

46. “*D&O Liability Insurance Policies*” means all insurance policies (including any “tail policy”) of any of the Debtors that cover current or former directors’, managers’, and officers’ liability.

47. “*Description of Restructuring Transactions*” means a summary description of certain Restructuring Transactions, including any changes to the corporate and/or capital structure of the Debtors (to the extent known) to be made on the Effective Date as determined by the Debtors, to be filed with the Plan Supplement.

48. “*DIP Agent*” means Citibank N.A., in its capacity as administrative agent and collateral agent under the DIP Credit Agreement, including any successor thereto.

49. “*DIP Credit Agreement*” means that certain superpriority secured debtor-in-possession credit agreement (as may be amended, supplemented, or otherwise modified from time to time) dated March 13, 2019, between Windstream Holdings, Inc. and Windstream Services, LLC, as borrowers, the Debtor guarantors that are party thereto, the lenders party thereto, DIP Agent, and Credit Suisse Loan Funding LLC, Goldman Sachs Bank USA, JPMorgan Chase Bank, N.A., Barclays Bank PLC, and Deutsche Bank Securities Inc., as co-documentation agents, that governs the DIP Facilities.

50. “*DIP Facilities*” means those certain debtor-in-possession financing facilities in accordance to the terms and conditions set forth in the DIP Credit Agreement and the Final DIP Order, as applicable.

51. “*DIP Facilities Claims*” means any Claim held by the DIP Lenders or the DIP Agent, against any Debtor, derived from, based upon, or secured pursuant to the DIP Credit Agreement, including claims for all principal amounts outstanding, interest, fees, expenses, costs, and other charges arising thereunder or related thereto, in each case, with respect to the DIP Facilities.

52. “*DIP Lenders*” means the banks, financial institutions, and other lenders party to the DIP Credit Agreement with respect to the DIP Facilities from time to time.

53. “*DIP Orders*” means, collectively, the Interim DIP Order and the Final DIP Order.

54. “*Disclosure Statement*” means the disclosure statement (as may be further amended, supplemented, or modified from time to time in accordance with its terms) for the Plan, including all exhibits and schedules thereto, as approved by the Bankruptcy Court pursuant to section 1125 of the Bankruptcy Code.

55. “*Disclosure Statement Order*” means a Final Order of the Bankruptcy Court approving the Disclosure Statement.

56. “*Distributable Exit Facility Proceeds*” means the proceeds of the Required Exit Facility Term Loans available for distribution to holders of the Allowed First Lien Claims as set forth in Article IV.D.1 of this Plan.

57. “*Distributable Flex Proceeds*” means the proceeds of the Flex Exit Facility Term Loans available for distribution to holders of the Allowed First Lien Claims as set forth in Article IV.D.1 of this Plan.

58. “*Distributable Subscription Rights*” mean the difference between (a) \$750 million or, if the Flex Exit Facility Term Loans are funded on the Effective Date, the amount after giving effect to the Flex Adjustment and (b) the amount of the Backstop Priority Tranche subscribed by the Backstop Parties and the Priority Non-Backstop Parties.

59. “*Distribution Agent*” means, as applicable, Reorganized Windstream or any Entity Reorganized Windstream selects to make or to facilitate distributions in accordance with the Plan.

76. “*First Lien Notes Indenture*” means that certain indenture agreement (as may have been amended, modified, supplemented, or amended and restated from time to time) dated November 6, 2017, by between Windstream Services, LLC and Windstream Finance Corp., as co-issuers, the entities specified therein, as guarantors, and U.S. Bank National Association, as trustee and collateral agent.

78. “*First Lien Replacement Term Loans*” mean new term loans to be distributed to holders of First Lien Claims in the event that the amount of the Required Exit Facility Term Loans is reduced to an amount less than the Required Exit Facility Term Loans Target as set forth in Article IV.D.1 of this Plan.

80. “*Flex Exit Facility Term Loans*” means up to \$350 million in principal of new term loans under the New Exit Facility Term Loan, which may be funded on the Effective Date on the terms and conditions set forth in Article IV.D.1 of this Plan.

82. “*Governance Term Sheet*” has the meaning ascribed to such term in the Plan Support Agreement.

84. “*Impaired*” means, when used in reference to a Class of Claims or Interests, a Class of Claims or Interests that is impaired within the meaning of section 1124 of the Bankruptcy Code.

86. “*Intercompany Claims*” means, collectively, any Claim held by a Debtor against another Debtor.

7

88. “*Interests*” means any equity security (as defined in section 101(16) of the Bankruptcy Code) in any Debtor and any other rights, options, warrants, stock appreciation rights, phantom stock rights, restricted stock units, redemption rights, repurchase rights, convertible, exercisable or exchangeable securities or other agreements, arrangements or commitments of any character relating to, or whose value is related to, any such interest or other ownership interest in any Debtor.

89. “*Interim DIP Order*” means the *Interim Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing and (G) Granting Related Relief* [Docket No. 75].

90. “*Judicial Code*” means title 28 of the United States Code, 28 U.S.C. §§ 1–4001.

91. “*Lien*” shall have the meaning set forth in section 101(37) of the Bankruptcy Code.

92. “*Management Incentive Plan*” means the post-Effective Date management equity incentive plan, the terms of which will be set forth in the Plan Supplement.

93. “*Midwest Notes Claims*” means all claims derived from or based upon the Midwest Notes Indenture.

94. “*Midwest Notes Exit Facility Term Loans*” means \$100 million in Required Exit Facility Term Loans under the New Exit Facility Term Loan that will be distributed to holders of the Midwest Notes Claims.

95. “*Midwest Notes Indenture*” means that certain Indenture dated February 23, 1998 (as the same may have been amended, modified, supplemented, or amended and restated from time to time), by and among Windstream Holding of the Midwest, Inc. (f/k/a Alltel Communications Holdings of the Midwest, Inc., f/k/a Aliant Communications Inc.), as issuer, and Ankura Trust Company, LLC, in its capacity as successor trustee, for the 6 ¾% Senior Notes due 2028 in the principal amount of \$100 million .

96. “*Midwest Notes Indenture Trustee*” Ankura Trust Company, LLC, in its capacity as trustee for the Midwest Notes Indenture.

97. “*Minimum Cash Balance*” means a cash balance to be held by the Debtors on the Effective Date in an amount equal to \$75 million plus any amounts received on account of GCI (as defined in the Uniti Term Sheet) reimbursements and Cash Payments (as defined in the Uniti Term Sheet) received by the Debtors on or before the Effective Date.

98. “*New Exit Facility*” means the new money senior secured credit facility in an aggregate principal amount up to \$3,250 million and as otherwise described in Article IV.D.1 of this Plan.

99. “*New Exit Facility Term Loan*” means the term loan facility arising under the New Exit Facility in an aggregate principal amount up to \$2,500 million and as otherwise described in Article IV.D.1 of this Plan.

100. “*New Exit Facility Revolver*” means the revolving credit facility arising under the New Exit Facility in an aggregate principal amount up to \$750 million and as otherwise described in Article IV.D.1 of this Plan.

101. “*Non-Obligor Debtor*” means any Debtor listed on Exhibit 2 to this Plan.

102. “*Non-Obligor General Unsecured Claims*” means any general unsecured claims against the Non-Obligor Debtors.

103. “*Non-Obligor General Unsecured Claims Reserve*” means a reserve funded with proceeds from the New Exit Facility and any other cash on hand held by the Debtors as of the Effective Date in accordance with Article IV.D.1 of this Plan in an amount determined by the Debtors in their discretion and business judgment with the

consent of the Requisite Backstop Parties to fund distributions on account of Allowed Non-Obligor General Unsecured Claims pursuant to Article III.B.7 of this Plan.

104. “*Notice and Claims Agent*” means Kurtzman Carson Consultants LLC, the notice, claims, and solicitation agent retained by the Debtors pursuant to the *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent* [Docket No. 59].

105. “*Obligor Claims Reserve*” means a reserve funded with proceeds from the New Exit Facility and any other cash on hand held by the Debtors as of the Effective Date in accordance with Article IV.D.1 of this Plan in an amount determined by the Debtors, with the consent of the Requisite Backstop Parties and the Required Consenting Creditors to fund distributions on account of Allowed Second Lien Claims and Allowed Obligor General Unsecured Claims pursuant to Article III.B.5 and Article III.B.6 of this Plan.

106. “*Obligor Debtor*” means any Debtor listed on Exhibit 1 to this Plan.

107. “*Obligor General Unsecured Claims*” means any general unsecured claims against the Obligor Debtors.

108. “*Other Priority Claim*” means any Claim against any Debtor entitled to priority in right of payment under section 507(a) of the Bankruptcy Code, other than: (a) an Administrative Claim; and (b) a Priority Tax Claim.

109. “*Other Secured Claim*” means any Secured Claim, including any Secured Tax Claim, other than a First Lien Claim, Midwest Notes Claim, Second Lien Claim, or a DIP Facilities Claim. For the avoidance of doubt, “Other Secured Claims” includes any Claim arising under, derived from, or based upon any letter of credit issued in favor of one or more Debtors, the reimbursement obligation for which is either secured by a Lien on collateral or is subject to a valid right of setoff pursuant to section 553 of the Bankruptcy Code.

110. “*Person*” shall have the meaning set forth in section 101(41) of the Bankruptcy Code.

111. “*Petition Date*” means February 25, 2019.

112. “*Plan Equity Value*” means an amount equal to \$1,250 million, subject to the Flex Adjustment, if any.

113. “*Plan*” means this Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc., et al., pursuant to Chapter 11 of the Bankruptcy Code (including the Plan Supplement and all exhibits hereto and thereto), as the same may be amended, modified, supplemented or amended and restated from time to time.

114. “*Plan Supplement*” means a supplemental appendix to the Plan, which shall be filed with the Bankruptcy Court prior to the Confirmation Hearing, and additional documents filed with the Bankruptcy Court prior to the Effective Date as amendments to the Plan Supplement. The Debtors shall have the right to amend the documents contained in, and exhibits to, the Plan Supplement through the Effective Date.

115. “*Plan Support Agreement*” means that certain Plan Support Agreement, and all of the schedules, documents, and exhibits contained therein, entered into on March 2, 2020 by and among the Debtors, the Consenting Creditors, as amended on March 9, 2020 and March 13, 2020 (and as may be further amended from time to time), and any subsequent Entity that becomes a party thereto pursuant to the terms thereof.

116. “*Priority Non-Backstop Cap*” means the portion of the Backstop Priority Tranche equal to the ratio of \$667.3 million in the aggregate principal amount of First Lien Claims held by Priority Non-Backstop Parties to the aggregate principal amount of all First Lien Claims.

117. “*Priority Non-Backstop Parties*” means holders of First Lien Claims that were not held by Backstop Parties as of March 2, 2020, who signed the Plan Support Agreement and became Consenting Creditors by no later than 5:00 p.m. Prevailing Eastern Time on March 13, 2020.

subsidiaries, and each of their respective current and former equity holders, officers, directors, managers, principals, members, employees, agents, advisory board members, financial advisors, partners, attorneys, accountants, investment bankers, consultants, representatives, and other professionals, each in their capacity as such collectively.

129. “*Reorganized Debtors*” means (a) Debtors, as reorganized pursuant to and under the Plan or any successor thereto by merger, amalgamation, consolidation, or otherwise, and, (b) the direct and indirect subsidiaries of the Reorganized Debtors described in (a), in each case, after giving effect to the Restructuring Transactions.

130. “*Reorganized Windstream*” means the parent entity of the Reorganized Debtors, after giving effect to the Restructuring Transactions, which may be (a) Windstream Holdings, Inc., as reorganized pursuant to and under the Plan, or any successor thereto, by merger, amalgamation, consolidation, or otherwise, or (b) a new entity formed to acquire, directly or indirectly, substantially all of the assets of the Debtors.

131. “*Reorganized Windstream Board*” means the new board of directors of Reorganized Windstream who shall be appointed by the Requisite Backstop Parties in accordance with the Governance Term Sheet and whose identities shall be set forth in the Plan Supplement to the extent known at the time of filing.

132. “*Reorganized Windstream Equity Interests*” means the common stock, partnership interests, or limited liability company interests of Reorganized Windstream, as applicable, to be issued upon the Effective Date in accordance with the Plan.

133. “*Reorganized Windstream Organizational Documents*” means the form of the certificates or articles of incorporation, bylaws, limited liability company operating agreements or such other applicable formation documents of each Reorganized Debtor, which shall be in form and substance consistent with the Governance Term Sheet.

134. “*Required Consenting Creditors*” has the meaning ascribed to such term in the Plan Support Agreement.

135. “*Required Exit Facility Term Loans*” means term loans arising under the New Exit Facility Term Loan in an amount up to the Required Exit Facility Term Loans Target and otherwise as set forth in Article IV.D.1 of this Plan.

136. “*Required Exit Facility Term Loans Target*” means \$2,150 million in new term loans (including the Midwest Notes Exit Facility Term Loans) arising under the New Exit Facility Term Loan.

137. “*Requisite Backstop Parties*” mean (a) at least two members of the First Lien Ad Hoc Group holding a majority of the aggregate amount of commitments under the Backstop Commitment Agreement held by all members of the First Lien Ad Hoc Group and (b) Elliott.

138. “*Restructuring Term Sheet*” has the meaning ascribed to such term in the Plan Support Agreement.

139. “*Restructuring Transactions*” means any transaction and any actions as may be necessary or appropriate to implement the restructuring of the Debtors and Reorganized Debtors on the terms set forth in the Plan, Plan Support Agreement, and Description of Restructuring Transactions, including the issuance of all Securities, notes, instruments, certificates, and other documents required to be issued pursuant to the Plan, or mergers, consolidations, amalgamations, arrangements, continuances, restructurings, conversions, dissolutions, transfers, liquidations, or other corporate transactions, as described in Article IV.I of the Plan.

140. “*Rights Offering*” means the \$750 million common equity rights offering, subject to any Flex Adjustment, as set forth in Article IV.D.2 of this Plan.

141. “*Rights Offering Documents*” means collectively, the Backstop Commitment Agreement, and any and all other agreements, documents, and instruments delivered or entered into in connection with the Rights Offering, including the Rights Offering Procedures.

142. “*Rights Offering Procedures*” means those certain rights offering procedures with respect to the Rights Offering, which rights offering procedures shall be set forth in the Rights Offering Documents.

143. “*Schedule of Retained Causes of Action*” means the schedule of certain Causes of Action of the Debtors that are not released, waived, or transferred pursuant to the Plan, as the same may be amended, modified, or supplemented from time to time.

144. “*Schedules*” means, collectively, the schedules of assets and liabilities, schedules of Executory Contracts and Unexpired Leases, and statements of financial affairs Filed by the Debtors pursuant to section 521 of the Bankruptcy Code and substantially in accordance with the Official Bankruptcy Forms, as the same may have been amended, modified, or supplemented from time to time.

145. “*SEC*” means the Securities and Exchange Commission.

146. “*Second Lien Claims*” means, collectively, all claims derived from, based upon, or secured pursuant to the 2024 Second Lien Notes Indenture and 2025 Second Lien Indenture, including claims for all principal amounts outstanding, interest, fees, expenses, costs, and other charges arising thereunder or related thereto.

147. “*Secured*” means, when referring to a Claim: (a) secured by a Lien on collateral to the extent of the value of such collateral, as determined in accordance with section 506(a) of the Bankruptcy Code or (b) subject to a valid right of setoff pursuant to section 553 of the Bankruptcy Code.

148. “*Secured Tax Claim*” means any Secured Claim against any Debtor that, absent its secured status, would be entitled to priority in right of payment under section 507(a)(8) of the Bankruptcy Code (determined irrespective of time limitations), including any related Secured Claim for penalties.

149. “*Securities Act*” means the Securities Act of 1933, 15 U.S.C. §§ 77a–77aa, as amended, together with the rules and regulations promulgated thereunder or any similar federal, state, or local law.

150. “*Securities Exchange Act*” means the Securities Exchange Act of 1934, 15 U.S.C. §§ 78a–78nn.

151. “*Security*” shall have the meaning set forth in section 101(49) of the Bankruptcy Code.

152. “*State PUCs*” means the public utilities commission or similar regulatory agency in each U.S. state (which, for this definition, shall include the District of Columbia) with jurisdiction over intrastate telecommunications services.

153. “*State PUC Applications*” means, collectively, each requisite notice, application, petition, or other request filed or to be filed with the State PUCs that have jurisdiction in connection with the Restructuring Transactions and the Plan.

154. “*Transfer of Control*” has the meaning set forth in Article XII.I of the Plan.

155. “*U.S. Trustee*” means the Office of the United States Trustee for Region 2.

156. “*Unexpired Lease*” means a lease to which one or more of the Debtors is a party that is subject to assumption or rejection under sections 365 or 1123 of the Bankruptcy Code.

157. “*Unimpaired*” means, with respect to a Claim or a Class of Claims or Interests, a Claim or an Interest that is unimpaired within the meaning of section 1124 of the Bankruptcy Code.

158. “*Uniti*” means Uniti Group Inc. and each of its direct and indirect subsidiaries party to the Plan Support Agreement.

159. “*Uniti 9019 Motion*” has the meaning ascribed to such term in the Plan Support Agreement.

ARTICLE II.

ADMINISTRATIVE CLAIMS AND PRIORITY CLAIMS

In accordance with section 1123(a)(1) of the Bankruptcy Code, Administrative Claims, including DIP Facilities Claims, Professional Fee Claims, and Priority Tax Claims have not been classified and, thus, are excluded from the classification of Claims and Interests set forth in Article III.

A. *Administrative Claims*

Except to the extent otherwise expressly provided herein, other than Professional Fee Claims and Administrative Claims that have already been paid during the Chapter 11 Cases, and except to the extent that a holder of an Allowed Administrative Claim and the applicable Debtor, prior to the Effective Date, or after the Effective Date, the applicable Reorganized Debtor, agrees to less favorable treatment, each holder of an Allowed Administrative Claim shall be paid in full in Cash: (a) if such Administrative Claim is Allowed as of the Effective Date, not later than the Effective Date; or (b) if such Administrative Claim is not Allowed as of the Effective Date, upon entry of an order of the Bankruptcy Court Allowing such Claim, or as soon as reasonably practicable thereafter; *provided* that if an Allowed Administrative Claim arises from liabilities incurred by the Estates in the ordinary course of business after the Petition Date, such Claim shall be paid in accordance with the terms and conditions of the particular transaction giving rise to such Claim in the ordinary course.

HOLDERS OF ADMINISTRATIVE CLAIMS THAT ARE REQUIRED TO, BUT DO NOT, FILE AND SERVE A REQUEST FOR PAYMENT OF SUCH ADMINISTRATIVE CLAIMS BY THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH ADMINISTRATIVE CLAIMS AGAINST THE DEBTORS, THE REORGANIZED DEBTORS, OR THEIR RESPECTIVE PROPERTY AND ASSETS AND SUCH ADMINISTRATIVE CLAIMS SHALL BE DEEMED DISCHARGED AS OF THE EFFECTIVE DATE.

B. *DIP Facilities Claims*

All DIP Facilities Claims shall be deemed Allowed as of the Effective Date in an amount equal to (a) the principal amount outstanding under the DIP Credit Agreement on such date, (b) all accrued and unpaid interest thereon to the date of payment and (c) all accrued and unpaid fees, expenses and noncontingent indemnification obligations payable under the DIP Credit Agreement and the DIP Orders.

Except to the extent that a holder of an Allowed DIP Facilities Claim agrees to a less favorable treatment, each Allowed DIP Facilities Claim, as well as any other fees, interest or other obligations owing to third parties under the DIP Credit Agreement and/or the DIP Orders, shall be indefeasibly paid in full, in Cash, by the Debtors on the Effective Date in accordance with the terms of the DIP Credit Agreement and the DIP Orders, including without limitation, the execution and delivery of a release agreement, on terms and conditions acceptable to the DIP Agent and the DIP Lenders, and contemporaneously with the foregoing payment and delivery of the release agreement, the DIP Facilities shall be deemed cancelled, all Liens on property of the Debtors and the Reorganized Debtors arising out of or related to the DIP Facilities shall automatically terminate, and all collateral subject to such Liens shall be automatically released, in each case without further action by the DIP Agent or the DIP Lenders and all guarantees of the Debtors and Reorganized Debtors arising out of or related to the DIP Facilities Claims shall be automatically discharged and released, in each case without further action by the DIP Agent or the DIP Lenders pursuant to the terms of the DIP Facilities. The DIP Agent and the DIP Lenders shall take all actions to effectuate and confirm such termination, release and discharge as reasonably requested by the Debtors or the Reorganized Debtors. For the avoidance of doubt, to the extent that any obligations under the DIP Credit Agreement and/or the DIP Orders remain unsatisfied as of the Effective Date, any unsatisfied claims thereunder shall not be released by the terms of this Plan until such obligations are indefeasibly paid in full, in Cash.

will receive interest on such Allowed Priority Tax Claims after the Effective Date to the extent required by sections 511 and 1129(a)(9)(C) of the Bankruptcy Code.

E. *Payment of U.S. Trustee Statutory Fees*

All fees payable pursuant to 28 U.S.C. § 1930(a) shall be paid for each quarter (including any fraction thereof) until the Chapter 11 Cases are converted, dismissed, or closed, whichever occurs first, by the Debtors or the Reorganized Debtors, as applicable.

ARTICLE III.

CLASSIFICATION AND TREATMENT OF CLAIMS AND INTERESTS

A. *Summary of Classification*

Claims and Interests, except for Administrative Claims, including DIP Facilities Claims, Professional Fee Claims, and Priority Tax Claims, are classified in the Classes set forth in this Article III. A Claim or Interest is classified in a particular Class only to the extent that the Claim or Interest qualifies within the description of that Class and is classified in other Classes to the extent that any portion of the Claim or Interest qualifies within the description of such other Classes. A Claim or Interest also is classified in a particular Class for the purpose of receiving distributions pursuant to the Plan only to the extent that such Claim is an Allowed Claim in that Class and has not been paid, released, or otherwise satisfied prior to the Effective Date.

The classification of Claims and Interests against each Debtor pursuant to the Plan is as set forth below. The Plan shall apply as a separate Plan for each of the Debtors, and the classification of Claims and Interests set forth herein shall apply separately to each of the Debtors. All of the potential Classes for the Debtors are set forth herein. Certain of the Debtors may not have holders of Claims or Interests in a particular Class or Classes, and such Claims shall be treated as set forth in Article III.E.

1. Class Identification

The classification of Claims and Interests against each Debtor (as applicable) pursuant to the Plan is as follows:

Class	Claim / Interest	Status	Voting Rights
1	Other Secured Claims	Unimpaired	Deemed to Accept
2	Other Priority Claims	Unimpaired	Deemed to Accept
3	First Lien Claims	Impaired	Entitled to Vote
4	Midwest Notes Claims	Impaired	Entitled to Vote
5	Second Lien Claims	Impaired	Entitled to Vote
6A	Obligor General Unsecured Claims	Impaired	Entitled to Vote

3. Class 3 – First Lien Claims

- a. *Classification:* Class 3 consists of all First Lien Claims.
- b. *Treatment:* Each holder of an Allowed First Lien Claim shall receive its Pro Rata share of:
 - (i) 100% of the Reorganized Windstream Equity Interests, subject to dilution on account of the Rights Offering, the Backstop Premium, and the Management Incentive Plan;
 - (ii) cash in an amount equal to the sum of (i) the Distributable Exit Facility Proceeds, (ii) the Distributable Flex Proceeds, (iii) the cash proceeds of the Rights Offering, and (iv) all other cash held by the Debtors as of the Effective Date in excess of the Minimum Cash Balance;
 - (iii) the Distributable Subscription Rights; and
 - (iv) as applicable, the First Lien Replacement Term Loans.
- c. *Voting:* Class 3 is Impaired under the Plan. Each holder of a First Lien Claim is entitled to vote to accept or reject the Plan.

4. Class 4 – Midwest Notes Lien Claims

- a. *Classification:* Class 4 consists of all Midwest Notes Claims.
- b. *Treatment:* Each holder of an Allowed Midwest Notes Claim shall receive its Pro Rata share of the Midwest Notes Exit Facility Term Loans, the principal amount of which shall be \$100 million, plus any interest and fees due and owing under the Midwest Notes Indenture and/or the Final DIP Order to the extent unpaid as of the Effective Date.
- c. *Voting:* Class 4 is Impaired under the Plan. Each holder of an Allowed Class 4 Midwest Notes Claim is entitled to vote to accept or reject the Plan.

5. Class 5 – Second Lien Claims

- a. *Classification:* Class 5 consists of all Second Lien Claims.
- b. *Treatment:*
 - (i) ***If holders of Allowed Second Lien Claims vote as a class to accept the Plan***, on the Effective Date, each holder of an Allowed Second Lien Claim shall receive cash in an amount equal to \$0.00125 for each \$1.00 of Allowed Second Lien Claims.
 - (ii) ***If holders of Allowed Second Lien Claims vote as a class to reject the Plan***, on the Effective Date, each holder of an Allowed Second Lien Claim shall receive treatment consistent with section 1129(a)(7) of the Bankruptcy Code.
- c. *Voting:* Class 5 is Impaired under the Plan. Each holder of an Allowed Class 5 Second Lien Claim is entitled to vote to accept or reject the Plan.

6. Class 6A – Obligor General Unsecured Claims

- a. *Classification:* Class 6A consists of all Obligor General Unsecured Claims.

- c. *Voting*: Class 8 is either (i) Unimpaired, in which case the holders of Intercompany Claims are presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, or (ii) Impaired, and not receiving any distribution under the Plan, in which case the holders of Intercompany Claims are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. Therefore, holders of Intercompany Claims are not entitled to vote to accept or reject the Plan.

10. Class 9 – Interests in Windstream

- a. *Classification:* Class 9 consists of all Interests in Windstream.
- b. *Treatment:* Each holder of an Interest in Windstream shall have such Interest cancelled, released, and extinguished without any distribution.
- c. *Voting:* Holders of Interests in Windstream are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code. Therefore, holders of Interests in Windstream are not entitled to vote to accept or reject the Plan.

C. *Special Provision Governing Unimpaired Claims*

Except as otherwise specifically provided in the Plan, nothing herein shall be deemed to affect, diminish, or impair the Debtors' or the Reorganized Debtors' rights and defenses, both legal and equitable, with respect to any Reinstated Claim or Unimpaired Claim, including legal and equitable defenses to setoffs or recoupment against Reinstated Claims or Unimpaired Claims; and, except as otherwise specifically provided in the Plan, nothing herein shall be deemed to be a waiver or relinquishment of any Claim, Cause of Action, right of setoff, or other legal or equitable defense which the Debtors had immediately prior to the Petition Date, against or with respect to any Claim that is Unimpaired by the Plan. Except as otherwise specifically provided in the Plan, the Reorganized Debtors shall have, retain, reserve, and be entitled to assert all such Claims, Causes of Action, rights of setoff, and other legal or equitable defenses which the Debtors had immediately prior to the Petition Date fully as if the Chapter 11 Cases had not been commenced, and all of the Reorganized Debtors' legal and equitable rights with respect to any Reinstated Claim or Claim that is Unimpaired by this Plan may be asserted after the Confirmation Date and the Effective Date to the same extent as if the Chapter 11 Cases had not been commenced.

D. *Confirmation Pursuant to Sections 1129(a)(10) and 1129(b) of the Bankruptcy Code*

Section 1129(a)(10) of the Bankruptcy Code shall be satisfied for purposes of Confirmation by acceptance of the Plan by an Impaired Class of Claims. The Debtors shall seek Confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code with respect to any rejecting Class of Claims or Interests.

E. Elimination of Vacant Classes

Any Class of Claims or Interests that does not have a holder of an Allowed Claim or Allowed Interest or a Claim or Interest temporarily Allowed by the Bankruptcy Court as of the date of the Confirmation Hearing shall be deemed eliminated from the Plan for purposes of voting to accept or reject the Plan and for purposes of determining acceptance or rejection of the Plan by such Class pursuant to section 1129(a)(8) of the Bankruptcy Code.

F. *Voting Classes; Presumed Acceptance by Non-Voting Classes*

If a Class contains Claims eligible to vote and no holders of Claims eligible to vote in such Class vote to accept or reject the Plan, the Plan shall be presumed to have been approved by the holders of such Claims in such Class.

G. Controversy Concerning Impairment

If a controversy arises as to whether any Claims or Interests, or any Class of Claims or Interests, are Impaired, the Bankruptcy Court shall, after notice and a hearing, determine such controversy on or before the Confirmation Date.

H. *Intercompany Interests*

To the extent not cancelled under the Plan, distributions on account of Intercompany Interests are not being received by holders of such Intercompany Interests on account of their Intercompany Interests but for the purposes of administrative convenience and due to the importance of maintaining the corporate structure, for the ultimate benefit of the holders of Reorganized Windstream Equity Interests, and in exchange for the Debtors' and Reorganized Debtors' agreement under the Plan to make certain distributions to the holders of Allowed Claims.

ARTICLE IV.

MEANS FOR IMPLEMENTATION OF THE PLAN

A. *Substantive Consolidation*

The Plan is being proposed as a joint plan of reorganization of the Debtors for administrative purposes only and constitutes a separate chapter 11 plan of reorganization for each Debtor. The Plan is not premised upon the substantive consolidation of the Debtors with respect to the Classes of Claims or Interests set forth in the Plan.

B. *Sources of Consideration for Plan Distributions*

The Reorganized Debtors, or Debtors, as applicable, shall fund distributions under the Plan with: (a) Cash on hand; (b) the issuance and distribution of Reorganized Windstream Equity Interests; (c) proceeds of the New Exit Facility; (d) the First Lien Replacement Term Loans, as applicable; (e) subscription rights to participate in the Rights Offering; and (f) proceeds of the Rights Offering.

C. *Issuance and Distribution of Reorganized Windstream Equity Interests*

Upon the Effective Date, the issuance of the Reorganized Windstream Equity Interests shall be authorized without the need for any further corporate action and without any further action by the holders of Claims or Interests.

On the Effective Date, or as soon as is reasonably practicable thereafter, applicable holders of First Lien Claims shall receive shares or units of Reorganized Windstream Equity Interests in exchange for their Claims pursuant to Article III.B.

All of the shares or units of Reorganized Windstream Equity Interests issued pursuant to the Plan shall be duly authorized, validly issued, fully paid, and non-assessed. Each distribution and issuance of the Reorganized Windstream Equity Interests under the Plan shall be governed by the terms and conditions set forth in the Plan applicable to such distribution or issuance and by the terms and conditions of the instruments evidencing or relating to such distribution or issuance, which terms and conditions shall bind each Entity receiving such distribution or issuance.

D. *New Exit Facility and Rights Offering*

1. The New Exit Facility

Prior to the Effective Date, the Debtors will secure commitments to fund a new money senior secured credit facility in an aggregate amount up to \$3,250 million, which will include the following facilities:

- a. the New Exit Facility Revolver which will be undrawn on the Effective Date and may include (a) a letter of credit sub-facility up to an aggregate principal amount of \$350 million to support obligations related to funding received from state and federal broadband subsidy programs and (b) an additional letter of credit sub-facility up to an aggregate principal amount of \$50 million; and

- b. the New Exit Facility Term Loan, which will be funded or distributed, as applicable, on the Effective Date and (a) will include the Required Exit Facility Term Loans, which shall include the Midwest Notes Exit Facility Term Loans, and (b) may include the Flex Exit Facility Term Loans at the election of the Requisite Backstop Parties, in consultation with the Debtors and otherwise on the terms set forth in the Plan Support Agreement. The Midwest Notes Exit Facility Term Loans will rank *pari passu* with, and be secured on the same terms as, the other Required Exit Facility Term Loans, and have the same terms as, and be fungible in all respects with, the other Required Exit Facility Term Loans. The interest rate, maturity date, and other terms of the New Exit Facility will be consistent with the Plan Support Agreement and otherwise reasonably acceptable to the Debtors, the Required Consenting Creditors, and the Requisite Backstop Parties.

The Required Exit Facility Term Loans (other than the Midwest Notes Exit Facility Term Loans) may be reduced to an amount less than \$2,050 million at the election of Requisite Backstop Parties. To the extent the amount of the Required Exit Facility Term Loans funded on the Effective Date is lower than the Required Exit Facility Term Loans Target, the Debtors will distribute the First Lien Replacement Term Loans in an amount equal to the difference between the Required Exit Facility Term Loans Target and the amount of Required Exit Facility Term Loans actually funded on the Plan Effective Date to holders of First Lien Claims in lieu of the applicable cash distributions; *provided* that the aggregate amount of the First Lien Replacement Term Loans will not exceed an amount to be agreed by the Requisite Backstop Parties and set forth in the Plan Supplement. The First Lien Replacement Term Loans, as applicable, will rank *pari passu* with and secured on substantially the same terms as the New Exit Facility Term Loan and have the same terms as the New Exit Facility Term Loan or such other terms as agreed by the Requisite Backstop Parties and the Debtors.

On the Effective Date, the net cash proceeds of the remaining Required Exit Facility Term Loans (and other cash on hand held by the Debtors as of the Effective Date) will be:

- a. first, used to pay in full in cash Allowed DIP Claims, Allowed Administrative Claims, Allowed Priority Tax Claims, Allowed Other Secured Claims, Allowed Other Priority Claims, and executory contract and unexpired lease Cure Claims as and to the extent that such Claims are required to be paid in cash under this Plan;
- b. second, used to fund the Non-Obligor General Unsecured Claims Reserve;
- c. third, used to fund the Obligor Claims Reserve;
- d. fourth, used, to the extent necessary, to fund the Minimum Cash Balance; and
- e. fifth, distributed to holders of Allowed First Lien Claims in accordance with Article III.B.3 of this Plan, which amounts shall constitute the Distributable Exit Facility Proceeds.

Confirmation of the Plan shall be deemed (a) approval of the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans) and all the transactions and related agreements contemplated thereby, and all actions to be taken, undertakings to be made, and obligations to be incurred and fees and expenses to be paid by the Debtors or the Reorganized Debtors, as applicable, in connection therewith, to the extent not approved by the Bankruptcy Court previously, and (b) authorization for the Debtors or the Reorganized Debtors, as applicable, to, without further notice to or order of the Bankruptcy Court, (i) execute and deliver those documents and agreements necessary or appropriate to pursue or obtain the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans), and incur and pay any fees and expenses in connection therewith, and (ii) act or take action under applicable law, regulation, order, or rule or vote, consent, authorization, or approval of any person, subject to such modifications as the Debtors or the Reorganized Debtors, as applicable, may deem to be necessary to consummate the New Exit Facility.

On the Effective Date, all Liens and security interests granted pursuant to, or in connection with the New Exit Facility (including, for the avoidance of doubt, the Midwest Notes Exit Facility Term Loans): (i) shall be deemed

2. The Rights Offering

Without limiting the obligations of the Backstop Parties to fund the full amount of the Rights Offering, the Backstop Parties will have the option to purchase the Backstop Priority Tranche on a Pro Rata Basis based on their backstop commitments and otherwise in accordance with the Plan Support Agreement. The Priority Non-Backstop Parties shall be eligible to participate in up to \$79.4 million of the Backstop Priority Tranche on a Pro Rata basis; *provided* that no single Priority Non-Backstop Party, together with any of its affiliates or managed funds, may participate on account of more than \$141 million in aggregate principal amount of First Lien Claims for purposes of determining its pro rata share of the Backstop Priority Tranche. Any rights not exercised by the Priority Non-Backstop Parties in the Backstop Priority Tranche shall be made available for the Backstop Parties to purchase on a Pro Rata basis based on their backstop commitments. Any rights not exercised by the Backstop Parties in the Backstop Priority Tranche shall be available for distribution as Distributable Subscription Rights to Holders of First Lien Claims pursuant to Article III.B.3 of the Plan.

E. *Corporate Existence*

WIN Ex. 102
Page 101 of 135

or formed and pursuant to the respective certificate of incorporation and bylaws (or other analogous formation documents) in effect before the Effective Date, except to the extent such certificate of incorporation and bylaws (or other analogous formation documents) are amended by the Plan or otherwise, and to the extent such documents are amended, such documents are deemed to be amended pursuant to the Plan and require no further action or approval (other than any requisite filings required under applicable state, provincial, or federal law).

F. *Vesting of Assets in the Reorganized Debtors*

Except as otherwise provided in the Plan or any agreement, instrument, or other document incorporated in the Plan or the Plan Supplement, on the Effective Date, all property in each Estate, all Causes of Action, all Executory Contracts and Unexpired Leases assumed by any of the Debtors, and any property acquired by any of the Debtors, including Interests held by the Debtors in non-Debtor subsidiaries, pursuant to the Plan shall vest in each respective Reorganized Debtor, free and clear of all Liens, Claims, charges, or other encumbrances unless expressly provided otherwise by the Plan or Confirmation Order. On and after the Effective Date, except as otherwise provided in the Plan, including with respect to the waiver of Avoidance Claims in Article IV.R, each Reorganized Debtor may operate its business and may use, acquire, or dispose of property, and compromise or settle any Claims, Interests, or Causes of Action without supervision or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules.

G. *Cancellation of Existing Securities*

On the later of the Effective Date and the date on which distributions are made pursuant to the Plan (if not made on the Effective Date), except as otherwise specifically provided for in the Plan or set forth in the Description of Restructuring Transactions: (a) the obligations of the Debtors under the Prepetition Credit Agreement, the First Lien Notes Indenture, the Midwest Notes Indenture, the Second Lien Notes Indenture, Unsecured Notes indenture(s), and any other certificate, equity security, share, note, bond, indenture, purchase right, option, warrant, or other instrument or document directly or indirectly evidencing or creating any indebtedness or obligation of or ownership interest in the Debtors giving rise to any Claim or Interest (except such agreements, certificates, notes, or other instruments or documents evidencing indebtedness or obligation of or ownership interest in the Debtors that are reinstated or amended and restated pursuant to the Plan), shall be cancelled solely as to the Debtors, and the Reorganized Debtors, the DIP Agent, the Agent, the First Lien Notes Indenture Trustee, the Midwest Notes Indenture Trustee, the Second Lien Notes Indenture Trustee, and the Unsecured Notes Trustee shall not have any continuing duties or obligations thereunder and shall be discharged; and (b) the obligations of the Debtors pursuant, relating, or pertaining to any agreements, indentures, certificates of designation, bylaws or certificate or articles of incorporation or similar documents governing the shares, certificates, notes, bonds, indentures, purchase rights, options, or other instruments or documents evidencing or creating any indebtedness or obligation of or ownership interest in the Debtors (except such agreements, certificates, notes or other instruments evidencing indebtedness or obligation of or ownership interest in the Debtors that are specifically reinstated, amended and reinstated, or entered into pursuant to the Plan) shall be released and discharged; except that the applicable indentures and credit agreements shall continue in effect solely for the purpose of: (i) allowing the applicable agents and indenture trustees to receive distributions from the Debtors and to make further distributions to the applicable holders of Claims (subject to any applicable charging liens), and allowing such holders to accept distributions, on account of such Claims; (ii) preserving the applicable agents' and indenture trustees' rights to payment of fees and expenses, and allowing the maintenance, exercise, and enforcement of any applicable charging lien for the payment of fees and expenses and for indemnification as against any money or property distributed to holders; (iii) preserving the right of applicable agents and indenture trustees to exculpation and indemnification from the Debtors pursuant and subject to the terms of the applicable credit agreements and indentures; and (iv) preserving the applicable agents' and indenture trustees' right to appear and be heard in the Chapter 11 Cases or in any other proceeding in the Bankruptcy Court, including but not limited to enforcing any obligations owed to it under the Plan or Confirmation Order; *provided* that nothing in this Plan shall affect the discharge of Claims pursuant to the Bankruptcy Code, the Confirmation Order, or the Plan, or result in any liability or expense to the Reorganized Debtors. On the Effective Date, each holder of a certificate or instrument evidencing a Claim that is discharged by the Plan shall be deemed to have surrendered such certificate or instrument in accordance with the applicable indenture or agreement that governs the rights of such holder of such Claim. Such surrendered certificate or instrument shall be deemed cancelled as set forth in, and subject to the exceptions set forth in, this Article IV.G. On and after the Effective Date, the duties and responsibilities of the indenture trustee under the indentures shall be discharged and released, except to the extent required in order to effectuate the Plan including, but

Upon the Effective Date, all actions contemplated by the Plan or as set forth in the Description of Restructuring Transactions, shall be deemed authorized and approved by the Bankruptcy Court in all respects, including, as applicable: (a) the issuance of the Reorganized Windstream Equity Interests; (b) the selection of the directors and officers for Reorganized Windstream and the other Reorganized Debtors; (c) implementation of the Restructuring Transactions; and (d) all other actions contemplated by the Plan or otherwise deemed necessary or appropriate by the Debtors, the Reorganized Debtors, or Reorganized Windstream, as the case may be (whether to occur before, on, or after the Effective Date). Upon the Effective Date, all matters provided for in the Plan involving the corporate structure of Reorganized Windstream and the other Reorganized Debtors, and any corporate action required by the Debtors, Reorganized Windstream, or the other Reorganized Debtors in connection with the Plan shall be deemed to have occurred and shall be in effect, without any requirement of further action by the security holders, directors, or officers of the Debtors, Reorganized Windstream, or the other Reorganized Debtors. On or before the Effective Date, as applicable, the appropriate officers of the Debtors, Reorganized Windstream, or the Reorganized Debtors shall be authorized to issue, execute, and deliver the agreements, documents, securities, and instruments contemplated by the Plan (or necessary to effect the transactions contemplated by the Plan), in the name of and on behalf of Reorganized Windstream and the other Reorganized Debtors, to the extent not previously authorized by the Bankruptcy Court. The appropriate officers of the Debtors, Reorganized Windstream, or the Reorganized Debtors shall be authorized to adopt the execution of any corporate documents to the extent deemed necessary or appropriate. The authorizations and approvals contemplated by this Article IV.H shall be effective notwithstanding any requirements under non-bankruptcy law.

Following the Confirmation Date or as soon as reasonably practicable thereafter, the Debtors or the Reorganized Debtors, as applicable, may take all actions as may be necessary or appropriate to effectuate any Restructuring Transactions described in, approved by, contemplated by, or necessary to effectuate the Plan. The Restructuring Transactions may include one or more of the following: (a) the execution and delivery of appropriate agreements or other documents of merger, amalgamation, consolidation, restructuring, conversion, disposition, transfer, arrangement, continuance, dissolution, sale, purchase, or liquidation containing terms that are consistent with the terms of the Plan; (b) the execution and delivery of appropriate instruments of transfer, assignment, assumption, or delegation of any asset, property, right, liability, debt, or obligation on terms consistent with the terms of the Plan; (c) the filing of appropriate certificates or articles of incorporation, reincorporation, merger, consolidation, conversion, amalgamation, arrangement, continuance, or dissolution pursuant to applicable law; (d) the execution and delivery of the Rights Offering Documents and any documentation related to the New Exit Facility; (e) the execution and delivery of the Reorganized Windstream Organizational Documents, and any certificates or articles of incorporation, bylaws, or such other applicable formation documents (if any) of each Reorganized Debtor (including all actions to be taken, undertakings to be made, and obligations to be incurred and fees and expenses to be paid by the Debtors and/or the Reorganized Debtors, as applicable); (f) the issuance, distribution, reservation, or dilution, as applicable, of the Reorganized Windstream Equity Interests, as set forth herein and (g) all other actions that the Debtors or Reorganized Debtors, as applicable, reasonably determine to be necessary, including making filings or recordings that may be required by applicable law in connection with the Plan.

To the extent required under the Plan or applicable non-bankruptcy law, on the Effective Date, the Reorganized Debtors will file such Reorganized Windstream Organizational Documents as are required to be filed with the applicable Secretary of State and/or other applicable authorities in the state, province, or country of incorporation in accordance with the corporate laws of the respective state, province, or country of incorporation. Pursuant to section 1123(a)(6) of the Bankruptcy Code, the Reorganized Windstream Organizational Documents will prohibit the issuance of non-voting equity securities. After the Effective Date, the Reorganized Debtors may amend

K. *Reorganized Windstream Board*

L. *FCC and State PUC Licenses.*

M. *Effectuating Documents; Further Transactions.*

N. *Exemption from Certain Taxes and Fees*

O. *Preservation of Causes of Action*

WIN Ex. 102
Page 104 of 135

violate the terms of any assumed Unexpired Lease of non-residential real property. Any motions to assume Executory Contracts or Unexpired Leases pending on the Effective Date shall be subject to approval by a Final Order of the Bankruptcy Court on or after the Effective Date but may be withdrawn, settled, or otherwise prosecuted by the Reorganized Debtors. Notwithstanding anything to the contrary in the Plan, the Debtors or the Reorganized Debtors, as applicable, reserve the right to alter, amend, modify, or supplement the Assumed Executory Contracts and Unexpired Leases Schedule and the Rejected Executory Contracts and Unexpired Leases Schedule at any time up to forty-five (45) days after the Effective Date.

B. *Claims Based on Rejection of Executory Contracts or Unexpired Leases*

Proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court within thirty (30) days after the date of entry of an order of the Bankruptcy Court (including the Confirmation Order) approving such rejection. **Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not Filed within such time will be disallowed upon an order of the Bankruptcy Court, forever barred from assertion, and shall not be enforceable against, as applicable, the Debtors, the Reorganized Debtors, the Estates, or property of the foregoing parties, without the need for any objection by the Debtors or the Reorganized Debtors, as applicable, or further notice to, or action, order, or approval of the Bankruptcy Court or any other Entity, and any Claim arising out of the rejection of the Executory Contract or Unexpired Lease shall be deemed fully satisfied, released, and discharged, notwithstanding anything in the Schedules, if any, or a Proof of Claim to the contrary.** Claims arising from the rejection of the Debtors' Executory Contracts or Unexpired Leases shall be classified as General Unsecured Claims and shall be treated in accordance with Article III.B.6 or Article III.B.7 of this Plan, as applicable.

C. *Cure of Defaults for Assumed Executory Contracts and Unexpired Leases*

The Debtors or the Reorganized Debtors, as applicable, shall pay Cure Claims, if any, on the Effective Date or as soon as practicable thereafter, or on such other terms as the parties to such Executory Contracts or Unexpired Leases may otherwise agree. Any Cure Claim shall be deemed fully satisfied, released, and discharged upon payment by the Debtors or the Reorganized Debtors of such Cure Claim, as applicable; *provided* that nothing herein shall prevent the Reorganized Debtors, from paying any Cure Claim despite the failure of the relevant counterparty to file such request for payment of such Cure Claim. The Reorganized Debtors may settle any Cure Claim on account of any Executory Contract or Unexpired Lease without any further notice to or action, order, or approval of the Bankruptcy Court.

At least 7 days before the Voting Deadline, the Debtors shall distribute, or cause to be distributed, Cure Notices to the applicable third parties; *provided* that solely to the extent a cure amount is related to an Executory Contract or Unexpired Lease that is identified on an Amended Assumed Executory Contract/Unexpired Lease Schedule, the Debtors shall distribute, or cause to be distributed, such Cure Notice to the applicable third party on the date that such amended schedule is Filed. **Any objection by a counterparty to an Executory Contract or Unexpired Lease to the proposed assumption, assumption and assignment or related cure amount must be Filed, served and actually received by the Debtors on or before 14 days following distribution of the applicable Cure Notice.** Any counterparty to an Executory Contract or Unexpired Lease that fails to object timely to the proposed assumption, assumption and assignment, or cure amount related thereto (if any) will be deemed to have assented to such assumption, assumption and assignment, or cure amount. Notwithstanding anything herein to the contrary, in the event that any Executory Contract or Unexpired Lease is removed from the Rejected Executory Contracts and Unexpired Leases Schedule after such deadline, a Cure Notice with respect to such Executory Contract or Unexpired Lease will be sent promptly to the counterparty thereof and a noticed hearing set to consider whether such Executory Contract or Unexpired Lease can be assumed or assumed and assigned.

Assumption of any Executory Contract or Unexpired Lease pursuant to the Plan or otherwise shall result in the full release and satisfaction of any Claims or defaults, whether monetary or nonmonetary, including defaults of provisions restricting the change in control or ownership interest composition or other bankruptcy-related defaults, arising under any Assumed Executory Contract or Unexpired Lease at any time before the date that the Debtors assume such Executory Contract or Unexpired Lease. Any Proofs of Claim Filed with respect to an Executory Contract or Unexpired Lease that has been assumed shall be deemed disallowed and expunged, without further notice to or action, order, or approval of the Bankruptcy Court.

1. Powers of the Distribution Agent

2. Expenses Incurred On or After the Effective Date

C. *Special Rules for Distributions to Holders of Disputed Claims and Interests*

D. *Delivery of Distributions and Fractional, Undeliverable, or Unclaimed Distributions*

2. Delivery of Distributions

WIN Ex. 102
Page 110 of 135

3. Applicability of Insurance Policies

Except as otherwise provided in the Plan, distributions to holders of Allowed Claims shall be in accordance with the provisions of any applicable insurance policy. Nothing contained in the Plan shall constitute or be deemed a waiver of any Cause of Action that the Debtors or any Entity may hold against any other Entity, including insurers under any policies of insurance, nor shall anything contained herein constitute or be deemed a waiver by such insurers of any defenses, including coverage defenses, held by such insurers.

J. *Compliance with Tax Requirements*

In connection with the Plan, to the extent applicable, the Debtors, Reorganized Debtors or the Distribution Agent, as applicable, shall comply with all tax withholding and reporting requirements imposed on them by any Governmental Unit, and all distributions pursuant to the Plan shall be subject to such withholding and reporting requirements. Notwithstanding any provision in the Plan to the contrary, the Debtors, Reorganized Debtors or the Distribution Agent, as applicable, shall be authorized to take all actions necessary or appropriate to comply with such withholding and reporting requirements, including liquidating a portion of the distribution to be made under the Plan to generate sufficient funds to pay applicable withholding taxes, withholding distributions pending receipt of information necessary to facilitate such distributions, or establishing any other mechanisms they believe are reasonable and appropriate.

ARTICLE VII.

PROCEDURES FOR RESOLVING CONTINGENT, UNLIQUIDATED, AND DISPUTED CLAIMS

A. *Allowance of Claims*

After the Effective Date, each of the Debtors or the Reorganized Debtors shall have and retain any and all rights and defenses such Debtor had with respect to any Claim immediately before the Effective Date (unless such Claim is deemed Allowed pursuant to the Plan or the Confirmation Order). Except as expressly provided in the Plan or in any order entered in the Chapter 11 Cases before the Effective Date (including the Confirmation Order), no Claim shall become an Allowed Claim unless and until such Claim is deemed Allowed pursuant to the Plan or a Final Order, including the Confirmation Order (when it becomes a Final Order), allowing such Claim. For the avoidance of doubt, there is no requirement to file a Proof of Claim (or move the Court for allowance) to be an Allowed Claim under the Plan.

B. *Claims and Interests Administration Responsibilities*

Except as otherwise specifically provided in the Plan and notwithstanding any requirements that may be imposed pursuant to Bankruptcy Rule 9019, after the Effective Date, the Reorganized Debtor shall have the exclusive authority: (a) to File, withdraw, or litigate to judgment objections to Claims; (b) to settle or compromise any disputed Claim without any further notice to or action, order, or approval by the Bankruptcy Court; and (c) to administer and adjust the Claims Register to reflect any such settlements or compromises without any further notice to or action, order, or approval by the Bankruptcy Court. For the avoidance of doubt, except as otherwise provided herein, from and after the Effective Date, each Reorganized Debtor shall have and retain any and all rights and defenses such Debtor had immediately prior to the Effective Date with respect to any disputed Claim or Interest, including the Causes of Action retained pursuant to Article IV.Q.

C. *Estimation of Claims*

Before or after the Effective Date, the Debtors or the Reorganized Debtors may at any time request that the Bankruptcy Court estimate any disputed Claim or disputed Interest that is contingent or unliquidated pursuant to section 502(c) of the Bankruptcy Code for any reason, regardless of whether any party previously has objected to such Claim or whether the Bankruptcy Court has ruled on any such objection, and the Bankruptcy Court shall retain jurisdiction to estimate any such Claim, including during the litigation of any objection to any Claim or during any

Any duplicate Claim or Interest or any Claim or Interest that has been paid or satisfied, or any Claim that has been amended or superseded, may be adjusted or expunged on the Claims Register by the Debtors or the Reorganized Debtors upon stipulation between the impacted holder of any Claim or Interest and the Debtor or Reorganized Debtor, as applicable without a Claims objection having to be Filed and without any further notice to or action, order, or approval of the Bankruptcy Court.

Any objections to Claims shall be Filed by the Reorganized Debtors on or before the Claims Objection Deadline, as such deadline may be extended from time to time.

On or after the Effective Date, except as provided in the Plan or the Confirmation Order, a Claim may not be Filed or amended without the prior authorization of the Bankruptcy Court or the Reorganized Debtors.

To the extent that a disputed Claim ultimately becomes an Allowed Claim, distributions (if any) shall be made to the holder of such Allowed Claim in accordance with the provisions of the Plan. As soon as reasonably practicable after the date that the order or judgment of a court of competent jurisdiction allowing any disputed Claim becomes a Final Order, the Reorganized Debtors shall provide to the holder of such Claim the distribution (if any) to which such holder is entitled under the Plan as of the Effective Date.

Holders of Allowed Claims may assert such Claims against each Debtor obligated with respect to such Claims, and such Claims shall be entitled to share in the recovery provided for the applicable Class of Claims against each obligated Debtor based upon the full Allowed amount of such Claims. Notwithstanding the foregoing, in no case shall the aggregate value of all property received or retained under the Plan on account of any Allowed Claim exceed 100 percent of the underlying Allowed Claim plus applicable interest, if any.

Property deposited into the various Claim distribution accounts described elsewhere in the Plan (including the Non-Obligor General Unsecured Claims Reserve and the Obligor Claims Reserve, but for the avoidance of doubt, not including the Professional Fee Escrow) will be subject to “disputed ownership fund” treatment under section 1.468B-9 of the United States Treasury Regulations. All corresponding elections with respect to such accounts shall be made, and such treatment shall be applied to the extent possible for state, local, and non-U.S. tax purposes. Under such treatment, a separate federal income tax return shall be filed with the IRS with respect to such accounts, any taxes (including with respect to interest, if any, or appreciation in property between the Effective Date and date of

distribution) imposed on such accounts shall be paid out of the assets of such accounts (and reductions shall be made to amounts disbursed from such accounts to account for the need to pay such taxes).

ARTICLE VIII.

SETTLEMENT, RELEASE, INJUNCTION, AND RELATED PROVISIONS

A. *Compromise and Settlement of Claims, Interests, and Controversies*

Pursuant to section 1123 of the Bankruptcy Code and Bankruptcy Rule 9019 and in consideration for the distributions and other benefits provided pursuant to the Plan, the Plan is and shall be deemed a good-faith compromise and settlement of all Claims, Interests, and controversies relating to the contractual, legal, and subordination rights that a holder of a Claim or Interest may have with respect to any Allowed Claim or Interest, or any distribution to be made on account of such Allowed Claim or Interest.

The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval of the compromise or settlement of all such Claims, Interests, and controversies, as well as a finding by the Bankruptcy Court that such compromise or settlement is in the best interests of the Debtors, their Estates, and holders of Claims and Interests and is fair, equitable, and reasonable. The compromises, settlements, and releases described herein shall be deemed nonseverable from each other and from all other terms of the Plan. In accordance with the provisions of the Plan, pursuant to Bankruptcy Rule 9019, without any further notice to or action, order, or approval of the Bankruptcy Court, after the Effective Date, the Reorganized Debtors, may compromise and settle Claims against, and Interests in, the Debtors and their Estates and Causes of Action against other Entities.

B. *Discharge of Claims and Termination of Interests*

Pursuant to section 1141(d) of the Bankruptcy Code and except as otherwise specifically provided in the Plan or in any contract, instrument, or other agreement or document created pursuant to the Plan, the distributions, rights, and treatment that are provided in the Plan shall be in complete satisfaction, discharge, and release, effective as of the Effective Date, of Claims (including any Intercompany Claims that the Debtors resolve or compromise after the Effective Date), Interests, and Causes of Action of any nature whatsoever, including any interest accrued on Claims or Interests from and after the Petition Date, whether known or unknown, against, liabilities of, liens on, obligations of, rights against, and Interests in the Debtors or any of their assets or properties, regardless of whether any property shall have been distributed or retained pursuant to the Plan on account of such Claims and Interests, including demands, liabilities, and Causes of Action that arose before the Effective Date, any liability (including withdrawal liability) to the extent such Claims or Interests relate to services that employees of the Debtors have performed prior to the Effective Date and that arise from a termination of employment, any contingent or non-contingent liability on account of representations or warranties issued on or before the Effective Date, and all debts of the kind specified in sections 502(g), 502(h), or 502(i) of the Bankruptcy Code, in each case whether or not (a) a Proof of Claim based upon such debt or right is filed or deemed filed pursuant to section 501 of the Bankruptcy Code, (b) a Claim or Interest based upon such debt, right, or Interest is Allowed pursuant to section 502 of the Bankruptcy Code, or (c) the holder of such a Claim or Interest has accepted the Plan. The Confirmation Order shall be a judicial determination of the discharge of all Claims and Interests subject to the occurrence of the Effective Date.

C. *Debtor Release*

PURSUANT TO SECTION 1123(B) OF THE BANKRUPTCY CODE, FOR GOOD AND VALUABLE CONSIDERATION, ON AND AFTER THE EFFECTIVE DATE, EACH RELEASED PARTY IS DEEMED RELEASED AND DISCHARGED BY THE DEBTORS, THE REORGANIZED DEBTORS, AND THEIR ESTATES FROM ANY AND ALL CAUSES OF ACTION, INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED BY OR ON BEHALF OF THE DEBTORS, THAT THE DEBTORS, THE REORGANIZED DEBTORS, OR THEIR ESTATES WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT IN THEIR OWN RIGHT (WHETHER INDIVIDUALLY OR COLLECTIVELY) OR ON BEHALF OF THE HOLDER OF ANY CLAIM AGAINST OR INTEREST IN A DEBTOR OR OTHER ENTITY, BASED ON OR RELATING TO OR IN ANY MANNER ARISING FROM IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' IN- OR OUT-OF-COURT RESTRUCTURING EFFORTS, INTERCOMPANY

TRANSACTIONS, THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE PLAN, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN SUPPORT AGREEMENT, THE BACKSTOP COMMITMENT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE.

D. *Third Party Release*

AS OF THE EFFECTIVE DATE, EACH RELEASING PARTY IS DEEMED TO HAVE RELEASED AND DISCHARGED EACH DEBTOR, REORGANIZED DEBTOR, AND RELEASED PARTY FROM ANY AND ALL CAUSES OF ACTION, WHETHER KNOWN OR UNKNOWN, INCLUDING ANY DERIVATIVE CLAIMS, ASSERTED ON BEHALF OF THE DEBTORS, THAT SUCH ENTITY WOULD HAVE BEEN LEGALLY ENTITLED TO ASSERT (WHETHER INDIVIDUALLY OR COLLECTIVELY), BASED ON OR RELATING TO OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' IN- OR OUT-OF-COURT RESTRUCTURING EFFORTS, INTERCOMPANY TRANSACTIONS, THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT, THE BACKSTOP COMMITMENT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE PLAN, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN SUPPORT AGREEMENT, THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OR DISTRIBUTION OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, OR UPON ANY OTHER RELATED ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE.

E. *Exculpation*

EXCEPT AS OTHERWISE SPECIFICALLY PROVIDED IN THE PLAN, NO EXCULPATED PARTY SHALL HAVE OR INCUR, AND EACH EXCULPATED PARTY IS RELEASED AND EXCULPATED FROM ANY CAUSE OF ACTION FOR ANY CLAIM RELATED TO ANY ACT OR OMISSION IN CONNECTION WITH, RELATING TO OR ARISING OUT OF THE CHAPTER 11 CASES, THE FORMULATION, PREPARATION, DISSEMINATION, NEGOTIATION, OR FILING OF THE PLAN SUPPORT AGREEMENT AND RELATED PREPETITION TRANSACTIONS, THE DISCLOSURE STATEMENT, THE PLAN, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR ANY RESTRUCTURING TRANSACTION, CONTRACT, INSTRUMENT, RELEASE OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE DISCLOSURE STATEMENT, THE DIP FACILITY, THE FINAL DIP ORDER, THE RIGHTS OFFERING, THE NEW EXIT FACILITY, OR THE PLAN, THE FILING OF THE CHAPTER 11 CASES, THE PURSUIT OF CONFIRMATION, THE PURSUIT OF CONSUMMATION, THE ADMINISTRATION AND IMPLEMENTATION OF THE PLAN, INCLUDING THE ISSUANCE OF SECURITIES PURSUANT TO THE PLAN, OR THE DISTRIBUTION OF PROPERTY UNDER THE PLAN OR ANY OTHER RELATED AGREEMENT, EXCEPT FOR CLAIMS RELATED TO ANY ACT OR

OMISSION THAT IS DETERMINED IN A FINAL ORDER TO HAVE CONSTITUTED ACTUAL FRAUD OR GROSS NEGLIGENCE, BUT IN ALL RESPECTS SUCH ENTITIES SHALL BE ENTITLED TO REASONABLY RELY UPON THE ADVICE OF COUNSEL WITH RESPECT TO THEIR DUTIES AND RESPONSIBILITIES PURSUANT TO THE PLAN. THE EXCULPATED PARTIES HAVE, AND UPON COMPLETION OF THE PLAN SHALL BE DEEMED TO HAVE, PARTICIPATED IN GOOD FAITH AND IN COMPLIANCE WITH THE APPLICABLE LAWS WITH REGARD TO THE SOLICITATION OF VOTES AND DISTRIBUTION OF CONSIDERATION PURSUANT TO THE PLAN AND, THEREFORE, ARE NOT, AND ON ACCOUNT OF SUCH DISTRIBUTIONS SHALL NOT BE, LIABLE AT ANY TIME FOR THE VIOLATION OF ANY APPLICABLE LAW, RULE, OR REGULATION GOVERNING THE SOLICITATION OF ACCEPTANCES OR REJECTIONS OF THE PLAN OR SUCH DISTRIBUTIONS MADE PURSUANT TO THE PLAN.

F. *Injunction*

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE PLAN OR FOR OBLIGATIONS ISSUED OR REQUIRED TO BE PAID PURSUANT TO THE FINAL DIP ORDER, THE PLAN, OR THE CONFIRMATION ORDER, ALL ENTITIES WHO HAVE HELD, HOLD, OR MAY HOLD CLAIMS OR INTERESTS THAT HAVE BEEN RELEASED, DISCHARGED, OR ARE SUBJECT TO EXCULPATION ARE PERMANENTLY ENJOINED, FROM AND AFTER THE EFFECTIVE DATE, FROM TAKING ANY OF THE FOLLOWING ACTIONS AGAINST, AS APPLICABLE, THE DEBTORS, THE REORGANIZED DEBTORS, THE EXCULPATED PARTIES, OR THE RELEASED PARTIES: (A) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (B) ENFORCING, ATTACHING, COLLECTING, OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE, OR ORDER AGAINST SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (C) CREATING, PERFECTING, OR ENFORCING ANY ENCUMBRANCE OF ANY KIND AGAINST SUCH ENTITIES OR THE PROPERTY OR THE ESTATES OF SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS; (D) ASSERTING ANY RIGHT OF SETOFF, SUBROGATION, OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM SUCH ENTITIES OR AGAINST THE PROPERTY OF SUCH ENTITIES ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE EFFECTIVE DATE, AND NOTWITHSTANDING AN INDICATION OF A CLAIM OR INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS, OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO APPLICABLE LAW OR OTHERWISE; AND (E) COMMENCING OR CONTINUING IN ANY MANNER ANY ACTION OR OTHER PROCEEDING OF ANY KIND ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY SUCH CLAIMS OR INTERESTS RELEASED OR SETTLED PURSUANT TO THE PLAN.

G. *Subordination Rights*

The classification and manner of satisfying all Claims and Interests under the Plan take into consideration all subordination rights, whether arising under general principles of equitable subordination, contract, section 510(c) of the Bankruptcy Code, any intercreditor agreements or otherwise, that a holder of a Claim or Interest may have against other Claim or Interest holders with respect to any distribution made pursuant to the Plan. Except as provided in the Plan, all subordination rights that a holder of a Claim may have with respect to any distribution to be made pursuant to the Plan shall be discharged and terminated, and all actions related to the enforcement of such subordination rights shall be permanently enjoined.

Pursuant to Bankruptcy Rule 9019 and in consideration for the distributions and other benefits provided under the Plan, the provisions of the Plan shall constitute a good faith compromise and settlement of all claims or controversies relating to the subordination rights that a holder of a Claim may have with respect to any Allowed Claim or any distribution to be made pursuant to the Plan on account of any Allowed Claim. The entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, as of the Effective Date, of the compromise or

2. the final version of the Plan Supplement and all of the schedules, documents, and exhibits contained therein shall have been filed in a manner consistent in all material respects with the Plan Support Agreement, the Restructuring Term Sheet, and the Plan;
3. the Plan Support Agreement shall remain in full force and effect and shall not be terminated;
4. the Final Order approving the DIP Facility shall remain in full force and effect;
5. the Bankruptcy Court shall have entered the Backstop Commitment Agreement Approval Order;
6. the Backstop Commitment Agreement shall remain in full force and effect and shall not have been terminated;
7. the Rights Offering shall have been consummated and shall have been conducted in accordance with the procedures set forth in the Plan;
8. the Uniti Transactions shall have been consummated;
9. the documentation related to the New Exit Facility shall have been duly executed and delivered by all of the Entities that are parties thereto and all conditions precedent (other than any conditions related to the occurrence of the Effective Date) to the effectiveness of the New Exit Facility shall have been satisfied or duly waived in writing in accordance with the terms of each of the New Exit Facility and the closing of the New Exit Facility shall have occurred;
10. the Debtors shall have obtained all authorizations, consents, regulatory approvals, rulings, or documents, including all applicable governmental, material regulatory, and/or third-party approvals and consents, that are necessary to implement and effectuate the Plan, including but not limited to: FCC Approval, State PUC Approvals, and Bankruptcy Court approval, and shall not be subject to unfulfilled conditions (excluding any ongoing State PUC requirements and obligations which may continue beyond the Effective Date), shall be in full force and effect, and all applicable waiting periods shall have expired without any action being taken or threatened by any competent authority that would restrain, prevent, or otherwise impose materially adverse conditions on the Restructuring Transactions;
11. all actions, documents, certificates, and agreements necessary to implement the Plan (including any documents contained in the Plan Supplement) shall have been effected or executed and delivered to the required parties and, to the extent required, filed with the applicable governmental units, in accordance with applicable laws and shall comply with the consent rights set forth in the Plan Support Agreement;
12. all professional fees and expenses of retained professionals that require the Bankruptcy Court's approval shall have been paid in full or amounts sufficient to pay such fees and expenses after the Effective Date shall have been placed in a professional fee escrow account pending the Bankruptcy Court's approval of such fees and expenses;
13. all professional fees and expenses and of the advisors to the Consenting Creditors and the Backstop Parties shall have been paid in full in accordance with the Plan Support Agreement; and
14. the Debtors shall have implemented the Restructuring Transactions and all transactions contemplated in the Restructuring Term Sheet in a manner consistent with the Plan Support Agreement, the Restructuring Term Sheet, and this Plan.

B. *Waiver of Conditions Precedent to the Effective Date*

The conditions to the Effective Date of the Plan set forth in this Article IX may be waived only by consent of the Debtors or Reorganized Debtors, as applicable, with the prior consent of the Required Consenting Creditors and the Requisite Backstop Parties without notice, leave, or order of the Bankruptcy Court or any formal action other than proceedings to confirm or consummate the Plan, subject to the terms of the Bankruptcy Code and the Bankruptcy

releases, and injunctions described in the Plan, each Entity acquiring property under the Plan or the Confirmation Order and any and all non-Debtor parties to Executory Contracts and Unexpired Leases with the Debtors. All Claims shall be as fixed, adjusted, or compromised, as applicable, pursuant to the Plan regardless of whether any holder of a Claim or debt has voted on the Plan.

B. *Additional Documents*

On or before the Effective Date, the Debtors may file with the Bankruptcy Court such agreements and other documents as may be necessary or appropriate to effectuate and further evidence the terms and conditions of the Plan. The Debtors and all holders of Claims or Interests receiving distributions pursuant to the Plan and all other parties in interest shall, from time to time, prepare, execute, and deliver any agreements or documents and take any other actions as may be necessary or advisable to effectuate the provisions and intent of the Plan.

C. *Reservation of Rights*

Except as expressly set forth in the Plan, the Plan shall have no force or effect unless the Bankruptcy Court enters the Confirmation Order in accordance with Article IX.A hereof. Neither the Plan, any statement or provision contained in the Plan, nor any action taken or not taken by any Debtor with respect to the Plan, the Disclosure Statement, the Confirmation Order, or the Plan Supplement shall be or shall be deemed to be an admission or waiver of any rights of any Debtor with respect to the holders of Claims or Interests prior to the Effective Date.

D. *Successors and Assigns*

The rights, benefits, and obligations of any Entity named or referred to in the Plan or the Confirmation Order shall be binding on, and shall inure to the benefit of any heir, executor, administrator, successor or assign, affiliate, officer, director, manager, agent, representative, attorney, beneficiaries, or guardian, if any, of each Entity.

E. *Service of Documents*

Any pleading, notice, or other document required by the Plan to be served on or delivered to the Debtors or Reorganized Debtors, counsel to the Consenting Creditors, and the Committee shall be served on:

Debtors: Windstream Holdings, Inc.
4001 North Rodney Parham Road
Little Rock, Arkansas 72212
Attn.: Kristi Moody

with copies to:

Counsel to Debtors: Kirkland & Ellis LLP
Kirkland & Ellis International LLP
601 Lexington Avenue
New York, New York 10022
Attn.: Stephen E. Hessler, P.C. and Marc Kieselstein, P.C.

and

Kirkland & Ellis LLP
Kirkland & Ellis International LLP
300 North LaSalle Street
Chicago, Illinois 60654
Attn.: Ross M. Kwasteniet, P.C., Brad Weiland, and John R. Luze

Respectfully submitted, as of April 1, 2020

Windstream Holdings, Inc., (for itself and all Debtors)

By: /s/ Tony Thomas
Name: Tony Thomas
Title: Chief Executive Officer and President

Exhibit 1

Obligor Debtors

Obligor Debtors

Windstream Services, LLC
Allworx Corp.
ARC Networks, Inc.
ATX Communications, Inc.
ATX Telecommunications Services of Virginia, LLC
BOB, LLC
Boston Retail Partners LLC
BridgeCom Holdings, Inc.
BridgeCom Solutions Group, Inc.
Broadview Networks of Massachusetts, Inc.
Broadview Networks of Virginia, Inc.
Buffalo Valley Management Services, Inc.
Business Telecom of Virginia, Inc.
BV-BC Acquisition Corporation
Cavalier IP TV, LLC
Cavalier Services, LLC
Cavalier Telephone, L.L.C.
CCL Historical, Inc.
Choice One Communications of Connecticut Inc.
Choice One Communications of Maine Inc.
Choice One Communications of Massachusetts Inc.
Choice One Communications of Ohio Inc.
Choice One Communications of Rhode Island Inc.
Choice One Communications of Vermont Inc.
Choice One of New Hampshire, Inc.
Cinergy Communications Company of Virginia, LLC
Conestoga Enterprises, Inc.
Conestoga Management Services, Inc.
Connecticut Broadband, LLC
Connecticut Telephone & Communication Systems, Inc.
Conversent Communications Long Distance, LLC
Conversent Communications of Connecticut, LLC
Conversent Communications of Maine, LLC
Conversent Communications of Massachusetts, Inc.
Conversent Communications of New Hampshire, LLC

Conversent Communications of Rhode Island, LLC
 Conversent Communications of Vermont, LLC
 CoreComm-ATX, Inc.
 CoreComm Communications, LLC
 CTC Communications of Virginia, Inc.
 D&E Communications, LLC
 D&E Management Services, Inc.
 D&E Networks, Inc.
 Equity Leasing, Inc.
 Eureka Broadband Corporation
 Eureka Holdings, LLC
 Eureka Networks, LLC
 Eureka Telecom of VA, Inc.
 Heart of the Lakes Cable Systems, Inc.
 Info-Highway International, Inc.
 InfoHighway Communications Corporation
 InfoHighway of Virginia, Inc.
 Iowa Telecom Data Services, L.C.
 Iowa Telecom Technologies, LLC
 IWA Services, LLC
 KDL Holdings, LLC
 McLeodUSA Information Services LLC
 McLeodUSA Purchasing, LLC
 MPX, Inc.
 Norlight Telecommunications of Virginia, LLC
 Oklahoma Windstream, LLC
 Open Support Systems, LLC
 PaeTec Communications of Virginia, LLC
 PAETEC Holding, LLC
 PAETEC iTEL, L.L.C.
 PAETEC Realty LLC
 PAETEC, LLC
 PCS Licenses, Inc.
 Progress Place Realty Holding Company, LLC
 RevChain Solutions, LLC
 SM Holdings, LLC

Exhibit 2

Non-Obligor Debtors

Non-Obligor Debtors

Windstream Holdings, Inc.	TriNet, LLC
American Telephone Company, LLC	TruCom Corporation
A.R.C. Networks, Inc.	US LEC Communications LLC
ATX Licensing, Inc.	US LEC of Georgia LLC
Birmingham Data Link, LLC	US LEC of Maryland LLC
BridgeCom International, Inc.	US LEC of North Carolina LLC
Broadview Networks, Inc.	US LEC of Pennsylvania LLC
Broadview NP Acquisition Corp.	US Xchange of Indiana, L.L.C.
Business Telecom, LLC	WaveTel NC License Corporation
Cavalier Telephone Mid-Atlantic, L.L.C.	Windstream Accucomm Networks, LLC
Choice One Communications of New York Inc.	Windstream Accucomm Telecommunications, LLC
Choice One Communications of Pennsylvania Inc.	Windstream Buffalo Valley, Inc.
Choice One Communications Resale L.L.C.	Windstream Communications, LLC
Conestoga Wireless Company	Windstream Concord Telephone, LLC
Conversent Communications of New Jersey, LLC	Windstream Conestoga, Inc.
Conversent Communications of New York, LLC	Windstream D&E Systems, LLC
Conversent Communications of Pennsylvania, LLC	Windstream D&E, Inc.
Conversent Communications Resale L.L.C.	Windstream Florida, LLC
CTC Communications Corporation	Windstream Georgia Communications, LLC
D&E Wireless, Inc.	Windstream Georgia Telephone, LLC
Deltacom, LLC	Windstream Georgia, LLC
Earthlink Business, LLC	Windstream IT-Comm, LLC
Earthlink Carrier, LLC	Windstream Kentucky East, LLC
Eureka Telecom, Inc.	Windstream Kentucky West, LLC
Georgia Windstream, LLC	Windstream Lexcom Communications, LLC
Infocore, Inc.	Windstream Mississippi, LLC
Intellifiber Networks, LLC	Windstream Missouri, LLC
LDMI Telecommunications, LLC	Windstream Nebraska, Inc.
Lightship Telecom, LLC	Windstream New York, Inc.
MASSCOMM, LLC	Windstream Norlight, LLC
McLeodUSA Telecommunications Services, L.L.C.	Windstream North Carolina, LLC
Nashville Data Link, LLC	Windstream NTI, LLC
Network Telephone, LLC	Windstream NuVox Missouri, LLC
PaeTec Communications, LLC	Windstream NuVox Ohio, LLC
Talk America, LLC	Windstream NuVox, LLC
The Other Phone Company, LLC	Windstream of the Midwest, Inc.

Exhibit B

Liquidation Analysis

[TO COME]

Exhibit C

Financial Projections

[TO COME]

Exhibit D

Valuation Analysis

[TO COME]

JOHN C. JAROSZ
Managing Principal

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800 17th Street, NW
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John Jarosz, a Managing Principal of Analysis Group, Inc., specializes in applied microeconomics and industrial organization. He has performed research, given economic testimony, and provided strategy consultation in intellectual property, licensing, and commercial damages matters, including:

- evaluation of damages in patent, copyright, trade secret, trademark, and unfair competition cases (including lost profits, reasonable royalties, price erosion, unjust enrichment, accelerated market entry, and prejudgment interest);
- evaluation of injunctive relief and commercial success in a variety of intellectual property cases;
- strategy consultation regarding the nature and value of technology, methods to share technology, and reasonable compensation terms;
- analysis of compliance with FRAND/RAND commitments; and
- general commercial damages testimony in a variety of cases and across numerous industries.

Prior to joining Analysis Group, Mr. Jarosz was a Director with Putnam, Hayes & Bartlett, Inc. Before that, he was a Senior Analyst with Richard J. Barber Associates, a Section Supervisor with Mutual of Omaha Insurance, and a Research Analyst with the Center for the Study of American Business.

EDUCATION

J.D.	University of Wisconsin
M.A. & Ph.D. candidate	Economics, Washington University, St. Louis
B.A., <i>Summa Cum Laude</i>	Economics and Organizational Communication, Creighton University

PROFESSIONAL ASSOCIATIONS/MEMBERSHIPS

- American Economic Association
- American Law and Economics Association
- American Bar Association (Sections: Intellectual Property, Antitrust and Litigation)
- State Bar of Wisconsin (Section: Intellectual Property)
- American Intellectual Property Law Association (Sections: Federal Litigation, Licensing, Trade Secrets and Antitrust)
- Licensing Executives Society
 - Former Chair, Valuation and Taxation Committee
 - Former Member, Certified Licensing Professional Exam Writing Team
- Former Advisory Board - *The IP Litigator*
- Former Columnist (Damage Awards) - *The IP Litigator*
- Omicron Delta Epsilon (International Honor Society in Economics)
- Association of University Technology Managers
- Certified Licensing Professional
- Intellectual Property Owners Association (Committee: Damages and Injunctions)
- 2011 Presidential Rank Review Board
- Referee, Journal of Forensic Economics
- The Sedona Conference (Sections: Best Practices in Patent Litigation, Patent Damages and Remedies)
- IAM Patent 1000 (2014, 2015, 2016): The World's Leading Patent Practitioners - Economic Experts
- IP Law360: Voices of the Bar

TESTIMONIAL EXPERIENCE

Patent Cases – Damages

- **BASF Plant Science, LP v. Commonwealth Scientific and Industrial Research Organisation; and Commonwealth Scientific and Industrial Research Organisation, Grains Research and Development, Corp., and Nuseed Pty Ltd. v. BASF Plant Science, LP and Cargill, Inc.**
United States District Court, Eastern District of Virginia (Case No. 17-cv-503-HCM)
Trial and deposition testimony and expert report: reasonable royalty damages and injunctive relief covering patents directed to the production of plant-derived omega-3 oils.
- **Riddell, Inc. v. Kranos Corporation, d/b/a Schutt Sports**
United States District Court, Northern District of Illinois (Case No. 1:16-cv-04496)
Trial testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents covering football helmet technology.

- **Cedars-Sinai Medical Center v. Quest Diagnostics Inc. and Quest Diagnostics Nichols Institute**
United States District Court, Central District of California, Western Division (Case No. 17-cv-5169-GW-FFM)
Deposition testimony and expert report: damages associated with alleged misappropriation of trade secrets, breach of contract, and patent infringement involving diagnostic testing for irritable bowel syndrome (IBS).
- **Roche Diagnostics Corporation v. Meso Scale Diagnostics, LLC and Meso Scale Diagnostics, LLC v. Roche Diagnostics Corporation and BioVeris Corporation**
United States District Court, District of Delaware (Case No. 17-189 (LPS)(CJB))
Trial and deposition testimony and expert report: reasonable royalty damages related to alleged patent infringement involving electrochemiluminescent detection technology used in immunoassay kits.
- **Kranos IP Corporation, Kranos IP II Corporation, and Kranos Corporation d/b/a Schutt Sports v. Riddell, Inc.**
United States District Court, Northern District of Illinois (Case No. 1:17-cv-06802)
Deposition testimony and expert report: reasonable royalty damages and prejudgment interest involving patents covering football helmet technology.
- **Nichia Corporation v. Vizio, Inc.**
United States District Court, Central District of California (Case No. 8:16-cv-00545)
Deposition testimony and expert report: reasonable royalty damages and commercial success involving patents directed to light emitting diodes (LEDs).
- **Syngenta Crop Protection, LLC v. Willowood, LLC, Willowood USA, LLC, Willowood Azoxystrobin, LLC, and Willowood Limited**
US District Court, Middle District of North Carolina (Case No. 1:15-cv-274)
Trial and deposition testimony and expert report: damages and prejudgment interest related to alleged patent and copyright infringement involving crop fungicide.
- **Integra Lifesciences Corporation, Integra Lifesciences Sales, LLC, Confluent Surgical, Inc., and Incept, LLC v. Hyperbranch Medical Technology, Inc.**
United States District Court, District of Delaware (Case No. 15-cv-00819)
Trial and deposition testimony and expert reports: lost profits, price erosion, reasonable royalty, prejudgment interest, preliminary relief, and commercial success involving patents directed to cranial and spinal dural repair sealants.
- **Blue Spike, LLC v. Toshiba America, Inc., and Toshiba Corporation**
US District Court, Eastern District of Texas (Tyler Division) (Case No. 6:16-CV-430-RWS-JDL)
Damages hearing and early expert report: damages related to alleged patent infringement involving address space layout randomization (“ASLR”) technology.
- **Audio MPEG, Inc., U.S. Philips Corporation, TDF SAS, and Institut Für Rundfunktechnik GmbH v. Dell, Inc.**
United States District Court, Eastern District of Virginia, Norfolk Division (Case No. 1:15-CV-1674 AJT/TCB)
Deposition testimony and expert report: analysis of patent pool compliance with FRAND commitments and determination of FRAND-compliant royalties involving patents directed to the transmission and storage of digital audio files.
- **Koninklijke Philips Electronics N.V. and Philips Electronics North America Corporation v. ZOLL Medical Corporation**
United States District Court, District of Massachusetts (Case No. 1:10-cv-11041)
Trial and deposition testimony and expert report: lost profits, reasonable royalty damages, and prejudgment interest related to alleged patent infringement involving external defibrillators.

- **Erfindergemeinschaft UroPep GbR v. Eli Lilly and Company and Brookshire Brothers, Inc.**
US District Court, Eastern District of Texas, Marshall Division (Case No. 2:15-cv-1202-WCB)
Trial and deposition testimony and expert report: reasonable royalty damages related to alleged patent infringement directed to phosphodiesterase (PDE) V inhibitor(s) indicated for the treatment of benign prostatic hyperplasia.
- **Koninklijke Philips Electronics N.V. and Philips Electronics North America Corporation v. ZOLL Lifecor Corporation**
United States District Court, Western District of Pennsylvania (Case No. 2:2012-cv-01369)
Deposition testimony and expert report: damages related to alleged patent infringement involving wearable defibrillators.
- **Luminara Worldwide, LLC v. Shenzhen Liown Electronics Co., Ltd, Central Garden and Pet Co., et al.; Shenzhen Liown Electronics Co., Ltd, Central Garden and Pet Co. v. Luminara Worldwide, LLC, et al. ; and Luminara Worldwide, LLC v. Shenzhen Liown Electronics Co., Ltd and Central Garden and Pet Co., et al.**
United States District Court, District of Minnesota (Case Nos. 14-cv-03103 (SRN/FLN) and 15-cv-03028 (SRN/FLN))
Deposition testimony and expert reports: damages associated with alleged patent infringement and breach of contract, and unjust enrichment associated with breach of non-disclosure agreement and use of trade secrets, related to flameless candle technology and distribution.
- **MobileMedia Ideas LLC v. Apple, Inc.**
United States District Court, District of Delaware (Case No. 10-258-SLR)
Trial and deposition testimony and expert report: reasonable royalty involving patents directed to incoming call, playlist, and location detection features used in smartphones, tablets, and portable media players.
- **MAZ Encryption Technologies LLC v. Blackberry Corporation**
United States District Court, District of Delaware (Case No. 1:13-cv-00304-LPS)
Deposition testimony and expert report: reasonable royalty involving a patent directed to encryption/decryption methods used in smartphone and tablet operating systems.
- **BroadSoft, Inc. v. Callwave Communications, LLC**
United States District Court, District of Delaware (Case No. 13-cv-0711-RGA)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to telecommunications call processing.
- **Advanced Video Technologies, LLC v. Blackberry, LTD. and Blackberry Corporation**
United States District Court, Southern District of New York (Case No. 1:11-cv-06604-CM-RLE)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to video compression and decompression.
- **Drone Technologies, Inc. v. Parrot S.A. and Parrot, Inc.**
United States District Court, Western District of Pennsylvania (Case No. 2:14-cv-0111)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to drone technology.
- **Bayer CropScience AG and Bayer CropScience NV v. Dow AgroSciences LLC, Mycogen Plant Science Inc., Agrigenetics, Inc. d/b/a Mycogen Seeds LLC, and Phytogen Seed Company, LLC**
International Chamber of Commerce (Case No. 18892/VRO /AGF)
Arbitration hearing testimony and expert report: damages associated with alleged breach of contract and patent infringement involving genetically modified seed.

- **CertusView Technologies, LLC v. S &N Locating Services LLC and S & N Communications, Inc.**
United States District Court, Eastern District of Virginia, Norfolk Division (Case No. 2:13 –cv-346 (MSD/LRL))
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to creation of electronic sketches for utility location purposes.
- **Ecolab USA Inc. and Kleantech Systems, LLC v. Diversey, Inc.**
United States District Court for the District of Minnesota (Civil Action No. 12-cv-1984 (SRN/JJG))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving products covering the monitoring of hospital cleaning.
- **Everlight Electronics Co. Ltd., and Emcore Corporation v. Nichia Corporation and Nichia America Corporation v. Everlight Americas, Inc.**
United States District Court, Eastern District of Michigan, Southern Division (Case No.4:12-cv-11758 GAD-MKM)
Trial and deposition testimony, expert report and declaration: commercial success, lost profits, reasonable royalty, and prejudgment interest involving patents directed to LEDs.
- **Source Search Technologies, LLC v. Kayak.com, Inc.**
United States District Court, District of New Jersey (Case No. 2:11-cv-03388-FSH-MAH)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to online exchanges.
- **Universal Electronics, Inc. v. Universal Remote Control, Inc.**
United States District Court, Central District of California, Southern Division (Case No.SACV12-329AG (JPRx))
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to universal remotes.
- **Prowess, Inc. v. RaySearch Laboratories AB, et al.**
United States District Court, District of Maryland (Case No. 11 CV 1357 (WDQ))
Deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to treatment planning software for radiation therapy.
- **JDS Therapeutics, LLC and Nutrition 21, LLC v. Pfizer Inc., Wyeth LLC, Wyeth Consumer Healthcare Ltd., and Wyeth Consumer Healthcare LLC**
United States District Court, Southern District of New York (Case No.1:12-cv-09002-JSR)
Deposition testimony and expert report: commercial success, reasonable royalty, and unjust enrichment involving patents and trade secrets directed to the use of chromium picolinate in multi-vitamins.
- **comScore, Inc. v. Moat, Inc.**
United States District Court, Eastern District of Virginia, Norfolk Division (Case No. 2:12CV695-HCM/DEM, Lead Case 2:12CV351-HCM/DEM)
Deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to online analytics.
- **Impulse Technology Ltd. v. Microsoft Corporation, Electronic Arts, Inc., Ubisoft Holdings, Inc., and Konami Digital Entertainment Inc.**
United States District Court, District of Delaware (Case No. 11-586-RGA-CJB)
Deposition testimony and expert report: reasonable royalty involving patents directed to video game motion detection functionalities.

- **LendingTree, LLC v. Zillow, Inc., NexTag, Inc., and Adchemy, Inc.**
United States District Court, Western District of North Carolina, Charlotte Division (Case No. 3:10-cv-439-FDW-DCK)
Trial and deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to internet loan matching systems.
- **Network Protection Sciences, LLC v. Fortinet, Inc.**
United States District Court, Northern District of California (Case No. 3:12-cv-01106-WHA)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to network security systems.
- **Shurtape Technologies, LLC and Shurtech Brands, LLC v. 3M Company**
United States District Court, Western District of North Carolina (Case No. 5:11-cv-00017)
Deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to painter's tape.
- **Abbott Biotechnology Ltd. and AbbVie, Inc. v. Centocor Ortho Biothech, Inc.**
United States District Court, District of Massachusetts (Case No. 09-40089-FDS)
Deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to the treatment of rheumatoid arthritis.
- **Wi-LAN Inc. v. Alcatel-Lucent USA Inc.; Telefonaktiebolaget LM Ericsson; Ericsson Inc.; Sony Mobile Communications AB; Sony Mobile Communications (USA) Inc.; HTC Corporation; HTC America, Inc.; Exede Inc.; LG Electronics, Inc.; LG Electronics Mobilecomm U.S.A., Inc.; and LG Electronics U.S.A., Inc.**
United States District Court, Eastern District of Texas (Case No. 6:10-CV-521-LED)
Trial and deposition testimony, affidavit, and expert report: reasonable royalty and prejudgment interest involving patents directed to wireless telecommunication systems.
- **Epos Technologies Ltd.; Dane-Elec S.A.; Dane-Elec Memory S.A.; and Dane-Elec Corporation USA v. Pegasus Technologies Ltd. and Luidia, Inc.**
United States District Court, District of Columbia (Case No. 07-cv-00416-WMN)
Deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to digital pen products.
- **Life Technologies Corporation; Applied Biosystems, LLC; Institute for Protein Research; Alexander Chetverin; Helena Chetverina; and William Hone v. Illumina, Inc. and Solexa, Inc.**
United States District Court, Southern District of California (Case No. 3:11-cv-00703)
Deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to DNA amplification and sequencing technology.
- **TomTom, Inc. v. Michael Adolph**
United States District Court, Eastern District of Virginia (Case No. 1:12-cv-528)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to automotive navigation systems.
- **Carl B. Collins and Farzin Davanloo v. Nissan North America, Inc. and Nissan Motor Co., Ltd.**
United States District Court, Eastern District of Texas, Marshall Division (Case No. 2:11-cv-00428-JRG)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to automotive engines.
- **I.E.E. International Electronics & Engineering, S.A. and IEE Sensing, Inc. v. TK Holdings, Inc.**
United States District Court, Eastern District of Michigan (Case No. 2:10-cv-13487)
Deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents directed to capacitive sensing used in automotive seats.

- **St. Clair Intellectual Property Consultants, Inc. v. Acer, Inc., et al.; Microsoft Corporation v. St. Clair Intellectual Property Consultants, Inc.**
United States District Court, District of Delaware (Case No. 09-354-JJF, 09-704-JJF and 10-282-LPS)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to power management, bus configuration and card slot technology in laptops and desktops.
- **CardioFocus, Inc. v. Xintec Corporation (d/b/a Convergent Laser Technologies); Trimedyn, Inc.; and Cardiogenesis Corporation**
United States District Court, District of Massachusetts (Case No. 1:08-cv-10285 NMG)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to laser devices used for the treatment of advanced coronary artery disease.
- **Avocent Redmond Corp. v. Raritan Americas, Inc.**
United States District Court, Southern District of New York (Case No. 10-cv-6100 (PKC)(JLC))
Deposition testimony and expert report: lost profits, lost royalties, reasonable royalty and prejudgment interest involving a patent and contract directed to software and hardware products and technologies that provide connectivity and centralized management of IT infrastructure through KVM switches.
- **Frontline Placement Technologies, Inc. v. CRS, Inc.**
United States District Court, Eastern District of Pennsylvania (Case No. 2:07-CV-2457)
Deposition testimony and expert report: lost profits, lost royalties, reasonable royalty and prejudgment interest involving a patent and contract directed to automated substitute fulfillment software.
- **Novozymes A/S and Novozymes North America, Inc. v. Danisco A/S; Genecor International Wisconsin, Inc.; Danisco US Inc.; and Danisco USA Inc.**
United States District Court, Western District of Wisconsin (Case No. 10-CV-251)
Trial and deposition testimony and expert report and expert declaration: lost profits, reasonable royalty, prejudgment interest and irreparable harm involving a patent directed to alpha-amylases used for fuel ethanol.
- **Triangle Software, LLC v. Garmin International, Inc.; Garmin USA, Inc.; TomTom, Inc.; and Volkswagen Group of America, Inc.**
United States District Court, Eastern District of Virginia, Alexandria Division (Case No. 1:10-CV-01457-CMH-TCB)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to providing personal navigation device functionality.
- **Northeastern University and JARG Corporation v. Google, Inc.**
United States District Court, Eastern District of Texas, Marshall Division (Case No. 2:07-cv-486(CE))
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to internet index and search technology.
- **Bissell Homecare, Inc. v. Dyson, Inc.**
United States District Court, Western District of Michigan (Case No. 1:08-cv-724)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to vacuum cleaner collection and discharge.

- **Toshiba Corporation v. Imation Corp.; Moser Baer India Ltd; Glyphics Media, Inc.; Ritek Corp.; Advanced Media, Inc.; CMC Magnetics Corp.; Hotan Corp.; and Khypermedia Corp.**
United States District Court, Western District of Wisconsin (Case No. 3:09-cv-00305-slc)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to DVDs.
- **Affinity Labs of Texas, LLC. v. BMW North America, LLC, et al.**
United States District Court, Eastern District of Texas, Lufkin Division (Case No. 9:08-CV-00164-RC)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to connecting a portable audio player to an automobile sound system.
- **Regents of the University of Minnesota v. AGA Medical Corp.**
United States District Court, District of Minnesota (Case No. 0:07-cv-04732 (PJS/RLE))
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to septal occlusion devices.
- **Ethicon Endo-Surgery, Inc. v. Hologic Inc. and Suros Surgical Systems, Inc.**
United States District Court, Southern District of Ohio, Western Division (Case No. 07-cv-00834)
Trial and deposition testimony and expert report: lost profits and reasonable royalty involving patents directed to biopsy equipment and methods, and the biopsy of soft tissue.
- **Humanscale Corp. v. CompX International, Inc. and CompX Waterloo**
United States District Court, Eastern District of Virginia, Richmond Division (Case No. 3:09-CV-86-JRS)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to keyboard support mechanisms.
- **Carl Zeiss Vision GMBH and Carl Zeiss Vision International GMBH v. Signet Armorlite, Inc.**
United States District Court, Southern District of California (Case No. 09-CV-0657-DMS (POR))
Trial testimony and deposition testimony and expert report: lost profits, reasonable royalty, and lost licensing fees involving a patent directed to progressive eyeglass lenses.
- **ShopNTown LLC v. Landmark Media Enterprises, LLC**
United States District Court, Eastern District of Virginia, Norfolk Division (Case No. 2:08CV564)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to rental matching systems over the internet.
- **Cerner Corp. v. Visicu, Inc.**
United States District Court, Western District of Missouri, Western Division (Case No. 04-1033-CV-W-GAF)
Trial and deposition testimony and expert report: lost profits and reasonable royalty involving patents directed to electronic ICU monitoring systems.
- **Sanofi-Aventis Canada Inc.; Schering Corp.; and Sanofi-Aventis Deutschland GmbH v. Apotex/Novopharm Limited**
Federal Court of Canada (Case No. T-1161-07/T-161-07)
Trial testimony and expert report: lost profits and reasonable royalty involving a patent directed to hypertension treatment.
- **C2 Communications Technologies, Inc. v. Qwest Communications Corp; Global Crossing Telecommunications, Inc.; and Level 3 Communications, LLC**
United States District Court, Eastern District of Texas, Marshall Division (Case No. 2-06CV-241 TJW)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to carrying PSTN calls via Voice over Internet Protocol.

- **Siemens AG v. Seagate Technology**
United States District Court, Central District of California, Southern Division (Case No. SA CV 06-788 JVS (ANx))
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to hard disk drive technology.
- **Siemens Medical Solutions USA, Inc. v. Saint-Gobain Ceramics & Plastics, Inc.**
United States District Court, District of Delaware (Case No. 07-190-SLR)
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to medical scanner technology.
- **Aventis Pharma, S.A. v. Baxter Healthcare Corp.**
Arbitration
Arbitration hearing and deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to hemophilia treatment.
- **Every Penny Counts, Inc. v. Bank of America Corp. and Bank of America, N.A.**
United States District Court, Middle District of Florida, Fort Myers Division (Case No.2:07-CV-42-FTM-29SPC)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to the Keep the Change debit card program.
- **DEKALB Genetics Corp. v. Syngenta Seeds, Inc.; Golden Harvest Seeds, Inc.; Sommer Bros. Seed Co.; JR Robinson Seeds, Inc.; and Garst Seed Co.**
United States District Court, Eastern District of Missouri (Case No.4:06CV01191MLM)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to genetically modified corn.
- **International Flora Technologies, Ltd. v. Clarins U.S.A.**
United States District Court, District of Arizona (Case No.2:06-CV-01371-ROS)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to skin care products.
- **Howmedica Osteonics Corp. v. Zimmer, Inc.; Centerpulse Orthopedics, Inc. (formerly known as Sulzer Orthopedics, Inc.); and Smith & Nephew, Inc.**
United States District Court, District of New Jersey (Case No.05-0897 (WHW))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to hip implant technology.
- **Elan Pharma International, Ltd. v. Abraxis Bioscience, Inc.**
United States District Court, District of Delaware (Case No.06-438-GMS)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to nanotechnology drug delivery.
- **Mobile Micromedia Solutions LLC v. Nissan North America, Inc.**
United States District Court, Eastern District of Texas, Texarkana Division (Case No.505-CV-230)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to automotive entertainment systems.
- **Nichia Corp. v. Seoul Semiconductor, Ltd. and Seoul Semiconductor, Inc.**
United States District Court, Northern District of California (Case No. 3:06-CV-00162-MMC (JCS))
Trial and deposition testimony and expert report: reasonable royalty, unjust enrichment, and prejudgment interest involving patents directed to light emitting diodes.

- **NetRatings, Inc. v. WebSideStory, Inc.**
United States District Court, Southern District of New York (Case No. 06-CV-878(LTS)(AJP))
Deposition testimony and expert report: reasonable royalty involving technology directed to internet audience measurement and analysis.
- **Ernest K. Manders, M.D. v. McGhan Medical Corp.**
United States District Court, Western District of Pennsylvania (Case No. 02-CV-1341)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to implantable tissue expanders.
- **Source Search Technologies, LLC v. LendingTree, Inc.; IAC/InterActiveCorp; and ServiceMagic, Inc.**
United States District Court, District of New Jersey (Case No. 2:04-CV-4420)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to online exchanges.
- **The Boeing Co. v. The United States**
United States Court of Federal Claims (Case No. 00-705 C)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to a process for aging aluminum lithium alloys used for space shuttle external tanks.
- **Bridgestone Sports Co., Ltd. and Bridgestone Golf, Inc. v. Acushnet Co.**
United States District Court, District of Delaware (Case No. 05-132-(JJF))
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to cores, intermediate layers and covers of golf balls.
- **Dyson Technology Ltd. and Dyson, Inc. v. Maytag Corp.**
United States District Court, District of Delaware (Case No. 05-434-GMS)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to upright cyclonic vacuum cleaners.
- **Verizon Services Corp. and Verizon Laboratories, Inc. v. Vonage Holdings Corp. and Vonage America, Inc.**
United States District Court, Eastern District of Virginia (Case No. 1:06CV682)
Trial and deposition testimony and expert report: permanent injunction, lost profits, and reasonable royalty involving patents directed to a voice over internet protocol (“VoIP”) platforms.
- **Hitachi, LTD v. BorgWarner, Inc.**
United States District Court, District of Delaware (Case No. 05-048-SLR)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to automotive cam shaft technology.
- **Innogenetics N.V. v. Abbott Laboratories**
United States District Court, Western District of Wisconsin (Case No. 05-C-0575-C)
Trial and deposition testimony and expert report: reasonable royalty involving a patent directed to HCV genotyping.
- **O2 Micro International v. Monolithic Power Systems, Inc.**
United States District Court, Northern District of California (Case No. 04-02000 CW; 06-02929 CW)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to AC to DC power converter circuits used for backlights.
- **Solvay Solexis, Inc. v. 3M Co.; 3M Innovative Properties Co.; and Dyneon LLC**
United States District Court, District of New Jersey (Case No. 04-06162 (FSH/PS))
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to low temperature fluoroelastomers.

- **Target Technology Co., LLC v. Williams Advanced Materials, Inc., et al.**
United States District Court, Central District of California (Case No. SACV04-1083 DOC (MLGx))
Deposition testimony and expert report: reasonable royalty and design-around alternatives involving a patent directed to silver alloy sputtering targets for DVDs.
- **Metrologic Instruments, Inc. v. Symbol Technologies, Inc.**
United States District Court, District of New Jersey (Case No. 03cv2912 (HAA))
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to bar code scanners.
- **Eaton Corp. v. ZF Meritor, LLC**
United States District Court, Eastern District of Michigan (Case No. 03-74844)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to truck clutches and transmissions.
- **Meritor Transmission Corp. v. Eaton Corp.**
United States District Court, Western District of North Carolina (Case No. 1:04-CV-178)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to truck transmissions.
- **Monsanto Co. v. Syngenta Seeds, Inc.**
United States District Court, District of Delaware (Case No. 04-305-SLR)
Deposition testimony and expert report: reasonable royalty involving patents directed to genetically modified corn seed.
- **Indiana Mills & Manufacturing, Inc. v. Dorel Industries, Inc.**
United States District Court, Southern District of Indiana (Case No. 1:04-CV-1102)
Deposition testimony and expert report: damages and profits associated with alleged contract breach and patent infringement involving technology directed to automobile child restraint systems.
- **Paice LLC v. Toyota Motor Corp.**
United States District Court, Eastern District of Texas, Marshall Division (Case No. 2-04CV-211) (DF)
Deposition testimony and expert report: reasonable royalty involving patents directed to hybrid-electric powertrain systems.
- **GTECH Corp. v. Scientific Games International**
United States District Court, District of Delaware (Case No. 04-0138)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to a system and method for distributing lottery tickets.
- **WEDECO UV Technologies, Inc. v. Calgon Carbon Corp.**
United States District Court, District of New Jersey (Case No. 01-924)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to treatment of potable water with UV light.
- **Khyber Technologies Corp. v. Casio, Inc; Everex Systems, Inc.; Hewlett-Packard Co.; and Hewlett-Packard Singapore PTE. LTD.**
United States District Court, District of Massachusetts (Case No. 99-CV-12468-GAO)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to audio playback for portable electronic devices.
- **Air Liquide America, L.P. v. P.H. Glatfelter Co.**
United States District Court, Middle District of Pennsylvania (Case No. 1:CV-04-0646)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to the use of ozone bleaching of pulp.

- **Gary J. Colassi v. Cybex International, Inc.**
United States District Court, District of Massachusetts (Case No. 02-668-JEL/JGL)
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to treadmill support decks.
- **Medinol Ltd. v. Guidant Corp. and Advanced Cardiovascular Systems, Inc.**
United States District Court, Southern District of New York (Case No. 03 C iv.2604 (SAS))
Deposition testimony and expert report: reasonable royalty analysis and prejudgment interest involving patents directed to connectors for coronary and peripheral stents.
- **Donner, Inc. v. American Honda Motor Co.; McDavid Plano-Acura, L.P.; and The Beaumont Co.**
United States District Court, Eastern District of Texas, Texarkana Division (Case No.F:03-CV-253)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to automobile entertainment systems.
- **Nonin Medical, Inc. v. BCI, Inc.**
United States District Court, Fourth Division of Minnesota (Case No.02-668-JEL/JGL)
Deposition testimony and expert report: reasonable royalty, lost profits, and prejudgment interest involving patents directed to finger clip pulse oximeters.
- **Stryker Trauma S.A. and Howmedica Osteonics Corp. v. Synthes (USA)**
United States District Court, District of New Jersey (Case No.01-CV 3879 (DMC))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to snap-fit external fixation systems.
- **Michael Foods, Inc. and North Carolina State University v. Rose Acre Farms, Inc.**
United States District Court, Eastern District of North Carolina Western Division (Case No.5:02-CV-477-H(3))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to extended shelf life eggs.
- **Waters Technologies Corp.; Waters Investments, Ltd.; Micromass UK Ltd.; and Micromass, Inc. v. Applera Corp.**
United States District Court, District of Delaware (Case No.02-1285-GMS)
Deposition testimony and expert report: lost profits, price erosion, reasonable royalty, and prejudgment interest involving a patent directed to mass spectrometer ionization sources.
- **Medtronic Sofamor Danek, Inc. v. Gary K. Michelson, M.D. and Karlin Technology, Inc.**
United States District Court, Western District of Tennessee (Case No. 01-2373 GV)
Trial and deposition testimony and expert report: damages and profits associated with alleged contractual breaches, tortious interference and intentional negligent representations involving spinal implants.
- **Matsushita Electric Industrial Co. Ltd. v. Cinram International, Inc.**
United States District Court, District of Delaware (Case No.01-882-SLR)
Deposition testimony and expert report: reasonable royalty and prejudgment interest covering patents directed to aspects of bonding substrates together to form optical discs, such as DVDs.
- **Boehringer Ingelheim Vetmedica, Inc. v. Schering-Plough Corp. and Schering Corp.**
United States District Court, District of New Jersey (Case No. 96-CV-04047)
Trial and deposition testimony and expert report: lost profits, reasonable royalty, price erosion, and prejudgment interest involving a patent directed to porcine vaccine (PRRS) products.

- **Arris International and Randall A. Holliday v. John Mezzalingua and Associates, Inc. d/b/a PPC**
United States District Court, District of Colorado (Case No. 01-WM-2061)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to coaxial cable connectors.
- **Promega Corp. v. Applera Corp.; and Lifecodes Corp., and its Subsidiaries Cellmark Diagnostics, Inc.; and Genomics International Corp.**
United States District Court, Western District of Wisconsin (Case No. 01-C-0244-C)
Deposition testimony and expert report: lost profit rate, reasonable royalty, and prejudgment interest involving a patent directed to DNA sequencing technology.
- **Alcon Laboratories, Inc. and Alcon Manufacturing, Ltd. v. Pharmacia Corp.; Pharmacia & Upjohn Co.; and The Trustees of Columbia University in the City of New York**
United States District Court, Southern District of New York (Case No. 01-Civ.2989 (WHP))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to compositions for treatment of glaucoma.
- **Pharmacia Corp.; Pharmacia AB; Pharmacia Enterprises S.A.; and Pharmacia & Upjohn Co. v. Alcon Laboratories, Inc.**
United States District Court, Southern District of New York (Case No. 01-070-SLR)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to compositions for treatment of glaucoma.
- **Takata Corp. v. AlliedSignal, Inc. and Breed Technologies, Inc.**
United States District Court, District of Delaware (Case No. 98-94-MMS)
Deposition testimony and expert report: reasonable royalty and prejudgment interest covering patents and trade secrets directed to seatbelt retractors.
- **Chiron Corp. v. Genentech, Inc.**
United States District Court, Eastern District of California (Case No. S-00-1252 WBS GGH)
Deposition testimony and expert report: reasonable royalty and prejudgment interest covering a patent directed to the active ingredient in an anti-cancer drug.
- **Greene, Tweed of Delaware, Inc. v. DuPont Dow Elastomers, LLC**
United States District Court, Eastern District of Pennsylvania (Case No. 00-CV-3058)
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent covering perfluorelastomeric seals used in semiconductor fabrication applications.
- **Streck Laboratories v. Beckman Coulter, Inc.**
United States District Court, District of Nebraska (Case No. 8:99CV473)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents covering hematology testing equipment.
- **Adobe Systems Inc. v. Macromedia, Inc.**
United States District Court, District of Delaware (Case No. 00-743-JJF)
Trial and deposition testimony and expert report: reasonable royalty involving patents covering computer video and audio software.
- **Dictaphone Corp. v. Nice Systems, Ltd.**
United States District Court, District of Connecticut (Case No. 3:00-CV-1143)
Deposition testimony and expert report: lost profits, price/margin erosion, reasonable royalty, and prejudgment interest involving patents covering digital logger systems.

- **Metrologic Instruments, Inc. v. PSC, Inc.**
United States District Court, District of New Jersey (Case No. 99-CV-04876)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents covering bar code scanning equipment.
- **Genzyme Corp. v. Atrium Medical Corp.**
United States District Court, District of Delaware (Case No.00-958-RRM)
Trial testimony and expert report: lost profits and price/margin erosion involving patents covering chest drainage systems.
- **Norian Corp. v. Stryker Corp.**
United States District Court, Northern District of California (Case No. C-01-0016 (WHA))
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent covering bone cement.
- **John Mezzalingua Associates, Inc., d/b/a PPC v. Antec Corp.**
United States District Court, Middle District of Florida (Case No. 3:01-CV-482-J-25 HTS)
Deposition testimony and expert report: disgorgement of profits involving a design patent covering a coaxial cable connection.
- **Rockwell Automation Technologies, LLC v. Spectra-Physics Lasers, Inc. and Opto Power Corp.**
United States District Court, District of Delaware (Case No. 00-589-GMS)
Deposition testimony and expert report: reasonable royalty involving a patent covering a process for producing semiconductor epitaxial films.
- **Tanashin Denk Co., Ltd. v. Thomson Consumer Electronics, Inc.**
United States District Court, Southern Division of Indiana (Case No. IP 99-836-C Y/G)
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents covering cassette tape drives.
- **Medtronic Sofamor Danek, Inc. et al. v. Osteotech**
United States District Court, Western Division of Tennessee (Case No.99-2656-GV)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents covering the instruments and method of inserting a spinal inter-body fusion device.
- **Heimann Systems GmbH v. American Science and Engineering, Inc.**
United States District Court, District of Connecticut (Case No. 00 CV 10276 (WGY))
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to mobile X-ray examining apparatus.
- **Omega Engineering, Inc. v. Cole-Parmer Instrument Co.; Davis Instrument Manufacturing Co., Inc.; Dwyer Instruments, Inc.; and Raytek Corp.**
United States District Court, District of Connecticut (Case Nos.3:98 CV 00733 (JCH), 3:98 CV 02052 (JCH) and 3:98 CV 02276 (JCH))
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents and alleged unfair competitive practices directed to portable infrared thermometers.
- **Particle Measuring Systems, Inc. v. Rion Co., Ltd.**
United States District Court, District of Colorado (Case No.99-WM-1433)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to a device and method for optically detecting particles in fluid.
- **The University of Colorado Foundation Inc., et al. v. American Cyanamid Co.**
United States District Court, District of Colorado (Case No.93-K-1657)
Trial and deposition testimony and expert report: measure and amount of prejudgment interest in a patent infringement, fraud and unjust enrichment case covering prenatal vitamin formulations.

- **Gleason Works v. Oerlikon Geartec AG and Liebherr-America, Inc.**
United States District Court, Western District of New York (Case No. 98-CV-6275 L)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to bevel gear-cutting machines.
- **Amersham Pharmacia v. PE Corp.**
United States District Court, Northern District of California (Case No. C 97-04203-TEH)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to a method of using energy transfer reagents in a DNA sequencing system.
- **Ziarno v. The American Red Cross, et al.**
United States District Court, Northern District of Illinois (Case No. 99 CIV 3430)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to online/internet fundraising.
- **Applied Medical Resources Corp. v. Core Dynamics, Inc.**
United States District Court, Central District of California (Case No. SACV 99-748-DOC (ANx))
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to surgical trocars.
- **Bell Communications Research, Inc. v. Fore Systems, Inc.**
United States District Court, District of Delaware (Case No. 98-586 JJF)
Deposition testimony and expert report: reasonable royalty and prejudgment interest covering patents directed to telecommunications technology (ATM over SONET networks).
- **Newell Operating Co. (EZ Painter Co.) v. Linzer Products Corp.**
United States District Court, Eastern District of Wisconsin (Case No. 98-C-0864)
Deposition testimony and expert report: reasonable royalty and prejudgment interest covering a patent directed to a method for manufacturing polypropylene paint roller covers.
- **Dow Chemical Co. v. Sumitomo Chemical Co., Ltd. and Sumitomo Chemical America, Inc.**
United States District Court, Eastern District of Michigan (Case No. 96-10330-BC)
Deposition testimony and expert report: reasonable royalty and prejudgment interest covering a patent directed to a method for manufacturing cresol epoxy novalac resins used in integrated circuit encapsulation.
- **Insight Development Corp. v. Hewlett-Packard Co.**
United States District Court, Northern District of California (Case No. C 98 3349 CW)
Deposition testimony and expert report: damages and profits associated with alleged contract breaches, patent, copyright and trade secret misappropriation/infringement and unfair competition involving digital image processing and transmission, including that over the internet.
- **Bristol-Myers Squibb Co. v. Rhone-Poulenc Rorer Inc. and Centre National De La Recherche Scientifique**
United States District Court, Southern District of New York (Case No. 95 Civ. 8833)
Deposition testimony and expert report: reasonable royalty covering a patent directed to semi-synthetic processes for manufacturing an anti-cancer drug.
- **Pactiv Corp. v. S.C. Johnson & Son, Inc.**
United States District Court, Northern District of Illinois (Case No. 98 C 2679)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to zipper closure mechanisms for home storage bags.

- **Dr. Harry Gaus v. Conair Corp.**
United States District Court, Southern District of New York (Case No. 94-5693 (KTD) (FM))
Trial and deposition testimony and expert report: reasonable royalty and prejudgment interest covering a patent directed to hazard prevention devices used with electrical hair dryers.
- **Neogen Corp. v. Vicam, L.P., et al.**
United States District Court, Middle District of Florida (Case No. 97-405-CIV-T-23B)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest covering a patent and a variety of tort claims directed to aflatoxin testing equipment.
- **Surety v. Entrust**
United States District Court, Eastern District of Virginia (Case No. 99-203-A)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest covering a patent directed to digital time stamping.
- **Sofamor Danek Holdings, Inc., et al. v. United States Surgical Corp., et al.**
United States District Court, Western District of Tennessee (Case No. 98-2369 GA)
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent covering the method of inserting a spinal inter-body fusion device.
- **Molten Metal Equipment Innovation, Inc. v. Metaullics**
United States District Court, Northern District of Ohio (1:97-CV2244)
Trial testimony and expert report: lost profits, reasonable royalty, and prejudgment interest covering a patent directed to submersible molten metal pumps.
- **AcroMed Corp. v. Sofamor Danek Group, Inc.**
United States District Court, Northern District of Ohio (Case No. 1:93-CV01184)
Trial and deposition testimony and expert report: lost profits and prejudgment interest involving patents directed to spinal implant devices.
- **BIC Corp. v. Thai Merry Co., Ltd.**
United States District Court, Central District of California (Case No. 98 CIV. 2113 (DLC))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to disposable cigarette lighters.
- **Syncsort Inc. v. Michael Wagner; Cambridge Algorithm; ICF Kaiser Intl. Inc., et al.**
United States District Court, Northern District of Georgia (Case No. 1:93-CV-2247-JEC)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to data sorting software.
- **Shell Oil Co. v. ICI Americas, Inc. and P.E.T Processors, LLC**
United States District Court, Eastern District of Louisiana (Case No. 97-3526 Section "K")
Deposition testimony and expert report: lost profits and reasonable royalty involving a patent directed to a process to manufacture solid stated polyethylene naphthalene.
- **Pall Corp. v. Hemasure Inc. and Lydall, Inc.**
United States District Court, Eastern District of New York (Case No. CV-96-436 (TCP/ETB), Case No. 96-5620 (LDW/VVP))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to prestorage leukodepletion devices.
- **Mentor H/S, Inc. v. Medical Device Alliance, Inc.; Lysonix, Inc.; and Misonix, Inc.**
United States District Court, Central District of California (Case No. CV97-2431 WDK (BQRx))
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to ultrasonic liposuction.

- **Hyundai Electronics Industries Co., Ltd. v. NEC Corp. and NEC Electronics, Inc.**
United States District Court, Eastern District of Virginia (Case No. 97-2030A, Case No. 97-2031A, Case No. 98-118-A)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to semiconductor technology.
- **Hitachi, LTD. v. Samsung Display Devices Co., LTD.; Samsung Display Devices, Inc.; Samsung Electronics Co., LTD.; Samsung Electronics America, Inc.; and Office Depot, Inc.**
United States District Court, Eastern District of Virginia (Case No. 97-1988-A)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving patents directed to various aspects of cathode ray tubes.
- **Stairmaster Sports/Medical Products, a Limited Partnership v. Groupe Procycle, Inc. and Procycle USA, Inc.**
United States District Court, District of Delaware (Case No. 97-396 MMS)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to stair climbing fitness equipment.
- **Angelo Mongiello's Children, LLC v. Pizza Hut, Inc.**
United States District Court, Eastern District of New York (Case No. 95 CV 4601)
Deposition testimony and expert report: reasonable royalty and prejudgment interest involving a patent directed to a method for forming pizza shells.
- **BTG v. Magellan Corp.; BTG v. Trimble Navigation**
United States District Court, Eastern District of Pennsylvania (Case No. 96-CV-7551/Case No. 96-CV-5084 (HB))
Deposition testimony and expert reports: reasonable royalty, prejudgment interest, value of inventory on hand, preparation and investments made and business commenced (as of patent reissuance) involving a patent directed to secret or secure communications technology employed in global positioning system products.
- **Micro Chemical, Inc. v. Lextron, Inc.**
United States District Court, District of Colorado (Case No. 88-Z-499)
Trial and deposition testimony and expert report: lost profits, price erosion, reasonable royalty, and prejudgment interest involving a patent directed to feed additive weigh/mix dispensing machines.
- **Thai Merry Co., Ltd.; Honson Marketing Group, Inc.; and Calico Brands, Inc. v. BIC Corp.**
United States District Court, Central District of California (Case No. 96-5256 WJR (BQRx))
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to child-resistant disposable cigarette lighters.
- **Radco, Inc. v. Shell Oil Co.; Foster Wheeler USA Corp.; Lyondell-Citgo Refining Co., LLC; Petro-Chem Development Co. Inc.; and Marathon Oil Co.**
United States District Court, Northern District of Oklahoma (Case No. 93-C 1102)
Deposition testimony and expert report: reasonable royalty involving a patent directed to coker heater refinery equipment.
- **Beloit Corp. v. Valmet Corp., et al.**
United States District Court, Western District of Wisconsin (Case No. 96-C-0087-C)
Trial testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to the dryer section of paper making machines.
- **Burke, Inc. v. Everest & Jennings, Inc. et al./Burke, Inc. v. Invacare Corp.**
United States District Court, California Central District (Case No. 89-2613 (KMW)/Case No. 90-787 (KMW))
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest over a patent directed to three wheel motorized scooter technology.

- **Bauer Inc. v. Rollerblade, Inc.**
United States District Court, Eastern District of Virginia (Case No. 96-952-A)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to a hybrid stitched and molded skate boot design.
- **Mettler - Toledo A.G. v. Denver Instrument Co., et al.**
United States District Court, Eastern District of Virginia (Case No. 95-1055-A)
Deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving patents directed to analytical and precision balances.
- **Bristol-Myers Squibb Co. v. Abbott Laboratories**
United States District Court, Southern District of Indiana (Case No. EV 94-56-C)
Trial and deposition testimony and expert report: reasonable royalty involving a patent directed to a guiding device used in enteral delivery set assemblies.
- **Crown Equipment Corp. v. The Raymond Corp.**
United States District Court, Northern District of Ohio (Case No. 3:93CV7356)
Trial and deposition testimony and expert report: lost profits, reasonable royalty, and prejudgment interest involving a patent directed to lift truck technology.
- **Mitsubishi Kasei Corp.; and Mitsubishi Kasei America, Inc. v. Virgle Hedgcoth; and Mertec Licensing Technology**
United States District Court, Northern District of California (Case No. 94-1971 SAW (JSB))
Deposition testimony and expert report: reasonable royalty involving a patent directed to sputtered rigid disks used in personal computers.
- **Travelers Express Co. Inc. v. The Standard Register Co.**
United States District Court, District of Minnesota (Case No. 4-93-436)
Deposition testimony and expert report: lost profits, reasonable royalty, patent misuse, and prejudgment interest involving patents directed to money order dispensers.
- **Dow Chemical Co. v. The United States**
Court of Federal Claims (Case No. 19-83C)
Trial and deposition testimony: measure and amount of delay compensation in an eminent domain case over the taking of a patent directed to the back - filling of abandoned coal mines.

Patent Cases – Injunctive Relief

- **Biogen International GmbH and Biogen MA, Inc. v. Amneal Pharmaceuticals LLC**
United States District Court, District of Delaware (Cases 17-cv-823-LPS (Consolidated); 17-cv-00875-UNA (Sawai USA, Inc. and Sawai Pharmaceutical Co., Ltd.); 17-cv-00847 (Shilpa Medicare Limited); 17-cv-00954-UNA and 19-cv-00333-UNA (Zydus Pharmaceuticals USA, Inc.); 17-cv-00824-UNA (Aurobindo Pharma USA, Inc. and Aurobindo Pharma USA LLC); 17-cv-00825-UNA and 19-cv-00211-UNA (Hetero USA, Inc., Hetero Labs Limited Unit-III, and Hetero Labs Limited); 17-cv-00845-UNA (MSN Laboratories Private Ltd. and MSN Pharmaceuticals, Inc.); and 17-cv-00827-UNA and 17-cv-00874-UNA (Princeton Pharmaceutical, Inc. and Sandoz, Inc.))
Trial and deposition testimony and expert report: commercial success and injunctive relief covering patents directed to oral medication for the treatment of multiple sclerosis.
- **Biogen International GmbH and Biogen MA, Inc. v. Mylan Pharmaceuticals, Inc.**
United States District Court, Northern District of West Virginia (Case No. 17-cv-00116-IMK)
Deposition testimony and expert report: commercial success and injunctive relief covering patents directed to oral medication for the treatment of multiple sclerosis.

- **BASF Plant Science, LP v. Commonwealth Scientific and Industrial Research Organisation; and Commonwealth Scientific and Industrial Research Organisation, Grains Research and Development, Corp., and Nuseed Pty Ltd. v. BASF Plant Science, LP and Cargill, Inc.**
United States District Court, Eastern District of Virginia (Case No. 17-cv-503-HCM)
Trial and deposition testimony and expert report: reasonable royalty damages and injunctive relief covering patents directed to the production of plant-derived omega-3 oils.
- **Fresenius Kabi USA, LLC v. Fera Pharmaceuticals, LLC and Oakwood Laboratories, LLC**
United States District Court, District of New Jersey (Case No. 15-03654-KM-MAH)
Deposition testimony and expert declarations: antitrust liability and damages; commercial success and preliminary injunctive relief involving patents directed to injectable drug treatment of myxedema coma.
- **Dominion Resources, Inc., and Virginia Electric and Power Company v. Alstom Grid, Inc.**
United States District Court, Eastern District of Pennsylvania
Trial and deposition testimony and expert report: permanent injunction involving patents directed to a system and process that dynamically samples smart meters in order to achieve voltage optimization.
- **Integra Lifesciences Corporation, Integra Lifesciences Sales, LLC, Confluent Surgical, Inc., and Incept, LLC v. Hyperbranch Medical Technology, Inc.**
United States District Court, District of Delaware (Case No. 15-cv-00819)
Trial and deposition testimony and expert reports: lost profits, price erosion, reasonable royalty, prejudgment interest, preliminary relief, and commercial success involving patents directed to cranial and spinal dural repair sealants.
- **Antares Pharma, Inc. v. Medac Pharma, Inc., Medac GmbH, Becton Dickinson France S.A.S., and Becton, Dickinson and Company**
United States District Court, District of Delaware (C.A. No. 14-270-SLR)
Deposition testimony and expert report: irreparable harm, balance of hardships, and public interest involving patents directed to methotrexate autoinjector products.
- **Delavau, LLC v. J.M. Huber Corporation and J.M. Huber Micropowders Inc.**
United States District Court, District of New Jersey (Case No. 12-05378 (ES)(SCM))
Deposition testimony and expert declaration: preliminary injunctive relief involving patents directed to dietary calcium supplements.
- **Dyson Technology Limited and Dyson, Inc. v. Cornucopia Products, LLC**
United States District Court, District of Arizona (Case No. 2:12-cv-00924-ROS)
Hearing testimony and expert declaration: irreparable harm involving patents directed to bladeless fans.
- **Novozymes A/S and Novozymes North America, Inc. v. Danisco A/S; Genecor International Wisconsin, Inc.; Danisco US Inc.; and Danisco USA Inc.**
United States District Court, Western District of Wisconsin (Case No. 10-CV-251)
Trial and deposition testimony and expert report and expert declaration: lost profits, reasonable royalty, prejudgment interest and irreparable harm involving a patent directed to alpha-amylases used for fuel ethanol.
- **LifeWatch Services, Inc. and Card Guard Scientific Survival, LTD. v. Medicomp, Inc. and United Therapeutics Corp.**
United States District Court, Middle District of Florida, Orlando Division (Case No. 6:09-cv-1909-Orl-31DAB)
Hearing and deposition testimony and expert declaration: preliminary injunctive relief involving patents directed to ambulatory arrhythmia monitoring solutions.

- **Verizon Services Corp. and Verizon Laboratories, Inc. v. Vonage Holdings Corp. and Vonage America, Inc.**
United States District Court, Eastern District of Virginia (Case No. 1:06CV682)
Trial and deposition testimony and expert report: permanent injunction, lost profits and reasonable royalty involving patents directed to a voice over internet protocol (“VoIP”) platforms.
- **Riverwood International Corp. v. MeadWestvaco Corp.**
United States District Court, Northern District of Georgia (Case No. 1:03-CV-1672 (TWT))
Deposition testimony and expert report: irreparable harm involving a patent directed to 2x6 beverage cartons.

Patent Cases – Commercial Success

- **Biogen International GmbH and Biogen MA, Inc. v. Amneal Pharmaceuticals LLC**
United States District Court, District of Delaware (Cases 17-cv-823-LPS (Consolidated); 17-cv-00875-UNA (Sawai USA, Inc. and Sawai Pharmaceutical Co., Ltd.); 17-cv-00847 (Shilpa Medicare Limited); 17-cv-00954-UNA and 19-cv-00333-UNA (Zydus Pharmaceuticals USA, Inc.); 17-cv-00824-UNA (Aurobindo Pharma USA, Inc. and Aurobindo Pharma USA LLC); 17-cv-00825-UNA and 19-cv-00211-UNA (Hetero USA, Inc., Hetero Labs Limited Unit-III, and Hetero Labs Limited); 17-cv-00845-UNA (MSN Laboratories Private Ltd. and MSN Pharmaceuticals, Inc.); and 17-cv-00827-UNA and 17-cv-00874-UNA (Prinston Pharmaceutical, Inc. and Sandoz, Inc.))
Trial and deposition testimony and expert report: commercial success and injunctive relief covering patents directed to oral medication for the treatment of multiple sclerosis.
- **Biogen International GmbH and Biogen MA, Inc. v. Mylan Pharmaceuticals, Inc.**
United States District Court, Northern District of West Virginia (Case No. 17-cv-00116-IMK)
Deposition testimony and expert report: commercial success and injunctive relief covering patents directed to oral medication for the treatment of multiple sclerosis.
- **Mylan Pharmaceuticals, Inc. v. Biogen MA, Inc.**
The United States Patent and Trademark Office (Case No. IPR2018-01403)
Deposition testimony and expert report: commercial success covering patents directed to oral medication for the treatment of multiple sclerosis.
- **Teva Pharmaceuticals International GmbH, Cephalon, Inc., and Eagle Pharmaceuticals, Inc. v. Apotex, Inc., Apotex Corp., Fresenius Kabi USA, LLC, Mylan Laboratories Ltd., and Slayback Pharma Limited Liability Company**
United States District Court, District of Delaware (Case No. 17-cv-1154-CFC)
Trial and deposition testimony and expert report: commercial success covering patents directed to an injectable chemotherapy drug for the treatment of blood cancer.
- **Astellas Pharma, Inc., Astellas US LLC, Astellas Pharma US, Inc., Medivation LLC, Medivation Prostate Therapeutics LLC, Pfizer, Inc., and The Regents of the University of California v. Actavis Laboratories FL, Inc., Actavis LLC, Apotex, Inc., Apotex Corp., Zydus Pharmaceuticals (USA), Inc., Cadila Healthcare Limited, Roxane Laboratories, Inc., West-Ward Pharmaceuticals Corp., and West-Ward Pharmaceuticals International Limited**
United States District Court, District of Delaware (Case No. 16-cv-1120)
Deposition testimony and expert report: commercial success involving patents directed to the treatment of prostate cancer.
- **Valeant Pharmaceuticals International, Inc., Salix Pharmaceuticals, Inc., Progenics Pharmaceuticals, Inc., and Wyeth LLC v. Actavis Laboratories FL, Inc.**
United States District Court, District of New Jersey (Case No. 2:16-cv-09038 (SRC)(CLW))
Deposition testimony and expert report: commercial success covering patents directed to an oral treatment of opioid induced constipation (“OIC”) indications.

- **Nichia Corporation v. Vizio, Inc.**
United States District Court, Central District of California (Case No. 8:16-cv-00545)
Deposition testimony and expert report: reasonable royalty damages and commercial success involving patents directed to light emitting diodes (LEDs).
- **Valeant Pharmaceuticals International, Inc., Salix Pharmaceuticals, Inc., Progenics Pharmaceuticals, Inc., and Wyeth LLC v. Mylan Pharmaceuticals, Inc., Mylan Laboratories Ltd., Mylan, Inc., and Actavis LLC**
United States District Court, District of New Jersey (Case No. 2:15-08180 (SRC)(CLW))
Deposition testimony and expert report: commercial success covering patents directed to an intravenous treatment of opioid induced constipation (“OIC”) indications.
- **Eli Lilly and Company v. Teva Pharmaceuticals USA, Inc.**
United States District Court, Southern District of Indiana, Indianapolis Division (Case No. 16-cv-596)
Deposition testimony and expert report: commercial success covering a patent directed to treatment of postmenopausal osteoporosis.
- **Integra Lifesciences Corporation, Integra Lifesciences Sales, LLC, Confluent Surgical, Inc., and Incept, LLC v. Hyperbranch Medical Technology, Inc.**
United States District Court, District of Delaware (Case No. 15-cv-00819)
Trial and deposition testimony and expert reports: lost profits, price erosion, reasonable royalty, prejudgment interest, preliminary relief, and commercial success involving patents directed to cranial and spinal dural repair sealants.
- **VIVUS, Inc. v. Actavis Laboratories FL, Inc.**
United States District Court, District of New Jersey (Case No. 14-cv-3786-SRC-CLW; 15-cv-1636-SRC-CLW; and 15-CV-02693-SRC-CLW)
Deposition testimony and expert reports: commercial success involving patents directed to an immediate release/extended release combination drug used for chronic weight management.
- **Fresenius Kabi USA, LLC v. Fera Pharmaceuticals, LLC and Oakwood Laboratories, LLC**
United States District Court, District of New Jersey (Case No. 15-03654-KM-MAH)
Deposition testimony and expert declarations: antitrust liability and damages; commercial success and preliminary injunctive relief involving patents directed to injectable drug treatment of myxedema coma.
- **In the Matter of Certain Magnetic Data Storage Tapes and Cartridges Containing the Same (Sony Corporation, Sony Corporation of America, and Sony Electronics, Inc. (Respondents))**
United States International Trade Commission (Inv. No. 337-TA-1012)
Trial and deposition testimony and expert report: economic evaluation of FRAND, commercial success, bond, remedy, domestic industry, and public interest issues involving patents directed to certain magnetic data storage tapes and cartridges.
- **Noven Pharmaceuticals, Inc. v. Actavis Laboratories UT, Inc.**
United States District Court, District of Delaware (Case No. 15-249 (LPS))
Trial and deposition testimony and expert report: commercial success involving patents directed to an estrogen therapy patch.
- **Sebela International, Ltd. v. Actavis Laboratories FL, Inc., Actavis Pharma, Inc., Andrx Corp., and Actavis, Inc.; Sebela International Ltd. v. Princeton Pharmaceutical, Inc., Solco Healthcare U.S., LLC, and Huahai US, Inc.**
United States District Court, District of New Jersey (Case No. 14-cv-06414 (CCC-JBC) and 14-cv-07400 (CCC-JBC); consolidated with Case No. 15-cv-05308)
Trial and deposition testimony and expert report: commercial success involving patents directed to a non-hormonal product indicated for the treatment of moderate to severe vasomotor symptoms (“VMS”) associated with menopause.

- **Meda Pharmaceuticals, Inc. and Cipla, Ltd. v. Apotex, Inc. and Apotex Corp.**
United States District Court, District of Delaware (Case No. 14-1453-LPS)
Trial and deposition testimony and expert declaration: commercial success involving patents directed to a combination formulation drug used to treat seasonal allergic rhinitis.
- **Arctic Cat, Inc., v. Polaris Industries, Inc.**
The United States Patent and Trademark Office (Cases IPR2015-01781; IPR2015-01783)
Deposition testimony and expert declaration: commercial success involving patents directed to side-by-side all-terrain vehicles.
- **Innopharma Inc., Mylan Pharmaceuticals, Inc., et al. v. Senju Pharmaceutical Co., Ltd., Bausch & Lomb, Inc., and Bausch & Lomb Pharma Holdings Corp.**
The United States Patent and Trademark Office (Case Nos. IPR2015-00902 and IPR2015-00903)
Deposition testimony and expert declaration: commercial success involving patents directed to nonsteroidal anti-inflammatory drugs (“NSAIDs”) used to treat post-cataract surgery inflammation and pain.
- **Lupin Ltd. and Lupin Pharmaceuticals, Inc. v. Senju Pharmaceutical Co., Ltd.**
The United States Patent and Trademark Office (Case Nos. IPR2015-01097; IPR2015-01105; IPR2015-01099; and IPR2015-01100)
Deposition testimony and expert declaration: commercial success involving patents directed to nonsteroidal anti-inflammatory drugs (“NSAIDs”) used to treat post-cataract surgery inflammation and pain.
- **Senju Pharmaceutical Co., Ltd., Bausch & Lomb, Inc., and Bausch & Lomb Pharma Holdings Corp. v. Innopharma Inc., Lupin Pharmaceuticals, Inc., et al.**
United States District Court, District of New Jersey (Case Nos. 14-cv-00667-JBS-KMW; 14-cv-04149-JBS-KMW; 14-cv-05144-JBS-KMW; 15-cv-00335-JBS-KMW; 14-cv-06893-JBS-KMW; and 15-cv-03240-JBS-KMW)
Deposition testimony and expert declaration: commercial success involving patents directed to nonsteroidal anti-inflammatory drugs (“NSAIDs”) used to treat post-cataract surgery inflammation and pain.
- **Arctic Cat, Inc., v. Polaris Industries, Inc.**
The United States Patent and Trademark Office (Case IPR2014-01427)
Deposition testimony and expert declaration: commercial success involving patents directed to side-by-side all-terrain vehicles.
- **Intendis GmbH, Intraseriv GmbH & Co. KG and Bayer Healthcare Pharmaceuticals Inc., v. Glenmark Generics Ltd. and Glenmark Generics Inc., USA.**
United States District Court, District of Delaware (Case No. 13-cv-421-SLR)
Trial and deposition testimony and expert report: commercial success involving a patent directed to the treatment of certain skin diseases.
- **Everlight Electronics Co. Ltd., and Emcore Corporation v. Nichia Corporation and Nichia America Corporation v. Everlight Americas, Inc.**
United States District Court, Eastern District of Michigan, Southern Division (Case No. 4:12-cv-11758 GAD-MKM)
Trial and deposition testimony, expert report and declaration: commercial success, lost profits, reasonable royalty, and prejudgment interest involving patents directed to LEDs.

- **Bayer Healthcare Pharmaceuticals, Inc. and Dow Pharmaceutical Sciences, Inc. v. River's Edge Pharmaceuticals, LLC, Teresina Holdings, LLC, Medical Products Laboratories, Inc. and Stayma Consulting Services, LLC**
United States District Court, Northern District of Georgia, Atlanta Division (Case No. 11-cv-01634-RLV)
Deposition testimony and expert report: commercial success involving a patent directed to the treatment of certain skin diseases.
- **JDS Therapeutics, LLC and Nutrition 21, LLC v. Pfizer Inc., Wyeth LLC, Wyeth Consumer Healthcare Ltd., and Wyeth Consumer Healthcare LLC**
United States District Court, Southern District of New York (Case No. 1:12-cv-09002-JSR)
Deposition testimony and expert report: commercial success, reasonable royalty, and unjust enrichment involving patents and trade secrets directed to the use of chromium picolinate in multi-vitamins.
- **Ferring, B.V. v. Watson Laboratories, Inc. – Florida, Apotex Inc., and Apotex Corp.**
United States District Court, District of Nevada (Case Nos. 3:11-cv-00481-RCJ-VPC, 3:11-cv-00485-RCJ-VPC, 3:11-cv-00853-RCJ-VPC, 3:11-cv-00854-RCJ-VPC, 2:12-cv-01935-RCJ-VPC, and 2:12-cv-01941-RCJ-VPC)
Deposition testimony and expert report: commercial success involving patents directed to the treatment of menorrhagia.
- **Medicis Pharmaceutical Corporation; Dow Pharmaceutical Sciences, Inc.; and Alyzan, Inc. v. Actavis Mid Atlantic LLC**
United States District Court, District of Delaware (Case No. 11-CV-409)
Deposition testimony and expert report: commercial success involving a patent directed to delivery vehicles for treatment of dermatological disorders.
- **Galderma Laboratories, L.P.; Galderma S.A.; and Galderma Research & Development, S.N.C. v. Tolmar Inc.; and Actavia Mid Atlantic LLC**
United States District Court, District of Delaware (Case No. 10-cv-45 (LPS))
Trial and deposition testimony and expert report: commercial success involving a patent directed to treatment of dermatological disorders.
- **Pronova Biopharma Norge AS v. Teva Pharmaceuticals USA, Inc.; Apotex Corp. and Apotex Inc.; Par Pharmaceutical, Inc.; and Par Pharmaceutical Companies, Inc.**
United States District Court, District of Delaware (Case Nos. 09-286-SLR/09-304-SLR/09-305-SLR-MPT)
Trial and deposition testimony and expert report: commercial success covering patents directed to treatment of HDL cholesterol and hypertriglyceridemia.
- **Eli Lilly and Company v. Wockhardt Limited and Wockhardt USA, Inc.**
United States District Court, District of Indiana, Indianapolis Division (Case No. 1:08-cv-1547-WTL-TAB)
Deposition testimony and expert report: commercial success covering a patent directed to treatment of depression, anxiety and pain.
- **Acorda Therapeutics, Inc. v. Apotex Inc. and Apotex Corp.**
United States District Court, District of New Jersey (Case No. 2:07-cv-04937-JAG-MCA)
Trial and deposition testimony and expert report: commercial success covering a patent directed to treatment of spasticity.

- **Medeva Pharma Suisse A.G. and Proctor & Gamble Pharmaceuticals, Inc. v. Roxane Laboratories, Inc.**
United States District Court, District of New Jersey (Case No. 3:07-CV-05165-FLW-TJB)
Deposition testimony and expert report: commercial success involving a patent directed to treatment of ulcerative colitis.
- **Otsuka Pharmaceutical Co., Ltd., Inc., et al. v. Sandoz, Inc., et al.**
United States District Court, District of New Jersey (Case No. 07-cv-01000)
Trial and deposition testimony and expert report: commercial success covering a patent directed to the active ingredient of an atypical antipsychotic drug.
- **Janssen-Ortho Inc. and Daiichi Pharmaceutical Co., Ltd v. Novopharm Ltd.**
Canadian Federal Court (Case No. T-2175-04)
Trial testimony (written) and affidavit: commercial success covering a patent directed to the active ingredient of an anti-infective drug.
- **Janssen-Ortho Inc. and Daiichi Pharmaceutical Co., Ltd v. The Minister of Health; and Apotex Inc.**
Federal Court of Canada (Case No. T-1508-05)
Deposition testimony and expert report: commercial success interest involving a patent directed to an anti-infective drug.
- **Ortho-McNeil Pharmaceutical, Inc., et al. v. Mylan Laboratories**
United States District Court, Northern District of West Virginia (Case No. 1:02CV32)
Trial and deposition testimony and expert report: commercial success covering a patent directed to the active ingredient of an anti-infective drug.
- **Elan Corp., PLC v. Andrx Pharmaceuticals, Inc.**
United States District Court, Southern District of Florida (Case No. 98-7164)
Trial and deposition testimony and expert report: commercial success covering a patent directed to controlled release dosing of a nonsteroid anti-inflammatory drug.

Patent Cases – Other

- **MPEG LA, LLC v. Toshiba American Information Systems, Inc.**
Supreme Court of the State of New York, County of New York (Index No. 162716/2015)
Deposition testimony and expert report: contract transfer and patent misuse involving patents directed to digital television standards.
- **Fresenius Kabi USA, LLC v. Fera Pharmaceuticals, LLC and Oakwood Laboratories, LLC**
United States District Court, District of New Jersey (Case No. 15-03654-KM-MAH)
Deposition testimony and expert declarations: antitrust liability and damages; commercial success and preliminary injunctive relief involving patents directed to injectable drug treatment of myxedema coma.
- **Travelers Express Co. Inc. v. The Standard Register Co.**
United States District Court, District of Minnesota (Case No. 4-93-436)
Deposition testimony and expert report: lost profits, reasonable royalty, patent misuse and prejudgment interest involving patents directed to money order dispensers.

Trade Secret Cases

- **JELD-WEN, Inc. v. John Ambruz and Global Strategic Partners LLC**
American Arbitration Association (Case No. 01-17-0007-0838)
Hearing and deposition testimony and expert report: damages and reasonable royalty associated with alleged misappropriation of trade secrets and breach of contract involving the production of molded door skins.
- **NCR Corporation v. Pendum LLC and Burroughs, Inc.**
United States District Court, Northern District of Georgia (Case No. 16-cv-04114-SCJ)
Deposition testimony and expert report: damages associated with lost profits, price erosion, unjust enrichment, and economic effects and harm associated with alleged misappropriation of trade secrets, copyright infringement, trademark infringement, breach of contract, and tortious interference with current and prospective business relations in case involving the servicing of automatic teller machines (ATMs).
- **Cedars-Sinai Medical Center v. Quest Diagnostics Inc. and Quest Diagnostics Nichols Institute**
United States District Court, Central District of California, Western Division (Case No. 17-cv-5169-GW-FFM)
Deposition testimony and expert report: damages associated with alleged misappropriation of trade secrets, breach of contract, and patent infringement involving diagnostic testing for irritable bowel syndrome (IBS).
- **Steves and Sons, Inc. v. JELD-WEN, Inc.**
United States District Court, Eastern District of Virginia, Richmond Division (Case No. 16-cv-00545-REP)
Trial and deposition testimony and expert report: damages, profits, and reasonable royalty associated with alleged misappropriation of trade secrets and tortious interference with employment contracts and severance agreements involving the production of molded door skins.
- **Luminara Worldwide, LLC v. Shenzhen Liown Electronics Co., Ltd, Central Garden and Pet Co., et al.; Shenzhen Liown Electronics Co., Ltd, Central Garden and Pet Co. v. Luminara Worldwide, LLC, et al. ; and Luminara Worldwide, LLC v. Shenzhen Liown Electronics Co., Ltd and Central Garden and Pet Co., et al.**
United States District Court, District of Minnesota (Case Nos. 14-cv-03103 (SRN/FLN) and 15-cv-03028 (SRN/FLN))
Deposition testimony and expert reports: damages associated with alleged patent infringement and breach of contract, and unjust enrichment associated with breach of non-disclosure agreement and use of trade secrets, related to flameless candle technology and distribution.
- **Red Online Marketing Group LP, d/b/a 50onRED v. Revizer Ltd., d/b/a Ad Force Technologies, Ltd., and Revizer Technologies, Ltd.**
United States District Court, Eastern District of Pennsylvania (Case No. 14-1353)
Deposition testimony and expert report: damages associated with alleged misappropriation of trade secrets, breach of contract, and unfair competition (Lanham Act violations) involving internet monetization products.
- **Thomas C. Sisoian v. International Business Machines Corporation (IBM)**
United States District Court, Western District of Texas, Austin Division (Case No. A-14-CA-565-SS)
Deposition testimony and expert report: unjust revenues and profits involving misappropriation of trade secrets over developing, implementing, and integrating complex telecommunication information systems.

- **In the Matter of Certain Sulfentrazone, Sulfentrazone Compositions, and Processes for Making Sulfentrazone (FMC (Complainant))**
United States International Trade Commission (Investigation No. 337-TA-914)
Trial and deposition testimony and expert report: irreparable harm, balance of hardships, and public interest involving a patent directed to a crop herbicide.
- **In the Matter of Certain Opaque Polymers (Organik Kimya (Respondent))**
United States International Trade Commission (Investigation No. 337-TA-883)
Deposition testimony and expert report: injury, independent economic valuation, and bond involving trade secrets used in the production of opaque polymers.
- **MacDermid, Inc. v. Cookson Group, plc, Cookson Electronics, Enthone, Inc., and David North**
United States Superior Court, Judicial District of Waterbury (Case No. 10-cv-09-5014518-d)
Deposition testimony and expert report: royalty and prejudgment interest involving the misappropriation of trade secrets directed to chemicals, materials, and technical services used in a possible corporate acquisition.
- **JDS Therapeutics, LLC and Nutrition 21, LLC v. Pfizer Inc., Wyeth LLC, Wyeth Consumer Healthcare Ltd., and Wyeth Consumer Healthcare LLC**
United States District Court, Southern District of New York (Case No. 1:12-cv-09002-JSR)
Deposition testimony and expert report: commercial success, reasonable royalty, and unjust enrichment involving patents and trade secrets directed to the use of chromium picolinate in multi-vitamins.
- **E. I. du Pont de Nemours and Company v. Kolon Industries, Inc. and Kolon USA, Inc.**
United States District Court, Eastern District of Virginia, Richmond Division (Case No. 3:09CV58)
Trial and deposition testimony and expert report: unjust enrichment involving misappropriation of trade secrets directed to aramid fiber production.
- **CA, Inc.; Computer Associates Think, Inc.; Platinum Technology International, Inc.; and Platinum Technology IP, Inc., v. Rocket Software, Inc.**
United States District Court, Eastern District of New York (Case No. 07-CV-1476 (ADS)(MLO)
Deposition testimony and expert report: lost profits, unjust enrichment, price erosion and prejudgment interest involving copyrights and trade secrets related to DB2 software tools.
- **Sensormatic Electronics Corp. v. The TAG Co. US LLC; Phenix Label Co.; Dennis Gadonniex**
United States District Court, Southern District of Florida (Case No. 06-81105-Civ-Hurley/Hopkins)
Trial and deposition testimony and expert report: unjust enrichment involving misappropriation of trade secrets directed to loss prevention systems.
- **Cogent Systems, Inc. v. Northrop Grumman Corp.**
California Superior Court, County of Los Angeles, Central District (Case No. BC332199)
Deposition testimony and expert report: reasonable royalty involving misappropriation of trade secrets directed to fingerprint identification technology.
- **Geomatrix, LLC and David A. Potts v. Infiltration Systems, Inc.**
Connecticut Superior Court, District of Middlesex at Middleton (Case No. MMX-CV-05-4004477 S)
Deposition testimony and expert disclosure: reasonable royalty involving misappropriation of trade secrets directed to leach field and septic tank technology.
- **McMahon Marketing v. Toyota Motor Sales**
California Superior Court, County of Los Angeles (Case No. BC317277)
Deposition testimony: damages and profits associated with trade secrets directed to a luxury hotel and automotive partnership.

- **Christopher Karol and Karol Designs, LLC v. Burton Corp.**
United States District Court, District of Vermont (Case No. 1:01-CV-178)
Deposition testimony and expert report: reasonable royalty and disgorgement of profits involving trade secrets and an NDA directed to snowboard boot and binding technology.
- **Takata Corp. v. AlliedSignal, Inc. and Breed Technologies, Inc.**
United States District Court, District of Delaware (Case No. 98-94-MMS)
Deposition testimony and expert report: reasonable royalty and prejudgment interest covering patents and trade secrets directed to seatbelt retractors.
- **Trimless-Flashless Design, Inc. v. Augat, Inc.; Thomas & Betts Corp.; and Tyco International, Ltd.**
United States District Court, Eastern District of Virginia (Case No. CA00-245-A)
Trial and deposition testimony and expert report: damages and profits associated with alleged breach of contract and misappropriation of trade secrets involving metallized particle interconnects used to connect microprocessors with mother boards.
- **Insight Development Corp. v. Hewlett-Packard Co.**
United States District Court, Northern District of California (Case No. C 98 3349 CW)
Deposition testimony and expert report: damages and profits associated with alleged contract breaches, patent, copyright and trade secret misappropriation/infringement and unfair competition involving digital image processing and transmission, including that over the internet.
- **DSC Communications Corp. v. DGI Technologies, Inc.**
United States District Court, Northern District of Texas (Case No. 3:94-CV-1047)
Trial testimony and expert report: reasonable royalty involving copyrights, trade secrets and unfair competition over telecommunications switching equipment.
- **Wayne State University; Lumigen Inc.; and A. Paul Schapp v. Irena Bronstein and Tropix Inc.**
State of Michigan Circuit Court, County of Wayne and Court of Claims (Case No. 88-804-627 CK/Case No. 88-11871CM)
Deposition testimony and expert report: unjust enrichment and lost profits involving trade secrets directed to chemiluminescence (medical detection) technology.

Trademark Cases

- **NCR Corporation v. Pendum LLC and Burroughs, Inc.**
United States District Court, Northern District of Georgia (Case No. 16-cv-04114-SCJ)
Deposition testimony and expert report: damages associated with lost profits, price erosion, unjust enrichment, and economic effects and harm associated with alleged misappropriation of trade secrets, copyright infringement, trademark infringement, breach of contract, and tortious interference with current and prospective business relations in case involving the servicing of automatic teller machines (ATMs).
- **Katherine Dines v. Toys “R” Us-Delaware, Inc.**
United States District Court, District of Colorado (Case No. 12-cv-2279-PAB-KMT)
Deposition testimony and expert report: profits and prejudgment interest associated with trademark infringement involving a line of stuffed animal toys.
- **The Coryn Group II, LLC v. O.C. Seacrets, Inc.**
United States District Court, District of Maryland, Northern Division (Case No. 08-cv-02764-WDQ)
Trial testimony and expert report: profits and damages involving the use of “Secrets” trademark in the leisure resort business.

- **YSL Beauté v. Oscar de la Renta, Ltd.**
American Arbitration Association (Case No. 13 133 01389 08)
Arbitration hearing testimony and expert report: damages associated with alleged breach of contract and trademark infringement involving cosmetics, fragrances and beauty products.
- **Fishman Transducers, Inc. v. Stephen Paul d/b/a “Esteban” Daystar Productions and HSN Interactive LLC**
United States District Court, District of Massachusetts (Case No. 07-CA-10071 RCL)
Trial and deposition testimony and expert report: damages and profits associated with a trademark directed to guitar transducers.
- **ISP.NET, LLC d/b/a IQuest Internet v. Qwest Communications International, Inc.**
United States District Court, Southern District of Indiana, Indianapolis Division (Case No. IP01-0480 C B/S)
Deposition testimony and expert report: reasonable royalty, disgorgement of profits and prejudgment interest involving a trademark directed to internet service provision.
- **Fuel Clothing Co., Inc. v. Safari Shirt Co. d/b/a Fuel Clothing Co., Inc.**
United States District Court, Western District of Washington at Tacoma (Case No. CO5 5366 KJB)
Deposition testimony and expert report: economic harm involving a trademark directed to sports apparel logos.
- **Alpha International, Inc. v. General Foam Plastics Corp.**
United States District Court, Eastern District of North Carolina (Case No. 4:01-CV-142-H(3))
Deposition testimony and expert report: copyright infringement, trademark infringement, conversion and unjust enrichment involving bowling pin sets and ride-on toys.
- **Fuel TV, Inc. v. Fuel Clothing Co., Inc.**
United States District Court, Central District of California, Western Division (Case No. CV03-8248-ABC-VBKx)
Deposition testimony and expert report: economic harm involving infringement of trademark used in extreme sports applications.
- **AutoNation, Inc. v. Acme Commercial Corp., et al. (CarMax)**
United States District Court, Southern District of Florida (Case No. 96-6141)
Trial and deposition testimony and expert report: reasonable royalty associated with trademark infringement and unfair competition in the auto superstore business.

Copyright Cases

- **NCR Corporation v. Pendum LLC and Burroughs, Inc.**
United States District Court, Northern District of Georgia (Case No. 16-cv-04114-SCJ)
Deposition testimony and expert report: damages associated with lost profits, price erosion, unjust enrichment, and economic effects and harm associated with alleged misappropriation of trade secrets, copyright infringement, trademark infringement, breach of contract, and tortious interference with current and prospective business relations in case involving the servicing of automatic teller machines (ATMs).
- **Syngenta Crop Protection, LLC v. Willowood, LLC, Willowood USA, LLC, Willowood Azoxystrobin, LLC, and Willowood Limited**
US District Court, Middle District of North Carolina (Case No. 1:15-cv-274)
Trial and deposition testimony and expert report: damages and prejudgment interest related to alleged patent and copyright infringement involving crop fungicide.

- **American Society for Testing and Materials d/b/a ASTM International; National Fire Protection Association, Inc.; and American Society of Heating, Refrigerating, and Air Conditioning Engineers, Inc. v. Public.Resource.org, Inc.**
United States District Court for the District of Columbia (Case No. 13-cv-01215-TSC)
Deposition testimony and expert report: harm and public interest involving copyrights and trademarks covering standards incorporated by reference into law.
- **Complex Systems, Inc. v. ABN AMRO Bank N.V.**
United States District Court, Southern District of New York (Case No. 08-cv-7497)
Deposition testimony and expert report: revenues and profits involving copyrighted trade finance software.
- **Shepard Fairey and Obey Giant Art, Inc. v. The Associated Press v. Shepard Fairey; Obey Giant Art, Inc.; Obey Giant LLC; Studio Number One, Inc.; and One 3 Two, Inc.**
United States District Court, Southern District of New York (Case No. 09-01123(AKH))
Deposition testimony and expert report: fair use, damages and profits involving copyrighted photograph of President Obama.
- **CA, Inc.; Computer Associates Think, Inc.; Platinum Technology International, Inc.; and Platinum Technology IP, Inc., v. Rocket Software, Inc.**
United States District Court, Eastern District of New York (Case No. 07-CV-1476 (ADS)(MLO))
Deposition testimony and expert report: lost profits, unjust enrichment, price erosion and prejudgment interest involving copyrights and trade secrets related to DB2 software tools.
- **Alpha International, Inc. v. General Foam Plastics Corp.**
United States District Court, Eastern District of North Carolina (Case No. 4:01-CV-142-H(3))
Deposition testimony and expert report: copyright infringement, trademark infringement, conversion and unjust enrichment involving bowling pin sets and ride-on toys.
- **Insight Development Corp. v. Hewlett-Packard Co.**
United States District Court, Northern District of California (Case No. C 98 3349 CW)
Deposition testimony and expert report: damages and profits associated with alleged contract breaches, patent, copyright and trade secret misappropriation/infringement and unfair competition involving digital image processing and transmission, including that over the internet.
- **First National Bank of Omaha v. Three Dimensions Systems Products, Inc.**
United States District Court, District of Nebraska (Case No. 8:98CV569)
Trial and deposition testimony and expert report: damages and profits associated with an alleged contract breach and copyright infringement involving financial services software.
- **Leslie Atkins v. Benson J. Fischer, et al.**
United States District Court, District of Columbia (Case No. 1:98CV00800)
Deposition testimony and expert report: damages and profits associated with copyright infringement covering beer label and packaging designs.
- **Wrench LLC v. Taco Bell Corp.**
United States District Court, Southern District of Michigan (Case No. 1:98-CV-45)
Trial and deposition testimony and expert report: unjust enrichment and actual damages involving chihuahua promotional campaign.
- **DSC Communications Corp. v. DGI Technologies, Inc.**
United States District Court, Northern District of Texas (Case No. 3:94-CV-1047)
Trial testimony and expert report: reasonable royalty involving copyrights, trade secrets and unfair competition over telecommunications switching equipment.

Breach of Contract Cases

- **In re: Windstream Holdings, Inc., et al. (Debtors); Windstream Holdings, Inc., et al. v. Charter Communications, Inc. and Charter Communications Operating, LLC**
United States Bankruptcy Court, Southern District of New York (Chapter 11, Case No. 19-22312 (RDD); Adv. Pro. No. 19-08246 (RDD))
Deposition testimony and expert report: lost profits and increased costs associated with alleged violations of the Lanham Act and other similar state statutes, breach of contract, violation of the Bankruptcy Code's automatic stay, and equitable subordination involving alleged false advertising campaign.
- **JELD-WEN, Inc. v. John Ambruz and Global Strategic Partners LLC**
American Arbitration Association (Case No. 01-17-0007-0838)
Hearing and deposition testimony and expert report: damages and reasonable royalty associated with alleged misappropriation of trade secrets and breach of contract involving the production of molded door skins.
- **NCR Corporation v. Pendum LLC and Burroughs, Inc.**
United States District Court, Northern District of Georgia (Case No. 16-cv-04114-SCJ)
Deposition testimony and expert report: damages associated with lost profits, price erosion, unjust enrichment, and economic effects and harm associated with alleged misappropriation of trade secrets, copyright infringement, trademark infringement, breach of contract, and tortious interference with current and prospective business relations in case involving the servicing of automatic teller machines (ATMs).
- **MPEG LA, LLC v. Toshiba American Information Systems, Inc.**
Supreme Court of the State of New York, County of New York (Index No. 162716/2015)
Deposition testimony and expert report: contract transfer and patent misuse involving patents directed to digital television standards.
- **Cedars-Sinai Medical Center v. Quest Diagnostics Inc. and Quest Diagnostics Nichols Institute**
United States District Court, Central District of California, Western Division (Case No. 17-cv-5169-GW-FFM)
Deposition testimony and expert report: damages associated with alleged misappropriation of trade secrets, breach of contract, and patent infringement involving diagnostic testing for irritable bowel syndrome (IBS).
- **Western Enterprises, Inc. v. Buckeye Rubber & Packaging Co.; Freudenberg-NOK General Partnership, a/k/a Freudenberg-NOK Sealing Technologies, Inc.; and International Seal Company, Inc.** *Court of Common Pleas, Cuyahoga County, Ohio (Case No. 16-869179)*
Deposition testimony and expert report: damages associated with alleged breaches of contract, duty to indemnify, and negligence related to portable oxygen systems.
- **Luminara Worldwide, LLC v. Shenzhen Liown Electronics Co., Ltd, Central Garden and Pet Co., et al.; Shenzhen Liown Electronics Co., Ltd, Central Garden and Pet Co. v. Luminara Worldwide, LLC, et al. ; and Luminara Worldwide, LLC v. Shenzhen Liown Electronics Co., Ltd and Central Garden and Pet Co., et al.**
United States District Court, District of Minnesota (Case Nos. 14-cv-03103 (SRN/FLN) and 15-cv-03028 (SRN/FLN))
Deposition testimony and expert reports: damages associated with alleged patent infringement and breach of contract, and unjust enrichment associated with breach of non-disclosure agreement and use of trade secrets, related to flameless candle technology and distribution.

- **Red Online Marketing Group LP, d/b/a 50onRED v. Revizer Ltd., d/b/a Ad Force Technologies, Ltd., and Revizer Technologies, Ltd.**
United States District Court, Eastern District of Pennsylvania (Case No. 14-1353)
Deposition testimony and expert report: damages associated with alleged misappropriation of trade secrets, breach of contract, and unfair competition (Lanham Act violations) involving internet monetization products.
- **Luminara Worldwide, LLC v. Shenzhen Liown Electronics Co., Ltd.**
State of Minnesota District Court, County of Hennepin Fourth Judicial District (Case No. 27-CV-14-16085)
Deposition testimony and expert report: damages associated with alleged breaches of contract and duty of good faith and fair dealing related to agreements to manufacture flameless candles.
- **ABS Holdings, Ltd. and ABS Global, Ltd. v. KT Corporation and KTSAT Corporation**
International Court of Arbitration of the International Chamber of Commerce
Arbitration hearing testimony and expert declaration: damages associated with alleged breaches of contract involving the sale and on-going operations of a satellite.
- **Bayer CropScience AG and Bayer CropScience NV v. Dow AgroSciences LLC, Mycogen Plant Science Inc., Agrigenetics, Inc. d/b/a Mycogen Seeds LLC, and Phytogen Seed Company, LLC**
International Chamber of Commerce (Case No. 18892/VRO /AGF)
Arbitration hearing testimony and expert report: damages associated with alleged breach of contract and patent infringement involving genetically modified seed.
- **Immunomedics Inc. v. Nycomed GmnH (n/k/a Takeda GmbH), Takeda Pharmaceutical Company Limited, and Takeda Pharmaceuticals International, Inc.**
International Center for Dispute Resolution
Arbitration hearing testimony and expert report: diminution of value associated with the delayed/failed development of a monoclonal antibody drug to treat various autoimmune diseases.
- **Avocent Redmond Corp. v. Raritan Americas, Inc.**
United States District Court, Southern District of New York (Case No. 10-cv-6100 (PKC)(JLC))
Deposition testimony and expert report: lost profits, lost royalties, reasonable royalty and prejudgment interest involving a patent and contract directed to software and hardware products and technologies that provide connectivity and centralized management of IT infrastructure through KVM switches.
- **General Assurance of America, Inc. v. Overby-Seawell Company**
United States District Court, Eastern District of Virginia, Alexandria Division (Case No. 1:11CV483)
Deposition testimony and expert report: damages and profits associated with obligations arising from a contract involving specialized insurance products.
- **Frontline Placement Technologies, Inc. v. CRS, Inc.**
United States District Court, Eastern District of Pennsylvania (Case No. 2:07-CV-2457)
Deposition testimony and expert report: lost profits, lost royalties, reasonable royalty and prejudgment interest involving a patent and contract directed to automated substitute fulfillment software.
- **Amkor Technology, Inc. v. Tessera, Inc.**
International Chamber of Commerce, International Court of Arbitration (Case No. 166531/VRO)
Arbitration hearing and deposition testimony and expert report: royalty payments due under a contract directed to semiconductor packaging technology.

- **Max-Planck-Gesellschaft zur Förderung der Wissenschaften E. V.; Max-Planck-Innovation GmbH; and Alnylam Pharmaceuticals, Inc. v. Whitehead Institute for Biomedical Research; Massachusetts Institute of Technology; and the Board of Trustees of the University of Massachusetts**
United States District Court, District of Massachusetts (Case No. 2009-11116-PBS)
Deposition testimony and expert report: damages and profits associated with contracts covering the transfer and sharing of RNAi technology.
- **YSL Beauté v. Oscar de la Renta, Ltd.**
American Arbitration Association (Case No. 13 133 01389 08)
Arbitration hearing testimony and expert report: damages associated with alleged breach of contract and trademark infringement involving cosmetics, fragrances and beauty products.
- **IMTEC Imaging LLC v. CyberMed, Inc.**
JAMS Arbitration (Reference No.1410005418)
Arbitration hearing and deposition testimony and expert report: lost profits and development costs associated with the alleged breach of a contract involving a software license agreement directed to cone beam computed tomography machines used in dental applications.
- **Biosynexus, Inc. v. Glaxo Group Limited and MedImmune, Inc.**
New York Supreme Court, County of New York (Case No. 604485/05)
Deposition testimony and expert report: diminution of value associated with the delayed/failed development of a pediatric anti-infective drug.
- **Indiana Mills & Manufacturing, Inc. v. Dorel Industries, Inc.**
United States District Court, Southern District of Indiana (Case No. 1:04-CV-1102)
Deposition testimony and expert report: damages and profits associated with alleged contract breach and patent infringement involving technology directed to automobile child restraint systems.
- **ETEX Corp. v. Medtronic, Inc.; Medtronic International Limited; and Medtronic Sofamor Danek, Inc.**
CPR Institute for Dispute Resolution
Arbitration hearing and deposition testimony and expert report: lost revenues and profits associated with alleged contractual breaches and antitrust violations involving spinal implant materials.
- **Audiotext International, Ltd. and New Media Group, Inc. v. Sprint Communications Co., L.P.**
United States District Court, Eastern District of Pennsylvania (Case No.03-CV-2110)
Deposition testimony and expert report: non-delivery damages involving contracts covering resale of telecommunications services.
- **Medtronic Sofamor Danek, Inc. v. Gary K. Michelson, M.D. and Karlin Technology, Inc.**
United States District Court, Western District of Tennessee (Case No. 01-2373 GV)
Trial and deposition testimony and expert report: damages and profits associated with alleged contractual breaches, tortious interference and intentional negligent representations involving spinal implants.
- **Honeywell International, Inc. and GEM Microelectronic Materials LLC v. Air Products and Chemicals, Inc. and Ashland, Inc.**
Delaware Chancery Court, County of New Castle (Case No.20434-NC)
Trial and deposition testimony and expert report: lost profits associated with alleged contractual breach and tortious interference as well as irreparable harm inquiry involving a strategic alliance to provide electronic chemicals, gases and services to the semiconductor industry.
- **Christopher Karol; and Karol Designs, LLC v. Burton Corp.**
United States District Court, District of Vermont (Case No. 1:01-CV-178)
Deposition testimony and expert report: reasonable royalty and disgorgement of profits involving trade secrets and an NDA directed to snowboard boot and binding technology.

- **Interactive Return Service, Inc. v. Virginia Polytechnic Institute and State University, et al.**
Circuit Court for the City of Richmond (Case No. LM-870-3)
Deposition testimony: lost profits and lost licensing fees involving contracts to develop interactive/return path communications.
- **City of Hope National Medical Center v. Genentech, Inc.**
Superior Court, State of California, County of Los Angeles (Case No. BC215152)
Deposition testimony and expert report: damages associated with alleged breach of contract involving license fees for use of recombinant DNA technology.
- **Igen International, Inc. v. Roche Diagnostics GmbH**
United States District Court, Southern Division of Maryland (Case No. PJM 97-3461)
Trial and deposition testimony and expert report: damages and profits associated with an alleged breach of contract involving electrochemiluminescent detection technology used in DNA probe and immunoassay kits.
- **Trimless-Flashless Design, Inc. v. Augat, Inc.; Thomas & Betts Corp.; Tyco International, Ltd.**
United States District Court, Eastern District of Virginia (Case No. CA00-245-A)
Trial and deposition testimony and expert report: damages and profits associated with alleged breach of contract and misappropriation of trade secrets involving metallized particle interconnects used to connect microprocessors with mother boards.
- **New Industries Co. (Sudan) Ltd. v. PepsiCo, Inc.**
American Arbitration Association (Case No. 50 T 114 00001 95)
Arbitration hearing testimony and expert report: damages and profits associated with breaches of PepsiCo franchise agreement.
- **Insight Development Corp. v. Hewlett-Packard Co.**
United States District Court, Northern District of California (Case No. C 98 3349 CW)
Deposition testimony and expert report: damages and profits associated with alleged contract breaches, patent, copyright and trade secret misappropriation/infringement and unfair competition involving digital image processing and transmission, including that over the internet.
- **First National Bank of Omaha v. Three Dimensions Systems Products, Inc.**
United States District Court, District of Nebraska (Case No. 8:98CV569)
Trial and deposition testimony and expert report: damages and profits associated with an alleged contract breach and copyright infringement involving financial services software.
- **Computer Aid v. Hewlett-Packard**
United States District Court, Eastern District of Pennsylvania (Case No. (C-96-3085 (MHP))
Deposition testimony and expert report: appropriate discount rate and prejudgment interest rate involving a failed software development contract.
- **Wrench LLC v. Taco Bell Corp.**
United States District Court, Southern District of Michigan (Case No. 1:98-CV-45)
Trial and deposition testimony and expert report: unjust enrichment and actual damages involving chihuahua promotional campaign.
- **Kabushiki Kaisha Izumi Seiko Seiskusho v. Windmere Corp. et al.**
United States District Court, Southern District of Florida (Case No. 94-0803-CIV-MOORE)
Deposition testimony and expert declaration: lost revenues and lost profits in a breach of contract, fraud and antitrust case involving rotary shavers.

Antitrust Cases

- **Rambus Inc., v. Micron Technology, Inc.**
California Superior Court, County of San Francisco (Case No. 04-431105)
Deposition testimony and expert report: lost revenues and profits associated with alleged antitrust violations related to DRAM technology.
- **ETEX Corp. v. Medtronic, Inc.; Medtronic International Limited; and Medtronic Sofamor Danek, Inc.**
CPR Institute for Dispute Resolution
Arbitration hearing and deposition testimony and expert report: lost revenues and profits associated with alleged contractual breaches and antitrust violations involving spinal implant materials.
- **Kabushiki Kaisha Izumi Seiko Seiskusho v. Windmere Corp. et al.**
United States District Court, Southern District of Florida (Case No. 94-0803-CIV-MOORE)
Deposition testimony and expert declaration: lost revenues and lost profits in a breach of contract, fraud and antitrust case involving rotary shavers.
- **DSC Communications Corp. v. DGI Technologies, Inc.**
United States District Court, Northern District of Texas (Case No. 3:94-CV-1047)
Trial testimony and expert report: reasonable royalty involving copyrights, trade secrets and unfair competition over telecommunications switching equipment.
- **Travelers Express Co. Inc. v. The Standard Register Co.**
United States District Court, District of Minnesota (Case No. 4-93-436)
Deposition testimony and expert report: lost profits, reasonable royalty, patent misuse and prejudgment interest involving patents directed to money order dispensers.

General Tort Cases

- **In re: Windstream Holdings, Inc., et al. (Debtors); Windstream Holdings, Inc., et al. v. Charter Communications, Inc. and Charter Communications Operating, LLC**
United States Bankruptcy Court, Southern District of New York (Chapter 11, Case No. 19-22312 (RDD); Adv. Pro. No. 19-08246 (RDD))
Deposition testimony and expert report: lost profits and increased costs associated with alleged violations of the Lanham Act and other similar state statutes, breach of contract, violation of the Bankruptcy Code's automatic stay, and equitable subordination involving alleged false advertising campaign.
- **NCR Corporation v. Pendum LLC and Burroughs, Inc.**
United States District Court, Northern District of Georgia (Case No. 16-cv-04114-SCJ)
Deposition testimony and expert report: damages associated with lost profits, price erosion, unjust enrichment, and economic effects and harm associated with alleged misappropriation of trade secrets, copyright infringement, trademark infringement, breach of contract, and tortious interference with current and prospective business relations in case involving the servicing of automatic teller machines (ATMs).
- **Western Enterprises, Inc. v. Buckeye Rubber & Packaging Co.; Freudenberg-NOK General Partnership, a/k/a Freudenberg-NOK Sealing Technologies, Inc.; and International Seal Company, Inc.** *Court of Common Pleas, Cuyahoga County, Ohio (Case No. 16-869179)*
Deposition testimony and expert report: damages associated with alleged breaches of contract, duty to indemnify, and negligence related to portable oxygen systems.

- **General Assurance of America, Inc. v. Overby-Seawell Company**
United States District Court, Eastern District of Virginia, Alexandria Division (Case No.1:11CV483)
Deposition testimony and expert report: damages and profits associated with obligations arising from a contract involving specialized insurance products.
- **The Osage Tribe of Indians of Oklahoma v. The United States of America**
United States Court of Federal Claims (Case No. 99-550 L (into which is consolidated No. 00-169L))
Deposition testimony and expert declaration: present value interest from unpaid oil royalties.
- **Biosynexus, Inc. v. Glaxo Group Limited; and MedImmune, Inc.**
New York Supreme Court, County of New York (Case No. 604485/05)
Deposition testimony and expert report: diminution of value associated with the delayed/failed development of a pediatric anti-infective drug.
- **Bavarian Nordic A/S and Anton Mayr v. Acambis, Inc.**
United States District Court, District of Delaware (Case No. 05-614-SLR)
Deposition testimony and expert report: unjust enrichment and value of property associated with tortious conversion, unfair trade practices and unfair competition involving proprietary technology directed to vaccines.
- **Alpha International, Inc. v. General Foam Plastics Corp.**
United States District Court, Eastern District of North Carolina (Case No. 4:01-CV-142-H(3))
Deposition testimony and expert report: copyright infringement, trademark infringement, conversion and unjust enrichment involving bowling pin sets and ride-on toys.
- **Medtronic Sofamor Danek, Inc. v. Gary K. Michelson, M.D. and Karlin Technology, Inc.**
United States District Court, Western District of Tennessee (Case No. 01-2373 GV)
Trial and deposition testimony and expert report: damages and profits associated with alleged contractual breaches, tortious interference and intentional negligent representations involving spinal implants.
- **Honeywell International, Inc. and GEM Microelectronic Materials LLC v. Air Products and Chemicals, Inc. and Ashland, Inc.**
Delaware Chancery Court, County of New Castle (Case No.20434-NC)
Trial and deposition testimony and expert report: lost profits associated with alleged contractual breach and tortious interference as well as irreparable harm inquiry involving a strategic alliance to provide electronic chemicals, gases and services to the semiconductor industry.
- **Interactive Return Service, Inc. v. Virginia Polytechnic Institute and State University, et al.**
Circuit Court for the City of Richmond (Case No.LM-870-3)
Deposition testimony: lost profits and lost licensing fees involving contracts to develop interactive/return path communications.
- **Omega Engineering, Inc. v. Cole-Parmer Instrument Co.; Davis Instrument Manufacturing Co., Inc.; Dwyer Instruments, Inc.; and Raytek Corp.**
United States District Court, District of Connecticut (Case Nos.3:98 CV 00733 (JCH), 3:98 CV 02052 (JCH) and 3:98 CV 02276 (JCH))
Trial and deposition testimony and expert report: lost profits, reasonable royalty and prejudgment interest involving patents and alleged unfair competitive practices directed to portable infrared thermometers.
- **The University of Colorado Foundation Inc., et al. v. American Cyanamid Co.**
United States District Court, District of Colorado (Case No.93-K-1657)
Trial and deposition testimony and expert report: measure and amount of prejudgment interest in a patent infringement, fraud and unjust enrichment case covering prenatal vitamin formulations.

- **Hunter Group, Incorporated v. Susan Smith, et al.**
United States District Court, District of Maryland (Case No. 97-2218)
Trial and deposition testimony and expert report: lost enterprise value and lost profits associated with improper solicitation of enterprise resource planning software trainers.
- **William Aramony v. United Way of America et al.**
United States District Court, Southern District of New York (Case No. 96 Civ. 3962 (SAS))
Trial testimony and expert report: lost contributions and out-of-pocket losses surrounding the departure of United Way of America president.
- **Fox v. Fox**
State of Virginia, Circuit Court, Arlington County (Chancery No. 96-80)
Trial testimony (proffered) and expert report: prospective valuation of a patent portfolio involving lasers used for lithotripsy and angioplasty.
- **AutoNation, Inc. v. Acme Commercial Corp., et al. (CarMax)**
United States District Court, Southern District of Florida (Case No. 96-6141)
Trial and deposition testimony and expert report: reasonable royalty associated with trademark infringement and unfair competition in the auto superstore business.

International Trade Cases

- **In the Matter of Certain Magnetic Data Storage Tapes and Cartridges Containing the Same (Sony Corporation, Sony Corporation of America, and Sony Electronics, Inc. (Respondents))**
(International Trade Commission Inv. No. 337-TA-1012E)
Deposition testimony and expert report: civil penalty associated with compliance with CDOs involving patents directed to certain magnetic data storage tapes and cartridges.
- **In the Matter of Certain Magnetic Data Storage Tapes and Cartridges Containing the Same (II) (Sony Corporation, Sony Storage Media Solutions Corporation, Sony Storage Media Manufacturing Corporation, Sony DADC US, Inc., and Sony Latin America (Respondents))**
United States International Trade Commission (Inv. No. 337-TA-1076)
Trial and deposition testimony and expert report: domestic industry, bond, and public interest issues involving patents directed to certain magnetic data storage tapes and cartridges.
- **In the Matter of Certain Magnetic Data Storage Tapes and Cartridges Containing the Same (Sony Corporation, Sony Corporation of America, and Sony Electronics, Inc. (Respondents))**
United States International Trade Commission (Inv. No. 337-TA-1012)
Trial and deposition testimony and expert report: economic evaluation of FRAND, commercial success, bond, remedy, domestic industry, and public interest issues involving patents directed to certain magnetic data storage tapes and cartridges.
- **In the Matter of Certain 3G Mobile Handsets and Components Thereof (Nokia (Respondent))**
United States International Trade Commission (Inv. No. 337-TA-613)
Trial and deposition testimony and expert report: economic evaluation of whether proposed license terms for certain wireless devices are discriminatory under a FRAND obligation and economic evaluation of hold-up and reverse hold-up.
- **In the Matter of Certain Sulfentrazone, Sulfentrazone Compositions, and Processes for Making Sulfentrazone (FMC (Complainant))**
United States International Trade Commission (Investigation No. 337-TA-914)
Trial and deposition testimony and expert report: irreparable harm, balance of hardships, and public interest involving a patent directed to a crop herbicide.

- **In the Matter of Certain Opaque Polymers (Organik Kimya (Respondent))**
United States International Trade Commission (Investigation No.337-TA-883)
Deposition testimony and expert report: injury, independent economic valuation, and bond involving trade secrets used in the production of opaque polymers.
- **In the Matter of Certain Wireless Devices with 3G and/or 4G Capabilities and Components Thereof (Nokia (Respondent))**
United States International Trade Commission (Investigation No.337-TA-868)
Trial and deposition testimony and expert report: economic evaluation of whether proposed license terms for certain wireless devices are discriminatory under a FRAND obligation, and economic evaluation of hold-up and reverse hold-up.
- **In the Matter of Certain Wireless Devices with 3G Capabilities and Components Thereof (Nokia (Respondent))**
United States International Trade Commission (Investigation No.337-TA-800)
Trial and deposition testimony and expert report: economic evaluation of whether proposed license terms for certain wireless devices are discriminatory under a FRAND obligation.
- **In the Matter of Certain Computing Devices with Associated Instruction Sets and Software (VIA Technologies, Inc., Centaur Technology, IP-First LLC (Complainants))**
United States International Trade Commission (Investigation No.337-TA-812)
Trial and deposition testimony and expert report: economic evaluation of domestic industry issues associated with importation of certain computing devices.
- **In the Matter of Certain Modified Vaccinia Ankara (“MVA”) Viruses and Vaccines and Pharmaceutical Compositions Based Thereon (Bavarian Nordic A/S (Complainant))**
United States International Trade Commission (Investigation No. 337-TA-550)
Deposition testimony and expert report: domestic industry and injury involving patents and proprietary technology directed to vaccines.

Malpractice Cases

- **TattleTale Portable Alarm Systems, Inc. v. Calfee, Halter & Griswold LLP, et al.**
United States District Court, Southern District of Ohio, Eastern Division (Case No. 2:10-CV-226)
Deposition testimony and expert report: lost royalties associated with a law firm’s negligence in handling a patent directed to portable alarm systems.
- **Timothy Robinson and Whorl, LLC v. Cohen Mohr, LLP; Dan Duval; Perkins Coie, LLP; Perkins Coie, L.P.C.; Perkins Coie, D.C.P.C.; and Perkins Coie, California, P.C.**
State of Virginia, Circuit Court of Fairfax County (Case No. CL-2009-080)
Deposition testimony and expert report: lost value and prejudgment interest involving allegations of law firm’s negligence in securing an interest in intellectual property directed to biometric payment technology.
- **Frank Robertson and Cayvon, Inc. v. Nexsen Pruet Jacobs & Pollard, LLP**
South Carolina Common Pleas Court, Fifth Judicial Circuit, Richland (Case No. 2004-CP-40-5531)
Deposition testimony: lost profits associated with a law firm’s negligence in handling a patent directed to commercial nut-cracking machines.
- **Anodyne Corp. v. Klaas, Law, O’Meara & Malkin**
State of Colorado District Court, City and County of Denver (Case No. 97-CV-7129)
Trial testimony and expert report: lost licensing income and prejudgment interest associated with a law firm’s negligence in filing a patent application directed to wrappable flashlights.

FRAND Cases

- **Audio MPEG, Inc., U.S. Philips Corporation, TDF SAS, and Institut Für Rundfunktechnik GmbH v. Dell, Inc.**
United States District Court, Eastern District of Virginia, Norfolk Division (Case No. 1:15-CV-1674 AJT/TCB)
Deposition testimony and expert report: analysis of patent pool compliance with FRAND commitments and determination of FRAND-compliant royalties involving patents directed to the transmission and storage of digital audio files.
- **In the Matter of Certain Magnetic Data Storage Tapes and Cartridges Containing the Same (Sony Corporation, Sony Corporation of America, and Sony Electronics, Inc. (Respondents))**
United States International Trade Commission (Inv. No. 337-TA-1012)
Trial and deposition testimony and expert report: economic evaluation of FRAND, commercial success, bond, remedy, domestic industry, and public interest issues involving patents directed to certain magnetic data storage tapes and cartridges.
- **In the Matter of Certain 3G Mobile Handsets and Components Thereof (Nokia (Respondent))**
United States International Trade Commission (Inv. No. 337-TA-613)
Trial and deposition testimony and expert report: economic evaluation of whether proposed license terms for certain wireless devices are discriminatory under a FRAND obligation and economic evaluation of hold-up and reverse hold-up.
- **In the Matter of Certain Wireless Devices with 3G and/or 4G Capabilities and Components Thereof (Nokia (Respondent))**
United States International Trade Commission (Investigation No. 337-TA-868)
Trial and deposition testimony and expert report: economic evaluation of whether proposed license terms for certain wireless devices are discriminatory under a FRAND obligation, and economic evaluation of hold-up and reverse hold-up.
- **In the Matter of Certain Wireless Devices with 3G Capabilities and Components Thereof (Nokia (Respondent))**
United States International Trade Commission (Investigation No. 337-TA-800)
Trial and deposition testimony and expert report: economic evaluation of whether proposed license terms for certain wireless devices are discriminatory under a FRAND obligation.

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- “Patent Damages in US Courts: Overview of Current State of Play,” (with Justin McLean, Carla Mulhern, and Robert Vigil), *IAM Yearbook 2019: Building IP Value in the 21st Century* (2018).
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- “Considering Taxes in the Computation of Lost Business Profits,” 25 *Creighton L.R.* 41 (1991).

SPEECHES/COURSES/PRESENTATIONS

- “Remedies,” Guest Lecturer, Georgetown University Law Center, April 2012, April 2013, April 2014, April 2015, April 2016, April 2017, April 2018, and April 2019 (with John Taurman).
- “Patents, Innovation and Value,” Guest Lecturer, University of Pennsylvania Law School, February 2019 (with David Abrams).
- “*Sprint v. Time Warner Cable*: Admissibility of Past Jury Verdicts in Damages Estimation,” Intellectual Property Owners Association Damages and Injunctions Committee Monthly Call, December 2018 (with Mark Finkelstein).
- “Entire Market Value Rule: *Finjan v. Exmark v. Power Integrations*,” 2018 Patent Damages Symposium, The Licensing Executive Society (Washington DC Chapter), September 2018 (with Stephen Crenshaw, Jennifer Vanderhart, Jeff Stec, and Stephen Holzen).
- “2018 Daubert Guideposts in Reasonable Royalty Estimation,” Daubert Motion and Patent Challenges in the 2018 Landscape: Significant Trends and Updates, The Knowledge Group, September 2018 (with James Donohue).
- “TCL v. Ericsson: Non-Discrimination,” TCL v. Ericsson FRAND Decision: Legal Implications, The Knowledge Group, September 2018 (with Alan Cox, Stephen Korniczky, and Mario Lopez).
- “Apportionment in Reasonable Royalty Cases,” Reasonable Royalty Damages, Apportionment and Expert Opinions in Light of *Exmark* Case, The Knowledge Group, May 2018 (with Matthew Lynde, Russell Mangum III, and Joel Wacek).
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- “Post-Trial Remedies,” What Is My Intellectual Property Worth: Issues That Make a Difference Inside and Outside the Courtroom, Inaugural IP Conference on Issues that Make A Difference, University of Arizona James E. Rogers College of Law, March 2018 (with Timothy Sendek).
- “Design Patent Damages Before *Apple v. Samsung*,” Design Patent Damages: Hot Buttons in 2017 and Beyond, The Knowledge Group, July 2017 (with Barry Bell and Jeffery Stec).
- “Early Consideration of Patent Damages,” The Sedona Conference Webinar, June 2017 (with Hon. John Love, Melissa Finocchio, and Andrea Weiss Jeffries).
- “Permanent Injunctive Relief,” Recent Developments in Damages and Injunctions Law, IPO Damages & Injunctions Committee Conference, June 2017 (with Sarah Burstein, Mark Halligan, David Nelson, and Jenna Pellecchia).
- “U.S. Patent Landscape,” The European Patent Market – The Next Wave for Business? International In-House Counsel Journal 5th Annual Conference, March 2017 (with Anders Arvidsson, Mark Houghton, and Bruce Girvan).
- “The Conference on Patent Damages,” University of Texas School of Law, February 2017 (with David Abrams, Elizabeth Bailey, James Kearl, Shirley Webster, and Michael Risch).

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- “Economic Perspectives on Recent Patent Damages Rulings,” Silicon Valley Intellectual Property Law Association, May 2016 (with Michael Chapman).
- “Recent Developments in Reasonable Royalty Damages,” Intellectual Property Owners Association Patent Damages Summit, May 2016 (with Charles Barquist, Douglas Melamed, Joseph Shear, and Karen Vogel Weil).
- “The Rise of the ‘Footprint’ Approach in Reasonable Royalty Damages: What’s New in 2016,” The Knowledge Group, February 2016 (with Lisa Cameron, Thomas Dunlap, Kevin Goldman, and Michael Padden).
- “Patent Infringement Reasonable Royalty Damages: Apportion the Increment?” Asian Pacific American Bar Association of Silicon Valley, November 2015 (with William Rooklidge, Michael Chapman, and Richard Eichmann).
- “Patent Enforcement,” Guest Lecturer, George Washington University Law School, September 2015 (with Chuck Donohoe), September 2016.
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- “Patent Damages Developments in the US,” International Intellectual Property Law Association Global IP Summit, July 2015 (with Iain Connor and Ronald Courtney).
- “WG9 Panel: Development of a Preliminary Compensatory Damages Contentions (PCDCs) Process, Including the Drafting of Local Patent Damages Rules,” The Sedona Conference WG9 and WG10 Joint Midyear Meeting, May 2015 (with Marta Beckwith, Cathy Bissoon, Melissa Finocchio, Andrea Weiss Jeffries, and James Morando).
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- “Patent Damages: How to Build a Case Now,” IPO Chat Channel Webinar, October 2014 (with Paul Grewal and Gary Hoffman).
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- “Economic Testimony in IP Litigation,” Inside Counsel Spotlight, August 2014.

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- “Georgia-Pacific and the Hypothetical Negotiation: Is the Tail Wagging the Dog?” Licensing Executives Society Washington DC Chapter Meeting, May 2012 (with Michael Chapman).
- “Early Evaluation of Damages in Patent Trials,” IPO Chat Channel Webinar, February 2012 (with Peter Armenio and Rachel Krevans).
- “Evolving IP Value: Recent Developments in Damages and Licensing,” Top IP Retreat 2011, September 2011 (with Michael Wagner).
- “Intellectual Property Valuation,” WIPO Summer School on Intellectual Property, USPTO, August 2011 (with Daria Killebrew).
- “Patent Infringement: Calculating Royalty Damages in a Post-Uniloc World,” Strafford Publications Webinar, March 2011 (with Paul Michel, George Pappas, and Carla Mulhern).
- “Uniloc v. Microsoft: The Decision and Its Impact on IP Valuation,” Licensing Executives Society Hot Topic Webinar, January 2011 (with Michael Lasinski, Justin Nelson, and Mohan Rao).
- “Patent Reform Update,” The District of Columbia Bar, January 2011 (with Paul Michel, Cheryl Miller, and Jason Everett).
- “Reasonable Royalties and Apportionment of Value,” CalCPA Education Foundation, IP Damages Institute 2010, November 2010 (with Michael Wagner, Karen Vogel Weil, and William Rooklidge).
- “What is a Trademark Worth?,” Stifel Retail Summer School at Columbia Business School, August 2010.
- “Economics of False Patent Marking,” BNA Webinar and Audioconferences, Recent Developments in the Law and Economics of False Patent Marking, July 2010 (with Anthony Roth and John Browning).
- “Economic Implications of Patent Reform,” Georgetown University McDonough School of Business, Center for Business and Public Policy; McKool Smith; and Analysis Group, Patent Reform 2010: What Shape Will it Finally Take?, June 2010 (with Paul Michel, Bernard Cassidy and Brian Riopelle).
- “Patent Auctions: How Far Have We Come?,” Licensing Executives Society Annual Meeting (Workshop 3-U), October 2009 (with Robin Heider).
- “Creating a Bullet-Proof Damages Case from Day One,” Minnesota’s CLE’s First Litigation Advocacy Institute: Winning Before Trial, June 2009.
- “Permanent Injunction: An Economist’s Perspective,” Strategies for Managing Intellectual Property Litigation Summit, February 2007.
- “Providing Effective Royalty Testimony,” Licensing Executives Society / Association of University Technology Managers Spring Meeting, May 2006 (with Carla Mulhern and Lisa Pirozzolo).
- “Intellectual Property Damages From An Economist’s Perspective,” The District of Columbia Bar, Trade Secrets Section, November 2005 (with Carla Mulhern, Abram Hoffman and Michael Morin).

- “Valuation and Taxation Roundtable Discussion -- Hands on Application of Valuation Tools,” Licensing Executives Society Winter Meeting, February 2005 (with Serge-Alain Wandji).
- “Valuation and Pricing of IP,” Association of University Technology Managers Annual Meeting (Educational Track ED1), February 2005 (with Ashley Stevens, Jennifer Hartt and Andrew Maslow); Licensing Executives Society DC Chapter Meeting, February 2005.
- “Ingredients of a Damages Study,” Law Seminars International, Calculating and Proving Patent Damages, October 2004.
- “Current Topics in Technology Valuation,” Association of University Technology Managers Annual Meeting (Educational Track ED1), March 2004.
- “Creative Thinking on Remedies,” Law Seminars International, Trademarks Transactions and Litigation Workshop, July 2003.
- “Industry Royalty Rates and Profitability: An Empirical Test of the 25% Rule,” Licensing Executives Society Annual Meeting (Workshop 3-L), October 2001 (with Carla Mulhern and Robert Vigil).
- “Patent vs. Trade Secret Protection after 18-Month Publication and Festo--Monetary Relief,” Licensing Executives Society Annual Meeting (Workshop 2-M), October 2001 (with Griffith Price, Jr., John Williamson and Robert Payne).
- “The Design-Around Defense in Lost Profits Litigation,” Patent Lawyers Club of Washington, May 2000.
- “Use of the 25% Rule in Valuing Intellectual Property,” Center for Continuing Education, Santa Clara, California, December 1999.
- “Extracting Value from Intellectual Assets: Valuation,” INTX Seminar -- On the Frontier of Intellectual Asset Management: The Strategic Management of Intellectual Assets, November 1999.
- “Internet Patents – Monetary Remedies,” American Intellectual Property Law Association Mid-winter Meeting – IP Law in Cyberspace, February 1999 (with R. Jeffrey Malinak).
- “Industry Royalty Rates and Profitability: An Empirical Test of the 25% Rule,” Licensing Executives Society Annual Meeting (Workshop 3-11), October 1998 (with Carla Mulhern).
- “Royalty Rates and Awards with Patent Infringement Cases: 1916-1996,” Licensing Executives Society Annual Meeting (Workshop G3), November 1997.
- “Valuation of Technology,” Technology Transfer Society Annual Meeting, July 1997.
- “The Valuation and Licensing of Intellectual Property,” Launchspace, December 1996 (with Robert Goldscheider).
- “Quantifying and Valuing Royalties for Intellectual Property,” The 5th Intellectual Property Institute for Corporate Counsel, May 1996.
- “Taxes and Damages,” CPA/Lawyer Relations Committee, DC Institute of CPAs -Legal and Financial Implications of Damages in Litigation, October 1995.

- “Estimating Lost Profits in Commercial Litigation,” Maryland Association of Certified Public Accountants, Litigation Support Service Conferences, May 1995.
- “Damages in Patent and Trademark Infringement,” Joint American Society of Appraisers and Canadian Institute of Chartered Business Valuators meeting, November 1994.

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Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**SUMMARY COVER SHEET TO THE THIRD INTERIM FEE APPLICATION OF
KATTEN MUCHIN ROSENMAN LLP, CONFLICTS COUNSEL FOR WINDSTREAM
HOLDINGS, INC., *ET AL.*, FOR THE PERIOD FROM NOVEMBER 1, 2019 THROUGH
AND INCLUDING FEBRUARY 29, 2020**

In accordance with the Local Rules for the United States Bankruptcy Court of the Southern District of New York, Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits this summary (the “Summary”) of fees and expenses sought as actual, reasonable and necessary in the fee application to which this Summary is attached (the “Fee Application”) for the period from November 1, 2019 through and including February 29, 2020 (the “Fee Period”).

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 the Debtors have been granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

2 As a courtesy to the Debtors' estates, Katten voluntarily wrote off \$34,341.75 in fees and \$5,746.94 in expenses during the Fee Period. As a further courtesy to the Debtors' estates, in connection with this Fee Application, Katten has voluntarily written off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and credited the Debtors (in the form of a fee write-off) for all duplicating expenses paid during the Fee Period, resulting in an additional reduction of fees in the amount of \$4,408.65. As a result of the foregoing, Katten has written off a total of \$38,750.40 in fees and \$5,746.94 in expenses during the Fee Period, and will not seek payment of these amounts in the Fee Application.

Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements	
Total Amount of Compensation Previously Requested Pursuant to the Interim Compensation Order to Date:	\$6,941,931.20 ³
Total Amount of Expense Reimbursement Previously Requested Pursuant to the Interim Compensation Order to Date:	\$370,860.48 ⁴
Compensation Sought in this Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$2,758,932.60
Expenses Sought in this Application Already Paid Pursuant to the Interim Compensation Order But Not Yet Allowed:	\$238,090.43
Blended Rates and Other Related Information for this Fee Period	
Blended Rate in this Application for All Attorneys:	\$779.52
Blended Rate in this Application for All Timekeepers:	\$751.33
Number of Professionals Included in the Fee Application:	38
Number of Attorneys in this Fee Application Not Included in Staffing Plan Discussed with Client:	N/A
Difference Between Fees Budgeted and Compensation Sought for the Fee Period:	Fees were less than amount budgeted.
Number of Professionals Billing Fewer Than 15 Hours During the Fee Period:	15
Increases in Rates for Timekeepers in this Application Since Date of Retention:	Katten disclosed its hourly rates, effective January 1, 2020, in the Second Supplemental Reisman Declaration of Disinterestedness [Docket No. 1378], filed on December 31, 2019.

This is an: ____ monthly; X interim; ____ final application.

³ This amount reflects 100% of the compensation requested pursuant to Katten's monthly fee statements filed at [Docket Nos. 504, 551, 693, 822, 970, 1079, 1157, 1238, 1360, 1449, 1522 and 1598] (collectively, the "Monthly Fee Statements").

⁴ This amount reflects 100% of the expenses requested pursuant to the Monthly Fee Statements.

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Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**THIRD INTERIM FEE APPLICATION OF KATTEN MUCHIN ROSENMAN LLP,
CONFLICTS COUNSEL FOR WINDSTREAM HOLDINGS, INC., *ET AL.*,
FOR THE PERIOD FROM NOVEMBER 1, 2019 THROUGH AND INCLUDING
FEBRUARY 29, 2020**

Katten Muchin Rosenman LLP (“Katten”), conflicts counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits its third interim fee application (the “Fee Application”) for interim allowance of compensation for professional services provided in the amount of \$3,444,257.10 and reimbursement of actual and necessary expenses in the amount of \$238,090.43 that Katten incurred for the period from November 1, 2019 through and including February 29, 2020 (the “Fee Period”). In support of this Fee Application, Katten submits the declaration of Steven J. Reisman, a partner at Katten (the

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 the Debtors have been granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

Background

A. The Bankruptcy Filing and General Case Background

6. The Debtors are a leading provider of advanced network communications and technology solutions for businesses across the United States. The Debtors also offer broadband, entertainment and security solutions to consumers and small businesses primarily in rural areas in 18 states. Additionally, the Debtors supply core transport solutions on a local and long-haul fiber network spanning approximately 150,000 miles and have over 11,000 employees.

7. On February 25, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of certain facts and circumstances surrounding these 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* (the “First Day Declaration”) [Docket No. 27], filed on the Petition Date.

8. The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 56]. The Debtors continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 12, 2019, the United States Trustee for the Southern District of New York appointed the creditors’ committee (the “UCC”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 136].

9. On April 22, 2019, the Bankruptcy Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all estate professionals in these Chapter 11 Cases.

B. The Debtors' Retention of Katten

10. On March 26, 2019, the Debtors filed the *Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Retention Application") [Docket No. 194]. On April 22, 2019, the Bankruptcy Court entered the Retention Order, which is attached hereto as **Exhibit B**.

11. The Retention Order authorizes Katten to provide the Debtors with the professional services as described in the Retention Application and the terms of Katten's engagement letter between Katten and the Debtors (the "Engagement Letter"), which is dated as of February 24, 2019 and attached to the Retention Order as Exhibit 1. Specifically, but without limitation, the Retention Order authorizes Katten to render the following legal services where Kirkland and Ellis LLP ("K&E") has an actual or perceived conflict of interest or where the Debtors believe it would be more efficient or economical for Katten to handle the matter:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these Chapter 11 Cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these Chapter 11 Cases, including motions, applications, answers, orders, reports and papers necessary or otherwise beneficial to the administration of the Debtors' estates;

- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Bankruptcy Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these Chapter 11 Cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

C. Disinterestedness of Katten

12. As disclosed in the *Declaration of Steven J. Reisman in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Conflicts Counsel for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date*, attached as Exhibit B to the Retention Application (the "Declaration of Disinterestedness") (a) Katten is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates, and (b) Katten has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Declaration of Disinterestedness.

13. Katten may have in the past represented, may currently represent and likely in the future will represent parties in interest in connection with matters unrelated to the Debtors in these Chapter 11 Cases. In the Declaration of Disinterestedness, Katten disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts. Katten

7
WIN Ex. 104
Page 11 of 258

20. Among other things, Katten makes sure that all overtime meals, travel meals, hotel rates and airfares are reasonable and appropriate expenses for which to seek reimbursement.

Katten's Requested Compensation and Reimbursement Should be Allowed

15
WIN Ex. 104
Page 19 of 258

actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, 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; and
- (e) 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).

23. Katten respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors’ estates. Katten further believes that it performed the services for the Debtors economically, effectively and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors’ estates and the Debtors’ constituents. Katten further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties-in-interest.

26. In sum, Katten respectfully submits that the professional services provided by Katten on behalf of the Debtors and their estates during these Chapter 11 Cases were necessary and appropriate given the complexity of these Chapter 11 Cases, the time expended by Katten, the nature and extent of Katten's services provided, the value of Katten's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Katten respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Reservation of Rights

27. It is possible that some professional time expended or expenses incurred during this Fee Period are not reflected in this Fee Application. Katten reserves the right to include such amounts in future fee applications.

Notice

28. The Debtors have provided notice of this Fee Application to: (a) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors' case website at www.kccllc.net/windstream) and (b) any person or entity with a particularized interest in the subject matter of the Fee Application. The Debtors respectfully submit that no other or further notice is necessary.

No Prior Request

29. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, Katten respectfully requests that the Bankruptcy Court enter an order (a) awarding Katten interim compensation for professional and paraprofessional services rendered during the Fee Period in the amount of \$3,444,257.10, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$238,090.43; (b) authorizing and directing the Debtors to remit payment to Katten for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: April 14, 2020
New York, NY

/s/ Steven J. Reisman
Steven J. Reisman, Esq.
Shaya Rochester, Esq.
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022-2585
Telephone: (212) 940-8800
Facsimile: (212) 940-8876
Email: sreisman@katten.com
srochester@katten.com

*Conflicts Counsel for the Debtors and
Debtors in Possession*

Exhibit A

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

Reisman Declaration

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

Conflicts Counsel to the Debtors and Debtors in Possession

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

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

**DECLARATION OF STEVEN J. REISMAN IN SUPPORT OF THE THIRD INTERIM
FEE APPLICATION OF KATTEN MUCHIN ROSENMAN LLP, CONFLICTS
COUNSEL FOR WINDSTREAM HOLDINGS, INC., *ET AL.*, FOR THE PERIOD FROM
NOVEMBER 1, 2019 THROUGH AND INCLUDING FEBRUARY 29, 2020**

I, Steven J. Reisman being duly sworn, state the following under penalty of perjury to the best of my knowledge and belief:

1. I am a partner in the law firm of Katten Muchin Rosenman LLP ("Katten"), located at 575 Madison Avenue, New York, New York 10022. I am the Chair of the New York Insolvency and Restructuring Practice at Katten. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Courts for the Southern District of New York and Eastern District of New York and the United States

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 the Debtors have been granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <http://www.kccllc.net/windstream>. The location of the Debtors' service address for purposes of these Chapter 11 Cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

- g. in accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between Katten and any other person for the sharing of compensation to be received in connection with the Debtors' Chapter 11 Cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, and Local Bankruptcy Rules; and
- h. all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

Exhibit B

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

Retention Order

**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)
)	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
KATTEN MUCHIN ROSENMAN LLP AS CONFLICTS COUNSEL FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE *NUNC PRO TUNC* TO THE
PETITION DATE**

Upon the unopposed application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Katten Muchin Rosenman LLP (“Katten”) as their conflicts counsel effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”); and the Court having reviewed the Application, the Declaration of Steven J. Reisman, a partner of Katten (the “Reisman Declaration”), and the declaration of Kristi Moody, Executive Vice President, General Counsel, and Corporate Secretary of Windstream Holdings, Inc. (the “Moody Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant

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

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.



1922312190422000000000012

to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Reisman Declaration that (a) Katten does not hold or represent an interest adverse to the Debtors' estates and (b) Katten is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is necessary and in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and after due deliberation the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein, it is HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. The Debtors are authorized to retain and employ Katten as their conflicts counsel *nunc pro tunc* to the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**.
3. **Katten is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Katten will render the following legal services where Kirkland has an actual or perceived conflict of interest or where the Debtors believe it would be more efficient or economical for Katten to handle the matter::**

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

4. Katten shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court.

5. All compensation and reimbursement provisions of the Engagement Letter are subject to paragraph 3 hereof.

6. Katten shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Katten to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

7. Katten shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. All parties in interest retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code.

8. Katten shall not withdraw as Debtors' conflicts counsel before the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of the Court in accordance with Local Bankruptcy Rule 2090-1(e).

9. The Debtors and Katten are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

11. To the extent the Application, the Reisman Declaration, the Moody Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Exhibit 1

Engagement Letter

Katten

KattenMuchinRosenman LLP

575 Madison Avenue
New York, NY 10022-2585
212.940.8800 tel
www.kattenlaw.com

STEVEN J. REISMAN
sreisman@katten.com
212.940.8700 direct

Dated as of February 24, 2019

VIA EMAIL: kristi.moody@windstream.com

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

Re: **Engagement Agreement**

Dear Kristi:

We are pleased to have the opportunity to represent Windstream Holdings, Inc. and its debtor affiliates to the extent requested by the client (the "Client") with regard to providing advice and representation as co-counsel in connection with a potential in-court restructuring and such other matters as the Client may request and the Firm may agree to handle (the "Matters"). Kirkland & Ellis LLP will be serving as lead counsel. This letter and the enclosed Terms of Engagement which contains a provision on conflicts of interest, describe the basis on which the Firm provides legal services.

I will be the lawyer at the firm with the primary responsibility for the Matter and understand that it is your expectation, as well as my own intention, that I be involved in managing all aspects of this engagement. I will be assisted by such other partner(s), associate(s), and other member(s) of the Firm as appropriate. As indicated in the Terms of Engagement, our fees are based upon our hourly rates unless otherwise noted herein.

Please review the Terms of Engagement, with the assistance of independent counsel if you wish, and let me know if you have any questions about them. If all the terms are satisfactory, please indicate your consent by signing this letter and returning it to me. However, your continuing instructions in this matter will amount to your acceptance of the terms of this letter, including the Terms of Engagement (collectively the "Terms"). All parties to this agreement agree that a digital signature shall be effective to prove each party's agreement to the Terms. Furthermore, the parties agree that the Terms may be proven through an electronic copy in digital format, and that no "original" hard-copy document need be retained to prove the Terms.

Upon your commencement of a restructuring case under Chapter 11 of the U.S. Bankruptcy Code, your ongoing employment of the Firm will be subject to the approval of the

AUSTIN CENTURY CITY CHARLOTTE CHICAGO DALLAS HOUSTON IRVING LOS ANGELES
NEW YORK ORANGE COUNTY SAN FRANCISCO BAY AREA SHANGHAI WASHINGTON, DC

LONDON: KATTEN MUCHIN ROSENMAN UK LLP

A limited liability partnership including professional corporations



Dated as of February 24, 2019
Page 2

court with jurisdiction over the bankruptcy petition. If necessary, the Firm will take steps to prepare the disclosure materials required in connection with the Firm's retention as restructuring co-counsel/ efficiency counsel. If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties. The Firm will then give you a draft of this schedule once it is available. Even if the Firm does not believe that these relationships constitute actual conflicts of interest, these relationships must be described and disclosed in your application to the court to retain the Firm. If in the Firm's determination a conflict of interest arises in your Chapter 11 case requiring separate conflicts counsel, then you will be required to use separate conflicts counsel in those matters. Further, you understand, acknowledge, and agree that in connection with a Chapter 11 case, if you have not objected to the payment of a Firm invoice or to a Firm fee and expense application, have in fact paid such invoice, or have approved such fee and expense application, then you waive your right to subsequently object to the payment of fees and expenses covered by such invoice or fee application. You should also be aware that, under applicable law, in the event a trustee or examiner is appointed in any Chapter 11 case or a trustee is appointed in a superseding Chapter 7 case, the trustee or examiner may waive the attorney-client privilege as to otherwise privileged communications between the Firm and your representatives.

Upon your commencement of a restructuring case under Chapter 11 of the Bankruptcy Code, the Firm will comply with the United States Trustee's guidelines for fees and expenses, notwithstanding any terms herein to the contrary. In the event of a bankruptcy filing, the Bankruptcy Code will rule and override Section VIII of the Terms of Engagement regarding arbitration.

A schedule of the Firm's standard hourly rates is annexed as Exhibit A. The Firm's disbursements that are billed on a per-unit basis are annexed as Exhibit B. The Firm's wiring instructions are annexed as Exhibit C and the Firm's W-9 Taxpayer Certification is annexed as Exhibit D.



Dated as of February 24, 2019
Page 3

Thank you for allowing us the privilege of this representation. We value and appreciate the trust and confidence you have placed in us and we assure you we will do our best to see that your expectations are satisfied.

My best.

Sincerely,

Steven J. Reisman

SJR:aa
w/Attachment

cc: Ross M. Kwasteniet, Esq. (ross.kwasteniet@kirkland.com)
(Kirkland & Ellis LLP)

This letter and the Terms of Engagement are agreed to:

WINDSTREAM HOLDINGS, INC.

By:

Name:

Title:

Dated as of February 24, 2019

Kristi Moady
Kristi Moady
SVP, General Counsel & Corporate Secretary

KATTEN MUCHIN ROSENMAN LLP
TERMS OF ENGAGEMENT

The information below describes the terms that apply to the legal services provided for you by Katten Muchin Rosenman LLP (the "Firm"). We encourage you to discuss any of these Terms with us at any time. If modifications to the Terms are needed, you should discuss that with us so that agreement on changes can be reached and reduced to writing. All references to "you" or "your" means only the client or clients identified in our engagement letter. **Individuals or entities that are related to or affiliated with you, such as partners, officers, directors, stockholders, parent companies, related companies, or family members, are not clients, unless we otherwise agree in writing.**

I. Scope of Representation. The scope of the work we will do for you is limited to the description stated in our engagement letter. Any changes or additions to the scope of our work, which we would be pleased to consider, must be agreed to and memorialized by letter or email. Unless that description states otherwise, **our engagement does not include responsibility for:** (1) review of your insurance policies to determine the possibility of coverage for our fees and costs or for the claim asserted against you, (2) notification of your insurance carriers about a matter, (3) advice to you about your disclosure obligations concerning a matter under the federal securities laws or any other applicable law, or (4) advice to you about tax issues that relate to a matter. If we agree to represent you in additional matters, we will do so in writing by letter or email, and the Terms of our engagement will remain the same for these additional matters unless changed by agreement in writing.

Additionally, if in response to your request or by requirement of lawful process we: testify; gather and/or produce documents; respond to document hold or production requests; or respond to any other requests in connection with possible, threatened or actual proceedings commenced by third parties that relate to our representation of you, you agree to pay us our reasonable fees and costs incurred.

II. Staffing. Steven J. Reisman will have the primary responsibility for our relationship. We assign additional lawyers and other personnel when needed based upon the type of work and the appropriate experience level required.

III. Client Responsibilities. You agree to provide us with all information that we believe is necessary or appropriate to fulfill our professional responsibilities in this matter and to cooperate with us in matters such as fact investigation, preparation of pleadings, discovery responses, settlement conferences, etc. You will designate one or more persons to give us instructions and authority to receive our requests and inquiries. You further agree that without our express written consent, you will not use our name or the fact of your engagement of us in any form of advertising or solicitation of business.

IV. Financial Arrangements.

A. Fees and Expenses. Our fees are based primarily upon the hourly rates of our lawyers and other personnel in effect when the services are performed. These rates change periodically based upon economic factors and the experience level of our

personnel. In determining the amount of our fee, we may also consider and adjust our total fee based on other factors, including the novelty and difficulty of the issues involved, the amount involved and the results obtained, and the time limits, if any, imposed by you or by the circumstances of the engagement. We are affiliated with Katten Muchin Rosenman UK LLP of London, England, and if we obtain advice or services on your behalf from that firm, we will include their time and expenses on our bill.

Expenses include items such as consultants, experts, filing fees, court reporting fees, travel costs, overnight or other special mail services, messenger services, photocopies, long distance telephone, outgoing faxes, research service charges (e.g., LEXIS), secretarial and other staff overtime charges (when required to meet the needs of the matter), and other special services such as document imaging. Certain of these charges are adjusted to include administrative and overhead expenses incurred by the Firm to provide the billed service. With respect to costs incurred and payable to third parties, such as court reporters or experts, it is our usual policy to forward those bills to you for payment directly to the third party, and you agree to pay those fees directly to the provider. As an accommodation to you, however, we may advance those costs on your behalf and include them in our monthly bills. Some large disbursements may be forwarded to you for direct payment. Some charges may not be in the system at the time of monthly billing and will appear on a later bill.

B. Fee Deposits. The amount of any fee deposit required in this engagement, if any, is set forth in the engagement letter, which is not an estimate of the total costs of the representation, nor is it a maximum fee. This fee deposit will be deposited in the Firm's client retainer trust account and will be used to pay our fees and expenses when they come due. We will pay our monthly invoices using the fee deposit when earned, unless you already have paid the invoice or dispute the amount of our invoice before that time. You agree that you will maintain the fee deposit balance at the amount agreed in the engagement letter. Accordingly, while we will pay our invoices from the fee deposit as set forth above, you agree to maintain the agreed balance by either paying each invoice within 20 days of mailing or by replenishing the fee deposit in a like amount. In the event our fees and expenses exceed the retainer deposited with us, we will bill you for the excess. We may, as an accommodation to you, agree to waive the fee deposit if our invoices are timely paid. In the event we do so, however, you agree that we may request replenishment of the fee deposit at any time, should we determine that to be necessary, in our sole discretion. We may also request, and you agree to provide, additional fee advances from time to time based on our estimates of future work to be undertaken. If you fail to maintain the balance of the fee deposit when requested or to pay promptly any additional fees requested, we reserve the right to cease performing further work and withdraw from the representation.

C. Billing and Payment. We generally forward our statements monthly. The statements will include a brief description of the work performed, the date the work was performed, the time required to do the work, and the expenses incurred. Payment is due promptly upon receipt of our statement. We reserve the right to terminate our representation of clients who do not pay promptly. We do not and cannot guarantee the

outcome of any matter, and payment of our fees and disbursements is not conditioned on any particular outcome.

V. Electronic Communication. The use of email can be an efficient means of communication, and we use it often in communicating with clients. Some clients also use instant messaging as a means of communication. However, these electronic communications can be delayed or blocked (for example, by anti-spam software) or otherwise not transmitted. You must not assume that an email or instant message sent to us was actually opened and read by us unless you receive a non-automated reply message indicating that we have read your message.

VI. Responses to Auditors' Inquiries. We are frequently asked to provide information to auditing firms regarding client legal matters and we respond to those inquiries with the same level of care and professionalism used to handle the client's other legal work. We will accordingly charge for those services at the same rates. When you make a written request that we provide information to an auditing firm, we will deem your request to be your consent for us to disclose the requested information on your behalf. Additionally, when an auditing firm makes a written request for information on your behalf, that request will be deemed to be your consent for us to disclose that information to the auditing firm.

VII. Conflicts of Interest Issues. As you know, we are a large general services law firm with many clients and with offices located in Austin, Texas; Charlotte, North Carolina; Chicago, Illinois; Dallas, Texas; Houston, Texas; Irving, Texas; Los Angeles, California (Century City and Downtown); New York, New York; Orange County, California; San Francisco Bay Area, California; Washington D.C.; and Shanghai, China, and we have an affiliate in London, England. It is possible that, during the course of our engagement, an existing or future client may seek to hire the Firm in connection with an actual or potential transaction or pending or potential litigation or other dispute resolution proceeding in which such other client's interests are or potentially may become adverse to your interests.

Because the duty of loyalty would otherwise prevent the Firm from being adverse to a current client, rules of professional conduct prevent the Firm from accepting such engagements during the Firm's representation of you absent informed consent by you and the waiver of the duty of loyalty. In particular, the Firm often represents parties in restructuring and insolvency matters, both in- and out-of-court. By agreeing to these Terms of Engagement, you waive the duty of loyalty insofar as it would be applicable and agree that, even while the Firm is representing you, and at all times thereafter, the Firm may represent existing or new clients in any matter that is not substantially related to our work for you, even if the interests of such clients are adverse to yours (whether or not you are then represented by the Firm), or any of your affiliates, including litigation in which you or any of your affiliates are parties. This waiver also is intended to allow the Firm to examine or cross-examine you (and/or your employees and agents) on behalf of existing or new clients in other proceedings (including but not limited to proceedings to which you are not a party) provided the other matter is not substantially related to our representation of you. Notwithstanding this consent and waiver, the Firm will not undertake such representation unless we first reasonably determine that we will be able to provide competent and diligent representation to both of the affected clients. We also will continue to maintain the confidentiality of the confidential information you provide to us in the course of the Firm's

engagement by you, and will not use such information for any purpose except for the benefit of, and on behalf of, you without your written consent.

Potential adverse consequences may result from the Firm's representing parties that are adverse to you. These may include a perception that the Firm's loyalty and independence of judgment with respect to you are impaired. Also, the Firm's representation of parties adverse to you may come at a time when it would harm your interests to terminate the services of the Firm, or after expenditures of fees and costs to the Firm that might need to be replicated by new counsel. The Firm encourages you to have this conflicts waiver reviewed by independent counsel acting on your behalf before agreeing to these Terms of Engagement.

Further, in the course of our representation of you, it may be necessary for our lawyers to analyze or address their professional duties or responsibilities or those of the Firm, and to consult with the Firm's General Counsel, Deputy General Counsel, Conflicts Counsel, or other lawyers in doing so. To the extent we are addressing our duties, obligations or responsibilities to you in those consultations, it is possible that a conflict of interest might be deemed to exist as between our Firm and you. As a condition of this engagement, you waive any conflict of interest that might be deemed to arise out of any such consultations. You further agree that these consultations are protected from disclosure by the Firm's attorney-client privilege. Nothing in the foregoing shall diminish or otherwise affect our obligation to keep you informed of material developments in your representation, including any conclusions arising out of such consultations to the extent that they affect your interests.

VIII. Arbitration of Disputes. You acknowledge having reviewed a copy of Part 137 of the Rules of the Chief Administrator of the Courts of New York (available at <http://www.courts.state.ny.us/admin/feedispute/137.pdf> or upon request from us) which provides a mechanism for resolution of fee disputes between us using a particular arbitration procedure and forum; you have a right to select this mechanism for the resolution of fee disputes between us under this letter agreement unless you waive that right. You hereby waive that right, and you and we instead agree upon the following: If any dispute, controversy or claim directly or indirectly relating to or arising out of this agreement, work we perform for you or the fees charged by us or your failure to pay such fees you agree that such dispute shall be submitted to binding arbitration with JAMS in New York, New York under the JAMS Comprehensive Arbitration Rules and Procedures. The arbitrator shall have no authority to award punitive damages or to treble or otherwise multiply actual damages. The award in the arbitration shall be final and binding and judgment thereon may be entered and enforced in any court of competent jurisdiction. The costs and expenses (including reasonable attorney's fees of the prevailing party) shall be borne and paid by the party that the arbitrator, or arbitrators, determine is the non-prevailing party. You agree and consent to personal jurisdiction, service of process and venue in any federal or state court within the State of New York in connection with any action brought to enforce an award in arbitration. You further agree that service of process may be made upon you by Katten Muchin Rosenman LLP by causing process to be delivered to you at the above address (or such other address of which you hereafter shall advise us in writing) by registered or certified mail, return receipt requested.

IX. Conclusion of Representation. Our representation of you will terminate when we send you our final statement for services rendered in this matter. We may also terminate our

representation for any reason consistent with rules of professional responsibility, including conflicts of interest or your failure to pay our fees and expenses. Our representation may also be terminated upon your request. Following termination, any nonpublic information you have supplied to us which is retained by us will be kept confidential in accordance with applicable rules of professional responsibility. Once our representation is concluded, we will not be obligated to take any steps such as keeping track of deadlines, filing papers, pursuing appeals, or monitoring or advising you about changes in the law or circumstances that might bear upon the concluded matter.

X. Disposition of Client Files. Upon conclusion of your representation, we may return to you your original papers, documents and/or other property that you provided to the Firm during our engagement. You agree to accept the return of such documents and/or property. If you so request, we will also provide to you, at your expense, copies or originals of your complete file. We reserve the right to make, at our expense, copies of all documents generated or received by us in the course of our representation of you. The Firm will not provide copies or originals of the Firm Administrative or Matter Administration files pertaining to the matter, which will be retained by the Firm. All such documents retained by the Firm, including client files (including any original documents and/or property that we attempted unsuccessfully to return to you) and Firm Administrative or Matter Administration files, will be transferred to the person responsible for administering our records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any documents or other materials retained by us within a reasonable time, but not less than seven (7) years after the matter is closed.

EXHIBIT A
RATES

<u>PROFESSIONALS</u>	<u>STANDARD RANGE</u>
Partner	\$785 - \$1,430
Associate	\$450 - \$930
Counsel and Special Staff	\$665 - \$1,035
Of Counsel	\$865 - \$1,205
Paralegal	\$190 - \$545

EXHIBIT B
PER UNIT EXPENSES

Description	Cost per page
Fax	\$1.60
Photocopy Costs	\$.20
Photocopy – Wide Format	\$1.00
Color Printing / Copies	\$.25

EXHIBIT C

KATTEN MUCHIN ROSENMAN LLP

WIRE INSTRUCTIONS

Bank: JP Morgan Chase Bank
1211 Avenue of the Americas
New York, New York 10036
Attn: Mindy Drogos
Phone 1-847-398-4102

Account Name: Katten Muchin Rosenman LLP
Operating Account

Bank ABA#: 021000021

Account Number: 967343933

SWIFT Code: CHASUS33

Ref: Windstream Holdings, Inc.

<p>Form W-9 (Rev. November 2017) Department of the Treasury Internal Revenue Service</p>	<p>Request for Taxpayer Identification Number and Certification</p> <p>► Go to www.irs.gov/FormW9 for instructions and the latest information.</p>	<p>Give Form to the requester. Do not send to the IRS.</p>																																													
<p>1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.</p> <p>Katten Muchin Rosenman LLP</p>																																															
<p>2 Business name/disregarded entity name, if different from above</p>																																															
<p>See Specific Instructions on page 3.</p>	<p>3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.</p> <p><input type="checkbox"/> Individual/sole proprietor or single-member LLC</p> <p><input type="checkbox"/> C Corporation</p> <p><input type="checkbox"/> S Corporation</p> <p><input checked="" type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Trust/estate</p> <p><input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► _____</p> <p><small>Note: Check the appropriate box in this line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.</small></p> <p><input type="checkbox"/> Other (see instructions) ► _____</p>																																														
	<p>4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):</p> <p>Exempt payee code (if any) _____</p> <p>Exemption from FATCA reporting code (if any) _____</p> <p><small>(Applies to accounts maintained outside the U.S.)</small></p>																																														
	<p>5 Address (number, street, and apt. or suite no.) See instructions.</p> <p>525 West Monroe Street, Suite 1900</p>																																														
	<p>6 City, state, and ZIP code</p> <p>Chicago, Illinois 60661-3693</p>																																														
<p>7 List account number(s) here (optional)</p>																																															
<p>Part I Taxpayer Identification Number (TIN)</p> <p>Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i>, later.</p> <p><small>Note: If the account is in more than one name, see the instructions for line 1. Also see <i>What Name and Number To Give the Requester</i> for guidelines on whose number to enter.</small></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="9" style="text-align: center;">Social security number</td> </tr> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> <tr> <td colspan="9" style="text-align: center;">or</td> </tr> <tr> <td colspan="9" style="text-align: center;">Employer identification number</td> </tr> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> </table>			Social security number																		or									Employer identification number																	
Social security number																																															
or																																															
Employer identification number																																															
<p>Part II Certification</p> <p>Under penalties of perjury, I certify that:</p> <p>1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and</p> <p>2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest and dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and</p> <p>3. I am a U.S. citizen or other U.S. person (defined below); and</p> <p>4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.</p> <p>Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.</p>																																															
<p>Sign Here Signature of U.S. person ► Date ► 1/2/19</p>																																															
<p>General Instructions</p> <p>Section references are to the Internal Revenue Code unless otherwise noted.</p> <p>Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.</p> <p>Purpose of Form</p> <p>An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • Form 1099-INT (interest earned or paid) • Form 1099-DIV (dividends, including those from stocks or mutual funds) • Form 1099-MISC (various types of income, prizes, awards, or gross proceeds) • Form 1099-B (stock or mutual fund sales and certain other transactions by brokers) • Form 1099-S (proceeds from real estate transactions) • Form 1099-K (merchant card and third party network transactions) • Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition) • Form 1099-C (canceled debt) • Form 1099-A (acquisition or abandonment of secured property) <p>Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.</p> <p><i>If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What Is backup withholding, later.</i></p>																																															

Exhibit C

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

Budget and Staffing Plan
for the Time Period of November 1, 2019 through February 29, 2020

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

Budget for the Time Period of November 1, 2019 through February 29, 2020

Matter	Matter Description	Hours Budgeted	Total Compensation Budgeted
2	Retention and Fee Applications	150	\$ 60,000
7	Adversary Proceedings, Contested Matter	200	150,000
8	Charter Litigation	4,500	3,750,000
10	Business Operations	10	10,000
11	Case Administration	15	15,000
19	Hearings	15	15,000
Total		4,890	\$ 4,000,000

Staffing Plan for the Time Period of November 1, 2019 through February 29, 2020

Category of Timekeeper	Number of Timekeepers Expected to Work on Matter Categories During the Budget Period	Average Hourly Rate
Partner	10	\$ 1,000
Associate	15	650
Paraprofessional	7	275
Total Attorney	25	790
Total	32	\$ 677

Exhibit D

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

Voluntary Rate Disclosures

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

Voluntary Rate Disclosures

- The blended hourly rate for Katten timekeepers in the New York, Washington, D.C., and Chicago offices (including both professionals and paraprofessionals) who billed to non-bankruptcy matters (collectively, the “Non-Bankruptcy Matters”)¹ during the period beginning on March 1, 2019 and ending on February 29, 2020 (the “Comparable Period”) was, in the aggregate, approximately \$636 per hour (the “Non-Bankruptcy Blended Hourly Rate”).²
- The blended hourly rate for all Katten timekeepers (including both professionals and paraprofessionals) who billed to the Debtors during the Fee Period was approximately \$751.33 per hour (the “Debtor Blended Hourly Rate”).³
- A detailed comparison of these rates is as follows:

Position at Katten	Debtor Blended Hourly Rate for this Fee Application ⁴	Non-Bankruptcy Blended Hourly Rate
Partners	\$ 953.09	\$ 830.00
Counsel	945.00	703.00
Associates	617.41	510.00
Paraprofessionals	266.86	281.00
Total Combined Blended Rate	\$ 751.33⁵	\$ 636.00

¹ It is the nature of Katten's practice that certain non-bankruptcy engagements require the advice and counsel of professionals and paraprofessionals who work primarily within Katten's Insolvency and Restructuring Practice. Accordingly, "Non-Bankruptcy Matters" consist of matters for which Katten's domestic timekeepers represented a client in a matter other than an in-court bankruptcy proceeding. Moreover, the Non-Bankruptcy Matters may include time billed by Katten domestic timekeepers who work primarily within Katten's Insolvency and Restructuring Practice.

² Katten calculated the blended rate for Non-Bankruptcy Matters by dividing the *total dollar amount billed* by Katten timekeepers in the New York, Washington, D.C., and Chicago offices to the Non-Bankruptcy Matters during the Comparable Period by the *total number of hours* billed by Katten timekeepers in the New York, Washington, D.C., and Chicago offices to the Non-Bankruptcy Matters during the Comparable Period.

³ Katten calculated the blended rate for timekeepers who billed to the Debtor by dividing the *total dollar amount billed* by such timekeepers during the Fee Period by the *total number of hours billed* by such timekeepers during the Fee Period.

⁴ These amounts do not reflect fees written off for time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period.

⁵ The Debtor Blended Hourly Rate for this Fee Application is greater than the Non-Bankruptcy Blended Hourly Rate because Katten was required to staff the Charter Adversary Proceeding with multiple Partners and other senior level attorneys from its Litigation, Intellectual Property and Insolvency & Restructuring Departments due to the complexity and expedited nature of the Charter Adversary Proceeding.

Exhibit E

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

**Summary of Total Fees Incurred and Hours Billed
for the Time Period of November 1, 2019 through February 29, 2020**

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

**Summary of Attorney Timekeepers
 for the Time Period of November 1, 2019 through February 29, 2020**

Attorney Name	Position	Year Admitted	Department	Hourly Billing Rate ¹	Hours Billed in this Fee Application	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	2020: 1,325 2019: 1,220	30.70	\$ 37,706.00
John P. Sieger	Partner	1997	Restructuring	2020: 1,100 2019: 975	13.10	12,772.50
Terence P. Ross	Partner	1983	Intellectual Property	2020: 1,045 2019: 985	788.00	798,074.00
Shaya Rochester	Partner	2003	Restructuring	2020: 1,045 2019: 965	543.90	544,751.50
James V. Drew	Partner	2002	Restructuring	2020: 965 2019: 890	9.90	8,953.50
Eric Seitz	Special Counsel	2009	Restructuring	2020: 945 2019: 900	11.60	10,962.00
David J. Stagman	Partner	1993	Litigation	2020: 940 2019: 880	79.90	71,092.00
Ryan J. Larsen	Partner	2000	Litigation	2020: 925 2019: 870	52.20	46,332.50
Brian Sodikoff	Partner	2003	Intellectual Property	2020: 905 2019: 850	46.10	39,185.00
Robert T. Smith	Partner	2006	Litigation	2020: 900 2019: 845	30.60	26,643.50
Jeffrey A. Wakolbinger	Partner	2008	Intellectual Property	2020: 890 2019: 835	83.00	70,278.50
Michael R. Justus	Partner	2008	Intellectual Property	2020: 855 2019: 800	426.90	349,797.50
Craig A. Convissar	Associate	2012	Litigation	2020: 880 2019: 790	35.70	28,365.00

¹ As set forth in Katten's Retention Application, Katten's hourly rates are subject to periodic adjustments. Katten disclosed its hourly rates, effective January 1, 2020, in the Second Supplemental Reisman Declaration of Disinterestedness [Docket No. 1378], filed on December 31, 2019.

Attorney Name	Position	Year Admitted	Department	Hourly Billing Rate ¹	Hours Billed in this Fee Application	Total Compensation
Julia L. Mazur	Associate	2012	Intellectual Property	2020: 855 2019: 790	191.80	157,489.00
Eric T. Werlinger	Associate	2012	Litigation	2020: 855 2019: 790	142.20	117,505.50
Matthew Holub	Associate	2012	Intellectual Property	2020: 835 2019: 720	195.50	144,313.50
Thomas Peabody	Associate	2014	Litigation	2020: 760 2019: 695	98.30	74,708.00
Lindsay Lersner	Associate	2018	Restructuring	2020: 725 2019: 605	5.00	3,025.00
Kristin Lockhart	Associate	2016	Intellectual Property	2020: 680 2019: 605	424.80	266,019.00
Allison E. Yager	Associate	2014	Restructuring	2020: 680 2019: 605	50.50	32,600.00
Eric T. Haitz	Associate	2016	Restructuring	2020: 680 2019: 605	5.10	3,085.50
Bryant Churbuck	Associate	2018	Restructuring	2020: 660 2019: 515	202.90	112,541.00
Christopher Vazquez	Associate	2017	Litigation	2020: 640 2019: 515	176.40	97,433.50
Melissa Velez	Associate	2017	Litigation	2020: 640 2019: 515	43.20	27,648.00
Grace Thompson	Associate	2019	Restructuring	2020: 565 2019: 450	544.10	273,629.50
Catherine E. O'Brien	Associate	2018	Litigation	2020: 565 2019: 440	11.50	5,060.00
Jillian Schurr	Associate	2019	Intellectual Property	2020: 480 2019: 440	14.90	6,556.00
Anne Lewis	Staff Attorney	2017	Intellectual Property	2020: 410 2019: 390	123.10	48,457.00
Totals for Attorneys Before Write-Offs²					4,380.90	\$ 3,414,984.00

² As a courtesy to the Debtors' estates, Katten voluntarily wrote off \$34,341.75 in fees and \$5,746.94 in expenses during the Fee Period. As a further courtesy to the Debtors' estates, in connection with this Fee Application, Katten has voluntarily written off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and credited the Debtors (in the form of a fee write-off) for all duplicating expenses paid during the Fee Period, resulting in an additional reduction of fees in the amount of \$4,408.65. As a result of the foregoing, Katten has written off a total of \$38,750.40 in fees and \$5,746.94 in expenses during the Fee Period, and will not seek payment of these amounts in the Fee Application.

**Summary of Paraprofessional Timekeepers
for the Time Period of November 1, 2019 through February 29, 2020**

Paraprofessional Name	Position	Number of Years in that Position	Department	Hourly Billing Rate ¹	Hours Billed in this Fee Application	Total Compensation
Amanda Cardona	Paralegal	1	Restructuring	2020: 330 2019: 310	2.10	\$ 693.00
Daria DeLizio	Paralegal	1	Intellectual Property	2020: 400	63.10	25,240.00
Trisa Denson	Sr. Compliance Coordinator	10	Conflicts of Interest	2020: 390 2019: 370	1.50	585.00
John Greer	Docket Manager	30	Docket	2020: 305 2019: 290	6.70	2,043.50
Adriane Konrath	Litigation Support Specialist	22	Litigation Support	2020: 410 2019: 390	.80	312.00
Renee Lessner	Paralegal	15	Intellectual Property	2020: 370 2019: 350	5.60	1,960.00
Anisa Pettersen	Paralegal	1	Litigation	2020: 255 2019: 240	25.10	6,024.00
Marie Siena	Paralegal	12	Restructuring	2020: 210 2019: 200	124.60	25,369.00
Gregory Tomey	Docket Assistant	3	Docket	2020: 195 2019: 185	9.50	1,757.50
Anthony Wong	Paralegal	5	Litigation	2020: 260 2019: 245	15.90	4,039.50
Totals for Paraprofessionals Before Write-Offs²					254.90	\$ 68,023.50

¹ As set forth in Katten's Retention Application, Katten's hourly rates are subject to periodic adjustments. Katten disclosed its hourly rates, effective January 1, 2020, in the Second Supplemental Reisman Declaration of Disinterestedness [Docket No. 1378], filed on December 31, 2019.

² As a courtesy to the Debtors' estates, Katten voluntarily wrote off \$34,341.75 in fees and \$5,746.94 in expenses during the Fee Period. As a further courtesy to the Debtors' estates, in connection with this Fee Application, Katten has voluntarily written off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and credited the Debtors (in the form of a fee write-off) for all duplicating expenses paid during the Fee Period, resulting in an additional reduction of fees in the amount of \$4,408.65. As a result of the foregoing, Katten has written off a total of \$38,750.40 in fees and \$5,746.94 in expenses during the Fee Period, and will not seek payment of these amounts in the Fee Application.

Exhibit F

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

Summary of Actual and Necessary Expenses
for the Time Period of November 1, 2019 through February 29, 2020

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

Summary of Actual and Necessary Expenses
for the Time Period of November 1, 2019 through February 29, 2020

Expense^{1, 2}	Amount
Court Costs & Litigation Expenses ³	\$ 9,517.25
Duplicating Expenses	2,818.65
Expert Fees ⁴	145,870.50
Legal Research	53,951.60
Local Transportation	3,741.21
Meals	4,882.34
Out of Town Travel & Airfare	17,064.47
Telephone, Postage and Courier	244.41
TOTAL	\$ 238,090.43

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

² As a courtesy to the Debtors' estates, Katten voluntarily wrote off \$5,746.94 in expenses during the Fee Period. As a further courtesy to the Debtors' estates, in connection with this Fee Application, Katten has voluntarily credited the Debtors for all duplicating expenses paid during the Fee Period, in the form of a fee write-off of \$2,818.65. Katten will not seek reimbursement of these amounts in the Fee Application.

³ Transcription services were provided by a third-party vendor.

4 These amounts were paid to Analysis Group and National Economic Research Associates, Inc. (“NERA”) for services rendered during the Fee Period. Analysis Group’s managing principal, John Jarosz, and NERA’s managing director, Sarah Butler, have provided witness testimony for the Debtors in the Charter Adversary Proceeding.

Exhibit G

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

Summary of Fees and Expenses by Matter
for the Time Period of November 1, 2019 through February 29, 2020

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

**Summary of Fees and Expenses by Matter
for the Time Period of November 1, 2019 through February 29, 2020**

Matter Number	Matter Description	Hours Billed	Total Fees for the Fee Period	Total Expenses for the Fee Period	Voluntary Write-Off ¹	Total Fees and Expenses Requested
2	Retention and Fee Applications	159.40	\$ 83,998.50	\$ 0.00	(29,484.25)	\$ 54,514.25
7	Adversary Proceedings, Contested Matter	163.50	141,574.50	0.00	(312.00)	141,262.50
8	Charter Litigation	4,300.30	3,247,014.00	242,727.15	(11,754.59)	3,477,986.56
10	Business Operations	3.00	3,291.00	0.00		3,291.00
11	Case Administration	8.00	5,457.50	0.00	(2,946.50)	2,511.00
19	Hearings	1.60	1,6732.00	0.00		1,672.00
32	Expenses			1,110.22		1,110.22
Totals		4,635.80	\$ 3,447,075.75	\$238,090.43	(44,497.34)	\$ 3,682,347.53

¹ As a courtesy to the Debtors' estates, Katten voluntarily wrote off \$34,341.75 in fees and \$5,746.94 in expenses during the Fee Period. As a further courtesy to the Debtors' estates, in connection with this Fee Application, Katten has voluntarily written off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and credited the Debtors (in the form of a fee write-off) for all duplicating expenses paid during the Fee Period, resulting in an additional reduction of fees in the amount of \$4,408.65. As a result of the foregoing, Katten has written off a total of \$38,750.40 in fees and \$5,746.94 in expenses, for a total discount of \$44,497.34 during the Fee Period, and will not seek payment of these amounts in the Fee Application.

Exhibit H

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

**Summary of Fees Budgeted and Fees Incurred by Matter
for the Time Period of November 1, 2019 through February 29, 2020**

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

**Summary of Fees Budgeted and Fees Incurred by Matter
for the Time Period of November 1, 2019 through February 29, 2020**

Matter	Matter Description	Hours		Total Fees	
		Budgeted	Billed	Budgeted	Requested ¹
2	Retention and Fee Applications	150	159.40	\$ 60,000	\$ 54,514.25
7	Adversary Proceedings, Contested Matter	200	163.50	150,000	141,574.50
8	Charter Litigation	4,500	4,300.30	3,750,000	3,241,006.35
10	Business Operations	10	3.00	10,000	3,291.00
11	Case Administration	15	8.00	15,000	2,511.00
19	Hearings	15	1.60	15,000	1,672.00
Totals		4,890	4,635.80	\$ 4,000,000	\$ 3,444,257.10

¹ As a courtesy to the Debtors' estates, Katten voluntarily wrote off \$34,341.75 in fees and \$5,746.94 in expenses during the Fee Period. As a further courtesy to the Debtors' estates, in connection with this Fee Application, Katten has voluntarily written off the time incurred by attorneys and paraprofessionals billing less than three hours during the Fee Period and credited the Debtors (in the form of a fee write-off) for all duplicating expenses paid during the Fee Period, resulting in an additional reduction of fees in the amount of \$4,408.65. As a result of the foregoing, Katten has written off a total of \$38,750.40 in fees and \$5,746.94 in expenses during the Fee Period, and will not seek payment of these amounts in the Fee Application.

Exhibit I

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

**Detailed Description of Services Provided and
Detailed Description of Expenses and Disbursements
for the Time Period of November 1, 2019 through February 29, 2020**

**575 Madison Avenue
New York, NY 10022-2585**

December 20, 2019

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

Invoice No. 1301594278
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through November 30, 2019	\$17,253.00
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CURRENT INVOICE TOTAL: \$17,253.00

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
01 Nov 19	Thompson, Grace	Review outstanding payments and prepare payment allocation spreadsheet for Interim Fee Invoice (.80); revise per comments from S. Rochester (.30); prepare allocation spreadsheet for September Monthly Fee Statement (.60); prepare email to client on the same (.50); prepare email to accounting on the same (.30); correspond with S. Rochester and S. Reisman on outstanding billing issues (.40)	2.90
01 Nov 19	Reisman, Steven	Follow-up regarding matters related to review of September monthly fee statement and sign-off on same (.80); exchange of emails with G. Thompson regarding open billing issues and allocation in accordance with court order (.20)	1.00
04 Nov 19	Rochester, Shaya J.	Attend to issues regarding interim fee app (.20)	0.20
05 Nov 19	Thompson, Grace	Email C. Harmon regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
07 Nov 19	Thompson, Grace	Review First Interim Fee Invoice and draft email to S. Rochester on the same (.20)	0.20
08 Nov 19	Thompson, Grace	Review expenses on October prebills to ensure compliance with UST rules (.30); discuss expenses follow-up items with M. Siena (.20)	0.50
11 Nov 19	Thompson, Grace	Review and revise October prebills for privileged and confidential information (2.00)	2.00
12 Nov 19	Thompson, Grace	Continue review and revision of October prebills for privileged and confidential information, and proper assignment of matter category (2.90)	2.90
13 Nov 19	Thompson, Grace	Further review and revise October prebills for privileged and confidential information (1.70); coordinate with M. Siena regarding collection and verification of invoices/receipts for October expenses (.40); review the same (.30); review and revise matter 8 prebills for privileged and confidential information (1.80)	4.20
15 Nov 19	Thompson, Grace	Perform final review of October prebills for proper assignment of matter category and compliance with local and UST expenses rules (.80)	0.80
16 Nov 19	Siena, Marie	Review and revise prebills for privileged and confidential information (3.10)	3.10
19 Nov 19	Thompson, Grace	Call with L. Schaefer in conflicts department regarding representation of debtor affiliates (.20); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.50
19 Nov 19	Rochester, Shaya J.	Review October invoices for confidential and privileged information and review for compliance with UST Guidelines (1.90)	1.90
20 Nov 19	Thompson, Grace	Draft October Monthly Fee Statement (.50)	0.50
21 Nov 19	Siena, Marie	Begin drafting tables for monthly fee statement (3.70)	3.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594278
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
21 Nov 19	Thompson, Grace	Coordinate reconciliation of expenses, invoices and disbursement categories for October Monthly Fee Statement (.50); draft Interim Fee Application (1.00); review and revise October Monthly Fee Statement (1.20)	2.70
22 Nov 19	Thompson, Grace	Further revise October Monthly Fee Statement (.80); prepare to file and coordinate filing of the same (.30); draft emails to I. Cheban and client regarding filed Monthly Fee Statement (.30); continue drafting Interim Fee Application (1.00)	2.40
22 Nov 19	Rochester, Shaya J.	Review and provide comments on October Monthly Fee Statement (.40)	0.40
24 Nov 19	Thompson, Grace	Continue drafting Interim Fee Application (2.90)	2.90
25 Nov 19	Thompson, Grace	Draft emails to L. Quintana regarding weekly budget (.20); draft emails to S. Rochester and S. Reisman regarding October Monthly Fee Statement email to client (.20); review and revise October Monthly Fee Invoice (.20); emails with I. Cheban regarding the same (.20)	0.80
26 Nov 19	Rochester, Shaya J.	Review and provide comments on draft Second Interim Fee Application (1.30)	1.30
27 Nov 19	Rochester, Shaya J.	Call with G. Thompson regarding Interim Fee App (.40)	0.40
TOTALS:			35.60

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44842	Reisman, Steven	1.00	1,220.00	\$1,220.00
44845	Rochester, Shaya J.	4.20	965.00	\$4,053.00
41782	Siena, Marie	6.80	200.00	\$1,360.00
44616	Thompson, Grace	23.60	450.00	\$10,620.00
TOTAL:		35.60		\$17,253.00

**575 Madison Avenue
New York, NY 10022-2585**

December 20, 2019

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

Invoice No. 1301594279
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through November 30, 2019	\$103,408.00
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CURRENT INVOICE TOTAL: \$103,408.00

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

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PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
04 Nov 19	Reisman, Steven	Discussion with S. Rochester regarding matters related to Duff & Phelps subpoena, Davis Polk subpoena and status of document production from both (.40); review emails on the same (.40)	0.80
04 Nov 19	Rochester, Shaya J.	Attend to issues regarding DPW subpoena (.70); call with D. Stagman regarding DPW and Duff & Phelps subpoenas (.50); attend pre-call with D. Stagman and C. Vazquez before meet and confer with DPW (.30); prepare for meet and confer and review underlying pleadings (.30); participate in meet and confer with DPW (.40); attend to issues regarding Windstream objection to motion to dismiss filed by Uniti in connection with DPW and Duff & Phelps subpoenas (.20); review and provide comments on summary of meet and confer (.20); discussions with S. Reisman regarding subpoenas and document production (.40)	3.00
05 Nov 19	Stagman, David J.	Review correspondence from counsel for Duff & Phelps and follow-up correspondence with S. Rochester and C. Vazquez regarding meet-and-confer strategy (.40)	0.40
05 Nov 19	Vazquez, Christopher	Review and analyze Windstream's opposition to Uniti's motion to dismiss (1.50); Correspond with C. Kingsbury of Faegre Baker Daniels regarding Duff & Phelps subpoena (.50); correspond with S. Rochester and D. Stagman regarding Faegre meet and confer (.60)	2.60
05 Nov 19	Reisman, Steven	General update regarding matters related to responding to subpoenas and producing documents and status (.60)	0.60
05 Nov 19	Rochester, Shaya J.	Correspond with team regarding Duff & Phelps subpoena (.70)	0.70
06 Nov 19	Stagman, David J.	Analyze correspondence from C. Vazquez regarding call with counsel for Duff & Phelps (.40); analysis and correspond with S. Rochester regarding call with Duff & Phelps (.40); initial analysis of Responses and Objections from Davis Polk (1.00)	1.80
06 Nov 19	Vazquez, Christopher	Correspond with S. Rochester regarding Duff & Phelps subpoena requests (.70); coordinate production intake regarding subpoena productions (.40); review responses and objections to DPW subpoena and confer internally regarding the same (1.50); review subpoena service requirements (.30)	2.90
06 Nov 19	Reisman, Steven	Continued follow-up regarding status of document production in connection with subpoenas issued by Windstream and handled by Katten related to Duff & Phelps and Davis Polk (.60)	0.60
06 Nov 19	Rochester, Shaya J.	Attend to issues regarding Duff & Phelps subpoena (.70); review and analyze DPW responses and objections to subpoena and communications with team regarding same (1.10)	1.80
07 Nov 19	Stagman, David J.	Additional analysis of Responses and Objections of	3.50

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
07 Nov 19	Vazquez, Christopher	Davis Polk (.90); participate in multiple calls with S. Rochester and C. Vazquez regarding subpoenas (.90); participate in meet-and-confer call with counsel for Duff & Phelps (.50); analyze confirmatory correspondence to counsel for Duff & Phelps and propose revisions (.80); follow-up correspondence with S. Rochester and C. Vazquez regarding revisions (.40) Review comments to DPW subpoena objections and schedule follow-up regarding the same (.50); coordinate meet & confers regarding DPW and D&P subpoena productions and confer internally regarding the same (1.00); review notes from previous subpoena calls and draft materials in preparation for upcoming meet & confers (1.30); review applicability of protective order to documents produced in response to non-party subpoena (.70); call regarding DPW's subpoena responses and objections (.50); draft and circulate DPW subpoena response notes (.50); calls with D. Stagman and S. Rochester in preparation for meet and confer regarding Duff and Phelps subpoena (.90); prepare for Duff and Phelps meet and confer (.30); meet and confer with Faegre Baker Daniels regarding Duff and Phelps subpoena production (.50); draft and circulate memorialization of meet and confer regarding Duff and Phelps subpoena (1.00)	7.20
07 Nov 19	Rochester, Shaya J.	Attend to issues regarding DPW subpoena (.30); attend to issues regarding Duff & Phelps subpoena (.20); attend to issues regarding responses and objections served by DPW (.30); calls with team regarding Duff & Phelps and DPW subpoenas (.90); correspond with team regarding DPW subpoena and responses to DPW objection and responses (1.00); meet and confer with Duff & Phelps counsel regarding subpoena (.50); attend to follow-up issues regarding DPW subpoena (.30); attend to follow-up regarding Duff & Phelps subpoena (.50)	4.00
08 Nov 19	Stagman, David J.	Review additional correspondence regarding revisions to confirmatory email to counsel for Duff & Phelps subpoena (.20); prepare for meet-and-confer call with counsel for Davis Polk (.70); participate in meet-and-confer (.50)	1.40
08 Nov 19	Vazquez, Christopher	Coordinate DPW meet and confer (.30); revise and circulate memorialization of Duff & Phelps call (.30); prepare for DPW meet and confer (.50); confer internally regarding DPW meet and confer (.30); meet and confer with DPW regarding subpoena responses (.50); correspondence regarding DPW subpoena production logistics (1.10); draft and circulate summary of DPW meet and confer (1.10)	4.10
08 Nov 19	Reisman, Steven	Review and follow-up regarding matters related to	1.80

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
08 Nov 19	Rochester, Shaya J.	Frontier settlement agreement (.80); review and sign-off on final version of same for likely execution by both parties and resolving pre-petition disputes and entering into new commercial agreement (.80); call with S. Rochester regarding same (.20)	3.50
10 Nov 19	Rochester, Shaya J.	Review and provide comments on summary of meet and confer with Duff & Phelps (.40); prepare for meet and confer with DPW (.30); pre-call before meet and confer with DPW (.30); participate on meet and confer with DPW regarding subpoena (.50); attend follow-up call with team (.30); call with S. Reisman regarding same (.20); review and provide comments on email to DPW regarding meet and confer (.40); review and prepare final version of Settlement Agreement with Frontier (1.10)	0.10
11 Nov 19	Stagman, David J.	Correspond with S. Reisman regarding execution version (.10)	2.50
11 Nov 19	Vazquez, Christopher	Analyze communications regarding Davis Polk proposed search terms (1.00); follow-up correspondence with S. Rochester and C. Vazquez (.30); analyze correspondence from counsel for Duff & Phelps and scope of production (.90); follow-up correspondence with S. Rochester (.30)	1.30
11 Nov 19	Rochester, Shaya J.	Review DPW subpoena search terms (.60); correspond regarding D&P subpoena production (.70)	0.30
12 Nov 19	Stagman, David J.	Review Duff & Phelps response to summary of call (.30)	2.40
12 Nov 19	Vazquez, Christopher	Correspond with S. Rochester and C. Vazquez regarding Davis Polk proposed search terms (.70); follow-up discussion with S. Rochester regarding same (.30); prepare for and participate in meet-and-confer call with counsel for Duff & Phelps and S. Rochester (1.40)	1.60
12 Nov 19	Reisman, Steven	Review Uniti cleansing documents (.40); correspond regarding D&P and DPW subpoena productions (1.20)	1.50
12 Nov 19	Rochester, Shaya J.	Update regarding status of documentation production pursuant to subpoenas in connection with adversary proceeding (.70); review matters related to efforts to finalize agreement with Frontier and revised Frontier settlement agreement (.80)	0.30
13 Nov 19	Vazquez, Christopher	Call with D. Stagman regarding DPW and Duff & Phelps responses to meet and confer emails (.30)	0.50
13 Nov 19	Reisman, Steven	Correspond regarding DPW subpoena production (.50)	0.90
		Follow-up regarding matters related to Frontier and discussions with S. Rochester regarding status of Frontier settlement agreement and comments and feedback on same (.70); update regarding S. Rochester call with Frontier's counsel efforts to finalize Frontier commercial and pre-petition settlement agreement related to receivables (.20)	

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
13 Nov 19	Rochester, Shaya J.	Office conference with S. Reisman regarding Frontier (.20); prepare summary of key terms of Frontier settlement Agreement (.60); attend to follow-up regarding Frontier (.40); follow up with Faegre regarding Duff & Phelps document production (.20)	1.40
14 Nov 19	Stagman, David J.	Extensive correspondence and discussions with S. Rochester and C. Vazquez regarding spreadsheets and scope of production from Duff & Phelps (1.40); call with S. Rochester regarding same (.30); calls with team regarding same (.30); additional analysis and correspondence regarding Davis Polk responses (.60); review correspondence from C. Vazquez regarding production correspondence with counsel for Davis Polk and counsel for Duff & Phelps (.50)	3.10
14 Nov 19	Vazquez, Christopher	Correspond regarding third party subpoena productions (2.60); call with S. Rochester regarding same (.30); calls with team regarding Duff & Phelps subpoena (.30); coordinate third party subpoena production (1.50)	4.70
14 Nov 19	Rochester, Shaya J.	Call with Faegre regarding Duff & Phelps production (.40); call with C. Vasquez regarding same (.30); call with D. Stagman regarding Duff & Phelps production (.30); calls with team regarding Duff & Phelps subpoena (.30); provide comments on response to email Faegre (.40)	1.70
15 Nov 19	Stagman, David J.	Analyze subpoena response from Duff & Phelps and follow-up correspondence with C. Vazquez (.70); review correspondence from C. Vazquez regarding status of productions from Duff & Phelps and from David Polk (.60)	1.30
15 Nov 19	Vazquez, Christopher	Correspond regarding subpoena productions from DPW (.70); review D&P responses and objections to third party subpoena (.30); coordinate receipt and delivery of D&P subpoena production (1.00)	2.00
15 Nov 19	Reisman, Steven	Follow-up regarding Frontier settlement, review execution version of commercial agreement as well as execution version of settlement agreement and status of client sign-off and Frontier sign-off (1.50)	1.50
15 Nov 19	Rochester, Shaya J.	Review and prepare execution version of Frontier Commercial Agreement (1.00); update summary email thereof (.50)	1.50
16 Nov 19	Rochester, Shaya J.	Review correspondence related to Frontier settlement agreement (.20); review correspondence related to Duff and Phelps production and its responses and objections (.30)	0.50
17 Nov 19	Thompson, Grace	Draft PowerPoint for client regarding Frontier settlement agreement (.40); call with S. Rochester regarding same (.30)	0.70
17 Nov 19	Rochester, Shaya J.	Attend to issues regarding Frontier Settlement Agreement (.50); prepare summary describing Frontier	3.90

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		Settlement (1.30); communications with client regarding summary of settlement (.20); call with S. Reisman regarding same (.10); call with G. Thompson regarding summary (.30); make further changes to summary describing Frontier Settlement (1.50)	
18 Nov 19	Konrath, Adriane	Load data and images relating to Davis Polk and Duff & Phelps document productions (.80)	0.80
18 Nov 19	Stagman, David J.	Extensive correspondence with S. Rochester and C. Vazquez regarding Davis Polk and Duff & Phelps production issues and review of documents (1.10); prepare for and participate in follow-up call with S. Rochester and C. Vazquez (.40)	1.50
18 Nov 19	Vazquez, Christopher	Correspond regarding DPW subpoena production (.50); coordinate DPW production (.90); Review DPW and D&P productions (.80); correspond regarding DPW and D&P subpoena productions (.50); call with team regarding same (.30)	3.00
18 Nov 19	Thompson, Grace	Review and revise Frontier settlement summary per comments from S. Rochester (.30); call with client, S. Reisman and S. Rochester regarding terms of Frontier settlement agreement (.50); further revise summary per comments from S. Rochester (.20); call and emails with C. Vazquez and litigation support regarding Uniti subpoena document production (.30); coordinate review of interested parties contact information regarding Frontier settlement (.20); review and revise the same (.40)	1.90
18 Nov 19	Reisman, Steven	Review and edits of Frontier settlement agreement (.60); discussions with S. Rochester regarding Frontier settlement agreement and related documentation (.50); participate in client call regarding Frontier settlement agreement and edits to same and efforts to obtain sign-off on same (1.00); follow-up regarding reaching out to third parties in connection with advising them of matters related to Frontier settlement and obtaining their sign-off including various creditor groups and creditors committee (.80)	2.90
18 Nov 19	Rochester, Shaya J.	Make further changes to summary of Frontier settlement (.70); pre-call with S. Reisman before call with client regarding Frontier settlement (.50); call with client regarding Frontier settlement (.50); revise summary based on comments from S. Reisman (1.00); attend to issues regarding DPW document production (.30); prepare execution version of Settlement Agreement and Commercial Agreement (.80); call with C. Vazquez and D. Stagman regarding DPW and Duffs production (.30)	4.10
19 Nov 19	Vazquez, Christopher	Correspond regarding DPW and D&P productions (.50)	0.50
19 Nov 19	Rochester, Shaya J.	Prepare work-streams list for S. Reisman (.30);	1.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594279
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
20 Nov 19	Vazquez, Christopher	communications regarding Frontier settlement (.80)	0.40
21 Nov 19	Vazquez, Christopher	Correspond regarding DPW and D&P subpoena productions (.40)	0.30
22 Nov 19	Reisman, Steven	Correspond regarding DPW and D&P productions (.30)	1.30
22 Nov 19	Rochester, Shaya J.	Numerous calls in connection with Frontier settlement agreement to various creditor bodies to obtain sign-off and approval of same (.90); follow-up with S. Rochester regarding Frontier settlement agreement and efforts to obtain sign-off from Frontier (.40)	0.70
24 Nov 19	Rochester, Shaya J.	Attend to issues regarding Frontier settlement and call with S. Reisman regarding same (.40); communications with Frontier counsel regarding settlement agreement (.30)	0.30
25 Nov 19	Reisman, Steven	Communications with S. Reisman regarding Frontier settlement (.30)	2.10
25 Nov 19	Reisman, Steven	Numerous discussions with client regarding Frontier and efforts to finalize settlement agreement (.80); discussions with various creditor parties regarding Frontier settlement agreement and next steps (1.30)	1.10
25 Nov 19	Rochester, Shaya J.	Communications with client and Frontier counsel regarding finalizing settlement agreement (1.10)	1.90
26 Nov 19	Rochester, Shaya J.	Communications with client and Frontier counsel regarding finalizing Settlement Agreement and Exhibit 2 to Commercial Agreement (1.10); prepare email to Frontier counsel regarding response to Exhibit 2 (.40); revise Commercial Agreement to reflect client comments (.40)	2.60
27 Nov 19	Reisman, Steven	Attend to matters regarding settlement agreement with Frontier (.60); follow-up regarding calls to creditors committee counsel, ad hoc committee counsel and first lien and second lien lenders regarding Frontier settlement and factual background and information regarding same (1.40); review and sign-off on agreement (.60)	1.30
27 Nov 19	Rochester, Shaya J.	Attend to issues regarding settlement agreement with Frontier (.70); prepare work-streams list for S. Reisman (.30); attend to issues Frontier settlement (.30)	
TOTALS:			124.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
32375	Konrath, Adriane	0.80	390.00	\$312.00
44842	Reisman, Steven	17.20	1,220.00	\$20,984.00
44845	Rochester, Shaya J.	40.30	965.00	\$38,889.50

Invoice No. 1301594279
Invoice Date: December 20, 2019

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
34349	Stagman, David J.	25.60	880.00	\$22,528.00
44616	Thompson, Grace	3.30	450.00	\$1,485.00
43190	Vazquez, Christopher	37.30	515.00	\$19,209.50
	TOTAL:	124.50		\$103,408.00

**575 Madison Avenue
New York, NY 10022-2585**

December 20, 2019

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

Invoice No. 1301594281
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through November 30, 2019	\$822,033.50
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Disbursements and other charges.....	\$28,405.97
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CURRENT INVOICE TOTAL: \$850,439.47

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

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

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (3.00); analyze related caselaw (2.90)	5.90
01 Nov 19	Vazquez, Christopher	Revise statement of facts in support of summary judgment (1.50)	1.50
01 Nov 19	Wakolbinger, Jeffrey A.	Prepare for expert deposition of M. Kardos (3.10)	3.10
01 Nov 19	Ross, Terence P.	Email exchanges with J. Jarosz regarding deposition of opposing expert (.50); correspond with G. Thompson regarding committee's joinder (.20); analyze new research on equitable subordination (1.30); arrange for materials regarding judgment on pleadings to be sent to E. Werlinger (.30); work on summary judgment motion (3.00)	5.30
01 Nov 19	Thompson, Grace	Review and circulate key pleadings relevant to opposition to judgment on the pleadings brief (.40); download and review transcript of J. Jarosz deposition (.60); correspond with T. Ross regarding Committee's opposition to motion to withdraw the reference (.40)	1.20
03 Nov 19	Justus, Michael R.	Prepare summary judgment brief (1.20)	1.20
03 Nov 19	Convissar, Craig A.	Review emails regarding additional and prior research (.20)	0.20
04 Nov 19	Sieger, John P.	Review emails with S. Rochester regarding summary judgment caselaw (.20)	0.20
04 Nov 19	Mazur, Julia L.	Continue legal research regarding Lanham Act false advertising issues (3.10); draft analysis regarding same (1.10)	4.20
04 Nov 19	Vazquez, Christopher	Revise and circulate statement of facts in support of summary judgment (1.00); case law research for purposes of summary judgment arguments (1.50)	2.50
04 Nov 19	Wakolbinger, Jeffrey A.	continue preparing for expert deposition of M. Kardos (3.80)	3.80
04 Nov 19	Justus, Michael R.	Review legal research for summary judgment brief (4.00); discussion with K. Lockhart regarding the same (.30); prepare summary judgment brief (3.00); confer with S. Rochester regarding legal research issues (.30); review and revise statement of facts for summary judgment brief (1.60)	9.20
04 Nov 19	Ross, Terence P.	Review email from opposing counsel regarding redacted documents and email exchange with S. Rochester regarding same (.50); email to K. Smith regarding redacted documents (.30); continue drafting Motion for Summary Judgment (3.20); email exchange with S. Rochester regarding tasks remaining (.30); continue drafting Motion for Summary Judgment (2.90); email exchange with J. Wakolbinger regarding expert deposition (.30); further revise summary judgment brief (1.80)	9.30
04 Nov 19	Lockhart, Kristin	Discuss with M. Justus Summary Judgment brief (.30); draft email to J. Wakolbinger regarding expert	2.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		document (.30); review and send errata/certification of J. Auman/30(b)(6) to court reporter (.30); review VAR contract provisions for breach (.60); perform legal research on breach of contract (.90)	
04 Nov 19	Thompson, Grace	Pull key opinions and briefs for M. Justus for summary judgment motion (.90); edit case calendar and associated documents (.50); review rules related to statement of fact in summary judgment motion (1.70); call with S. Rochester regarding automatic stay and summary judgment research (.30)	3.40
04 Nov 19	Rochester, Shaya J.	Attend to issues regarding pre-trial conference (.50); research summary judgment issues (.30); call with G. Thompson regarding summary judgment research issues (.30)	1.10
04 Nov 19	Lewis, Anne	Research and compile cases regarding summary judgment in a false advertising case in the SDNY (2.30); research Second Circuit cases regarding the same (2.20)	4.50
05 Nov 19	Sieger, John P.	Continue review of expert materials (.50)	0.50
05 Nov 19	Mazur, Julia L.	Continue legal research regarding Lanham Act false advertising issues (2.20); draft analysis of the same (1.90)	4.10
05 Nov 19	Vazquez, Christopher	Review example summary judgment motions and statements of facts (.80); analyze court rules regarding statement of facts (.70); research case law regarding summary judgment motion (2.40); treatise research regarding summary judgment motion (2.00)	5.90
05 Nov 19	Wakolbinger, Jeffrey A.	Continue preparing for expert deposition of M. Kardos (3.20)	3.20
05 Nov 19	Justus, Michael R.	Review legal research for summary judgment brief (4.30); continue drafting summary judgment brief (3.40); confer with K. Lockhart regarding statement of facts for summary judgment brief (.60); confer with S. Rochester regarding summary judgment brief (.50); continue drafting analysis sections of summary judgment brief (3.60)	12.40
05 Nov 19	Werlinger, Eric T.	Conduct legal research on jurisdictional argument raised by Charter in its motion for judgment on the pleadings (1.30); draft analysis regarding the same (.80)	2.10
05 Nov 19	Convissar, Craig A.	Review draft motion for summary judgment legal arguments (1.60)	1.60
05 Nov 19	Ross, Terence P.	Read draft of inserts to Motion for Summary Judgment and comment (2.70); read research on state law for Summary Judgment motion (2.00); review research on equitable subordination (.80); read G. Thompson's research on violation of automatic stay (.50); read E. Werlinger research on motion for judgment (1.30); read multiple emails from M. Justus, G. Thompson and S. Rochester regarding summary judgment issues (.50)	7.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Nov 19	Lockhart, Kristin	Perform legal research on summary judgment on liability for breach of contract (2.00); perform research on formatting for summary judgment brief (.60); conduct research on liability for breach of contract (3.00); finalize section for brief on finding liability for breach of contract (.60); perform legal research on breach of contract (1.30); review proposed facts section for summary judgment brief (.70); discuss with M. Justus regarding same (.60)	8.80
05 Nov 19	Thompson, Grace	Review case precedent regarding statements of facts and exhibits to motions for summary judgment (.20); review previous research regarding damage to goodwill (1.10); research summary judgment cases related to automatic stay violations (1.90); draft email to M. Justus on the same (.40); read email from M. Justus regarding Charter's motion to dismiss arguments regarding Counts VI and VII (.30); review Charter's brief regarding the same (.80); perform follow-up research regarding Charter's argument (1.20); draft emails to the team on the same (.50); calls with S. Rochester regarding summary judgment arguments for Counts VI and VII (.50); perform additional research for summary judgment argument regarding Count VII (.40)	7.30
05 Nov 19	Rochester, Shaya J.	Provide comments on MSJ brief (.50); research issues regarding MSJ brief (1.20); calls with G. Thompson regarding same (.50); calls with M. Justus regarding summary judgment (.50)	2.70
05 Nov 19	Lewis, Anne	Research and compile cases finding summary judgment for plaintiff in a false advertising case in the SDNY or 2nd Circuit (4.20)	4.20
06 Nov 19	Sieger, John P.	Review and revise insert to summary judgment brief (.50)	0.50
06 Nov 19	Smith, Robert T.	Discussion with E. Werlinger regarding Charter's argument on Count VII (.30)	0.30
06 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues for MSJ (4.00)	4.00
06 Nov 19	Vazquez, Christopher	Research Lanham Act case law regarding summary judgment motion (1.50); draft and circulate case law summary regarding summary judgment motion (.70)	2.20
06 Nov 19	Wakolbinger, Jeffrey A.	Prepare for expert deposition of M. Kardos (3.30); travel to airport in Chicago and from Westchester County Airport to Stamford, CT, for deposition, billed at half time (.80); call with T. Ross regarding deposition (.50)	5.40
06 Nov 19	Justus, Michael R.	Continue drafting summary judgment brief (3.20); continue drafting Lanham Act analysis for the same (4.00); further revise summary judgment brief (4.70)	11.90
06 Nov 19	Werlinger, Eric T.	Discussion regarding Charter's motion to dismiss with R. Smith (.30)	0.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
06 Nov 19	Convissar, Craig A.	Review K. Lockhart research regarding materiality of business statements (.80)	0.80
06 Nov 19	Ross, Terence P.	Continue drafting Summary Judgment Motion (2.40); continue revising Summary Judgment brief (1.80); call with S. Rochester regarding Charter's experts (.30); telephone conference with J. Wakolbinger regarding expert deposition (.50); review previous letter motions regarding discover (.50); review Charter's argument regarding Count VII (.80)	6.30
06 Nov 19	Lockhart, Kristin	Revise section of breach of contract claim in summary judgment brief (1.00); revise research on claim of going out of business as false and material under Lanham Act (3.80); perform further legal research on evidentiary requirements (2.60)	7.40
06 Nov 19	Thompson, Grace	Continue research on equitable subordination for Motion for Summary Judgment (3.10); draft motion section on the same (1.90); revise motion section per comments from S. Rochester (1.60); correspond with M. Justus on summary judgment section (.20)	6.80
06 Nov 19	Rochester, Shaya J.	Call with T. Ross regarding request to strike expert reports (.30); communications with team regarding request to strike expert reports (.40); review and provide comments on MSJ brief (1.30)	2.00
07 Nov 19	Sieger, John P.	Review prior filings and background material regarding summary judgment motion (.90); review reply in support of motion to withdraw reference (.20); Review summary judgment brief insert (.20); emails with S. Rochester and E. Werlinger regarding 11 USC 362 arguments (.20)	1.50
07 Nov 19	Mazur, Julia L.	Draft analysis regarding Lanham Act false advertising issues (4.10)	4.10
07 Nov 19	Wakolbinger, Jeffrey A.	Prepare for and take expert deposition of M. Kardos (6.80); travel back to Chicago from deposition, billed at half time (1.80)	10.40
07 Nov 19	Justus, Michael R.	Continue drafting summary judgment brief (3.10); further revise summary judgment brief regarding counts I-IV (2.80); further revise brief section on counts V-VII (3.70); review Charter reply brief on motion to withdraw the reference (.50); review correspondence from Charter regarding deposition costs (.10); incorporate into summary judgment brief additional research on Lanham Act claims (2.10)	12.30
07 Nov 19	Convissar, Craig A.	Research for M. Justus - liability for false advertising based on information supplied by third parties (2.90); review reply brief in further support of motion to withdraw reference (1.60)	4.50
07 Nov 19	Ross, Terence P.	Read multiple emails relating to questions on automatic stay (.50); review and consider questions regarding equitable subordination (.80); multiple conferences and email exchanges regarding exhibits to	7.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
07 Nov 19	Lockhart, Kristin	support Motion for Summary Judgment (1.30); read summary of Kardos deposition from J. Wakolbinger (.50); continued work on summary judgment (1.30); telephone conference to prepare for hearing on expert report exclusion (.50); read and consider Charter reply report support of Motion to Withdraw (2.50)	10.30
07 Nov 19	Thompson, Grace	Provide instructions to J. Phillips to send errata to Jarosz (.90); work on draft of undisputed facts for summary judgment (4.90); attend teleconference with S. Rochester, T. Ross and G. Thompson regarding call with Judge Drain regarding experts (.60); continue to work on draft of undisputed facts for summary judgment (3.90)	5.30
07 Nov 19	Rochester, Shaya J.	Perform follow-up research for automatic stay section of motion for summary judgment (2.20); meeting with S. Rochester on the same (.20); coordinate onboarding of new team members including background information on case and distributions (.30); call with M. Justus and S. Rochester regarding automatic stay insert for summary judgment motion (.20); draft email to S. Rochester on the same (.20); correspond with K. Lockhart and T. Ross regarding June 2019 correspondence for Rule 26(f) report (.20); further review June emails on the same (.70); call with team regarding teleconference with Chambers (.30); perform follow-up research on cases Charter cited in letter to Chambers (.70); draft email to T. Ross regarding bankruptcy proceedings during withdrawal of the reference proceedings (.20)	3.70
08 Nov 19	Sieger, John P.	Respond to M. Justus questions concerning MSJ brief (.40); office conference with G. Thompson regarding MSJ brief (.30); research cases for MSJ brief (.40); review Charter letter response to Windstream letter regarding Bardos and Ostberg reports (.50); call with team regarding same (.50); review Charter reply brief in support of motion to withdraw the reference (.80); attend to issues regarding MSJ brief (.80)	0.80
08 Nov 19	Larsen, Ryan	Emails with E. Werlinger and S. Rochester regarding reply brief and potential sur-reply (.80)	2.00
08 Nov 19	Vazquez, Christopher	Review and analyze Charter reply brief in support of motion to withdraw reference and multiple emails with attorneys regarding strategy for same (2.00)	1.50
08 Nov 19	Wakolbinger, Jeffrey A.	Review defendant's reply in support of their motion to withdraw reference and review correspondence regarding the same (1.50)	0.80
08 Nov 19	Justus, Michael R.	Prepare summary analysis of expert deposition of M. Kardos (.80)	10.60
		Continue drafting summary judgment brief (2.70); incorporate additional analysis from team into brief (2.30); confer with T. Ross regarding motions to strike	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
08 Nov 19	Werlinger, Eric T.	expert reports (.40); further revise background section of brief (3.30); attend teleconferences with Court regarding expert reports (.60) call with S. Rochester and T. Ross regarding Court's questions (.80); attend follow-up call with team (.50)	1.60
08 Nov 19	Convissar, Craig A.	Review Charter's reply in support of motion for withdrawal and circulate analysis regarding the same (1.60)	1.60
08 Nov 19	Ross, Terence P.	Review M. Justus and S. Rochester emails regarding motion to withdraw the reference (.60) Research judge's individual rules, write email to team regarding procedure for addressing factual issues in memorandum of law from Charter (.70) Review Kardos deposition recap (.30)	8.10
08 Nov 19	Lockhart, Kristin	Work on Summary Judgment (2.00); reread cases on Rule 26(f) reports being binding stipulations (1.00); reread letters regarding exclusion of Charter expert reports (.50); prepare for telephonic hearing on Motion to Exclude Charter Expert Reports (.50); telephonic hearing with Court regarding Motion to Exclude Charter Expert Reports (.70); find and transmit to Court final Rule 26(f) Report with explanation (.50); conference with S. Rochester and M. Justus regarding how to address Court's issues (.80); renewed telephonic hearing with Court regarding Motion to Exclude (.30); conference with S. Rochester, M. Justus and K. Lockhart to follow up on telephonic hearing (.50); telephone conference with K. Smith regarding telephonic hearing (.30); email to S. Rochester regarding telephone conference with K. Smith (.20); continue to work on Motion for Summary Judgment (.80)	9.30
08 Nov 19	Thompson, Grace	Draft statement of undisputed material facts (4.00); continue drafting statement of undisputed material facts (4.00); review reply in support of motion to withdraw and provide comments regarding the same (1.30)	4.30
08 Nov 19	Rochester, Shaya J.	Correspond with team regarding analysis of Charter's reply to motion to withdraw the reference (.50); prepare and organize materials regarding district court proceedings (.30); research previous bankruptcy cases under Judge Karas (2.40); prepare for teleconference with Chambers regarding expert reports (.50); attend two teleconferences with Chambers related to expert reports (.60)	3.70
08 Nov 19		Review Charter reply brief in support of motion to withdraw the reference and prepare notes and actions items regarding same (.80); attend to issues regarding Charter reply brief in support of motion to withdraw the reference (.70); review summary of Kardos	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		deposition (.30); attend telephonic conference with Judge Drain regarding discovery dispute (.40); attend to follow up with team and Mofo (.50); prepare for second telephonic conference with Court, including review of Rule 26 and Rule 29 (.40); attend second telephonic conference with Court (.30); attend to follow-up (.30)	
09 Nov 19	Lockhart, Kristin	Draft statement of facts (4.00); continue to draft and revise statement of facts (1.30)	5.30
11 Nov 19	Sieger, John P.	Reviewed and revised draft summary judgment brief (.60); supporting materials (.30); emails with S. Rochester and T. Ross regarding supporting declarations and ancillary filings (.30)	1.20
11 Nov 19	Vazquez, Christopher	Call with K. Lockhart regarding client declaration (.30); Draft client declaration in support of summary judgment motion (2.20); review revised statement of facts (1.00)	3.50
11 Nov 19	Justus, Michael R.	Revise summary judgment brief (2.30); meet with T. Ross and K. Lockhart regarding summary judgment statement of facts (1.30); revise summary judgment statement of facts (2.40); meet with K. Lockhart regarding the same (1.00)	7.00
11 Nov 19	Convissar, Craig A.	Assist M. Justus with research/drafting question for summary judgment brief (.40); call with S. Rochester regarding letter to court requesting surreply (.20); draft letter to court regarding surreply and call with S. Rochester regarding same (1.80); additional edits to letter to court regarding surreply based on S. Rochester feedback (.60)	3.00
11 Nov 19	Ross, Terence P.	Edit and revise draft Summary Judgment Motion (4.00); conference with M. Justus and K. Lockhart regarding statement of facts for Summary Judgment (1.00); continued editing of draft Summary Judgment Motion (2.80); continued editing of draft Summary Judgment Motion (2.00)	9.80
11 Nov 19	Lockhart, Kristin	Revise statement of facts (2.00); attend meeting with T. Ross and M. Justus regarding summary judgment motion (1.30); review VAR agreement and draft email to client (.30); draft email to A. Lewis regarding research regarding ISO summary judgment brief (.30); revise statement of facts (1.00); meet with M. Justus to discuss statement of facts (1.00); begin review of factual/record citation in statement of facts (.90); discussions and emails regarding declarations of facts in support of summary judgment with A. Lewis, C. Vazquez and G. Thompson (1.30); revise declaration of Paul Strickland ISO summary judgment (1.60); review declaration of attorney in support of motion for summary judgment (1.00)	10.70
11 Nov 19	Thompson, Grace	Continue research of previous bankruptcy cases under	6.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Judge Karas (1.00); prepare materials on the same (.30); draft email to K. Lockhart regarding Charter's Proofs of Claim (.30); calls with K. Lockhart regarding citations to statement of facts (.40); review court transcripts on preliminary injunction motion (.30); review and cite-check statement of undisputed facts (3.40); provide comments to K. Lockhart regarding redactions on the same (.60)	
11 Nov 19	Rochester, Shaya J.	Review and provide extensive comments on draft brief in support of Motion for Summary Judgment (3.80); correspondence with team regarding other pleadings to be filed on Friday, including sealing motion, notices of hearing and other ancillary pleadings (.80); research issues for MSJ (1.30); review and provide comments on draft letter motion to District Court (.90); call with C. Convissair regarding same (.20)	7.00
11 Nov 19	Lewis, Anne	Research and summarize cases interstate commerce and advertisements (2.30); draft attorney declaration citations (2.40)	4.70
12 Nov 19	Sieger, John P.	Emails with Katten team regarding summary judgment issues (.20); review case management order regarding same (.20); reviewed and revised summary judgment brief (.70)	1.10
12 Nov 19	Vazquez, Christopher	Review bankruptcy code regarding summary judgment and Chapter 11 proceedings (1.50); review draft summary judgment brief (1.00)	2.50
12 Nov 19	Justus, Michael R.	Revise statement of facts in support of summary judgment motion (2.20); confer with K. Lockhart regarding same (1.00); further revise the same (2.00); attend meeting regarding statement of facts (.60)	5.80
12 Nov 19	Wong, Anthony	Analyze cases and organize materials (1.10)	1.10
12 Nov 19	Werlinger, Eric T.	Discuss Charter's reply in support of its motion for withdrawal with S. Rochester and T. Ross (.60); conduct legal research regarding constitutional authority of bankruptcy judges to adjudicate matters (1.30)	1.90
12 Nov 19	Convissar, Craig A.	Call with S. Rochester regarding procedures for motions in SDNY (.10); review further edits to letter to court seeking surreply (.30); review transcript of R. Borders deposition for errors and accuracy (1.60)	2.00
12 Nov 19	Ross, Terence P.	Continue revising summary judgment brief (3.90); conference with K. Lockhart regarding pleadings required for summary judgment (.50); meeting with M. Justus and K. Lockhart regarding statement of facts (.60); further revise summary judgment brief (3.40); call with E. Werlinger and S. Rochester regarding Charter's reply in support of its motion to withdraw the reference (.60); call with S. Rochester regarding summary judgment brief (.30); further review and revise summary judgment brief (2.00)	11.30

Matter 00008: Charter Litigation

10

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		of reply brief caselaw (.20); emails with S. Rochester and Z. Modabber regarding filing and notice of all summary judgment materials (.20); review supporting statement and declarations (.30); review turn of summary judgment brief (.20)	
13 Nov 19	Lessner, Renee	Attend part of meeting with M. Justus, T. Ross and K. Lockhart regarding statement of facts and evidence to be used for exhibits (.40); collect and review documents for use as exhibits for declarations (2.20); review citations in summary judgment brief and statement of facts and pull related documents (1.40)	4.00
13 Nov 19	Justus, Michael R.	Revise summary judgment brief (1.90) meeting with T. Ross and K. Lockhart regarding statement of material facts (2.00); revise statement of facts (.90); further revise motion for summary judgment and proposed order (.90); additional discussions with K. Lockhart regarding statement of facts (.70)	6.40
13 Nov 19	Wong, Anthony	Perform substantive and proposition cite check of summary judgment brief (3.30); pull cases and assist with revisions (1.90)	5.20
13 Nov 19	Werlinger, Eric T.	Conduct legal research and draft analysis regarding constitutional authority of bankruptcy judges to adjudicate matters (2.20); correspond with S. Rochester regarding the same (.20)	2.40
13 Nov 19	Convissar, Craig A.	Review emails from E. Werlinger regarding letter to court about surreply (.30); additional review of R. Borders deposition transcript for accuracy/errors (.70)	1.00
13 Nov 19	Ross, Terence P.	Review M. Justus edits to Summary Judgment brief (1.00); work on revising declarations for Summary Judgment brief (.50); conference with M. Justus and K. Lockhart regarding work on Summary Judgment brief and statement of facts (2.00); review S. Rochester edits to Summary Judgment brief (1.00); edit and revise draft Summary Judgment brief (.50); review and edit draft Notice of Motion and Proposed Order (1.00); edit and revise draft Summary Judgment Statement of Facts (2.50); review K. Smith comments on Summary Judgment brief (.50); edit and revise declaration and draft Statement of Facts (3.10); discussions with K. Lockhart regarding same (.90)	13.00
13 Nov 19	Lockhart, Kristin	Discussions with T. Ross and M. Justus regarding statement of facts (1.60); compile documents in support of Statement of Facts (1.30); revise Strickland declarations (2.60); attend meeting with T. Ross and M. Justus regarding Statement of Facts (2.00); compile exhibits for Strickland declaration (1.00); revise Statement of Facts (2.00); revise Statement of Facts and declarations (1.80); calls with team regarding summary judgment (.50)	12.80
13 Nov 19	Thompson, Grace	Pull record case document and record citations per	4.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		follow-up from K. Lockhart for statement of facts (.90); draft notice of motion for summary judgment (.40); calls with S. Rochester regarding sealing summary judgment pleadings (.30); prepare exhibits for Summary Judgement pleadings (1.00); review first day orders and pull relevant citations for statement of facts (1.00); review previous sealing documents (.20); draft proposed sealing order and email to Chambers on the same (.30); discussions with S. Rochester regarding Friday filing (.40)	
13 Nov 19	Rochester, Shaya J.	Review and provide further comments on Memorandum in Support of Summary Judgment (1.30); further revise based on comments provided by T. Ross (.60); review and provide comments on Motion for Summary Judgment (1.70) and Proposed Form of Order (.60); attend to research issues regarding motion to withdraw the reference (.70); review and provide further comments on revised Memorandum in Support of Summary Judgment (.30); call with G. Thompson regarding sealing motion (.30); call with B. Churbuck regarding research issues on the MSJ (.20); review and provide comments on the Notice of Hearing on the Motion for Summary Judgment (1.00); calls with G. Thompson, K. Lockhart and M. Sienna to coordinate filing of MSJ (.90); review Strickland and Auman Declarations in Support of Summary Judgment (.50)	8.10
13 Nov 19	Churbuck, Bryant	Review select case law regarding property of the estate and contractual rights (1.40); prepare portion of Debtors' motion for summary judgment (.50); call with S. Rochester regarding same (.20)	2.10
14 Nov 19	Sieger, John P.	Review and revise statement of facts in support of summary judgment motion (.30); emails with S. Rochester and T. Ross as to same (.10); review revised motion and order (.30); review motion to seal (.20)	0.90
14 Nov 19	Lessner, Renee	Pull additional documents for inclusion with exhibits to declarations and motion per edits (.70); meeting with M. Justus, T. Ross and K. Lockhart (.90)	1.60
14 Nov 19	Justus, Michael R.	Revise record citations in statement of facts and summary judgment brief (1.20); confer with T. Ross, K. Lockhart, and R. Lessner regarding citations in statement of facts and brief (.90); revise motion for summary judgment, proposed order, and notice of motion (2.40); revise summary judgment brief and statement of facts (.90); confer with T. Ross regarding summary judgment brief (.30)	5.70
14 Nov 19	Werlinger, Eric T.	Draft language regarding Charter's argument (.40)	0.40
14 Nov 19	Convissar, Craig A.	Final review of Borders deposition transcript for accuracy (.90)	0.90
14 Nov 19	Ross, Terence P.	Continue drafting and revising summary judgment	12.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		brief (3.90); draft emails to team regarding summary judgment filing (.60); draft emails to client regarding the same (.40); meeting the M. Justus, K. Lockhart and R. Lessner regarding exhibits for motion and declarations (.90); further review and revising summary judgment brief (3.10); revise and revise statement of facts (3.60); discussions with M. Justus regarding brief (.30)	
14 Nov 19	Lockhart, Kristin	Revise Strickland declaration in support of summary judgment (3.30); meeting with T. Ross, M. Justus and R. Lessner regarding citations in summary judgment pleadings (.90); revise Auman and Thompson declarations in support of summary judgment (3.90); review and compile exhibits for Strickland declaration (3.00); begin redacting information in Thompson declaration and exhibits (2.60); calls with G. Thompson regarding declaration exhibits (.30)	14.00
14 Nov 19	Thompson, Grace	Discussions with M. Siena and S. Rochester regarding filing procedures for Summary Judgment pleadings (.60); draft sealing motion, notice and proposed order for summary judgment pleadings (3.50); prepare cover letters for Chambers, UST and Court Clerk copies of summary judgment pleadings (.80); review and provide comments on statement of facts (1.00); review and provide comments on summary judgment brief (1.50); calls with K. Lockhart regarding preparation of declaration exhibits (.30); further revise sealing notice and motion per comments from S. Rochester (1.60); review and incorporate comments from team on motion for summary judgment and proposed order (.60); make global changes to all summary judgment documents regarding titles, formatting and contact information (.50); further revise summary judgment motion and proposed order, and sealing motion and proposed order per comments from S. Rochester (.30); continue preparing exhibits for summary judgment pleadings (.50)	11.20
14 Nov 19	Rochester, Shaya J.	Attend to issues regarding notice of motion, motion, proposed order and sealing motion and office conference with G. Thompson regarding foregoing pleadings (.60); review litigation team comments to Notice of Motion, Motion for Summary Judgment and Proposed Form of Order (.50); attend to issues regarding motion to withdraw the reference (.30); review and provide comments on Statement of Facts (.90); review and provide further comments on Statement of Facts (.70); review and provide further comments on Memorandum in Support of Summary Judgment (1.60); review and provide comments on Notice of Sealing Motion, Sealing Motion, Proposed	6.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Nov 19	Sieger, John P.	Order and accompanying email (1.80) Emails with S. Rochester and G. Thompson regarding motion to seal (.20)	0.20
15 Nov 19	Siena, Marie	Assemble documents in the proper format for filing on the court's docket system (1.60); file several documents with various exhibits on the courts docket system (1.30); prepare chambers copies and UST copies of filed documents (3.90); assemble binders of filed documents (1.50)	8.30
15 Nov 19	Justus, Michael R.	Review sealing motion and proposed order (.70); confer with T. Ross regarding summary judgment motion and statement of facts (.80); review schedule for dispositive motions and pretrial requirements and plan for same (.80); review summary judgment pleadings filed by Charter (.90)	3.20
15 Nov 19	Convissar, Craig A.	Review Kardos expert deposition transcript (2.20)	2.20
15 Nov 19	Ross, Terence P.	Further review and revise summary judgment brief (3.60); further review and revise statement of facts (3.40); calls with G. Thompson and K. Lockhart regarding filing of summary judgment pleadings (.30); discussion with M. Justus regarding the same (.80); final review of summary judgment declarations and exhibits (2.70); discussions regarding filing and exhibits with K. Lockhart (.70)	11.50
15 Nov 19	Lockhart, Kristin	Redact documents for summary judgment fling (2.70); discussions with G. Thompson regarding exhibit preparation (.60); compile and further redact exhibits to declarations for summary judgment filings (3.30); further discussions with G. Thompsons regarding exhibit redactions (.50); discussions with T. Ross and G. Thompson regarding filing (.30); discussions with T. Ross regarding exhibits (.70); calls with S. Rochester regarding summary judgment filing (.60); coordinate and assist with summary judgment filing (2.30)	11.00
15 Nov 19	Thompson, Grace	Review and revise bluebook citations in summary judgment brief (.50); calls with K. Lockhart regarding redactions of Walker, Sites and Rapp deposition excerpts (.50); perform redactions on depositions for use as summary judgment exhibits (2.10); discussions with K. Lockhart regarding exhibit preparation (.60); continue finalizing exhibits for summary judgment motion declarations (2.60); finalize remaining documents for summary judgment filing (1.10); calls with S. Rochester regarding final summary judgment filing action items (.30); coordinate filing of summary judgment motion and supporting documents (2.40); calls with docketing team regarding the same (.20); calls with T. Ross and K. Lockhart regarding the same (.30); review and organize Windstream's as-filed	14.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Nov 19	Rochester, Shaya J.	summary judgment pleadings (.80); review and prepare unredacted materials for Chambers and UST (.80); review and organize Charter's summary judgment motion and supporting documents (2.40); draft emails to team circulating various filed documents (.30) Review and provide further comments on Sealing Papers and cover email to accompany them (.80); review pleadings for filing (.90); attend to issues regarding Charter motion to withdraw the reference (.30); review and provide comments on Thompson Declaration and Auman Declaration (.50); calls with K. Lockhart regarding status of filing (.60); call with G. Thompson regarding filing (.30)	3.40
16 Nov 19	Sieger, John P.	Begin review of Charter's summary judgment filings (1.10)	1.10
16 Nov 19	Lockhart, Kristin	Draft email to client with summary judgment motion filed on behalf of Charter (.40); review and reply to correspondence from S. Rochester (.30)	0.70
16 Nov 19	Rochester, Shaya J.	Review Charter MSJ pleadings (.70); review Charter motion to exclude Windstream damages expert (.50); review Charter opposition to request to strike two Charter experts (.50); communications with team regarding same (.30)	2.00
17 Nov 19	Justus, Michael R.	Analyze summary judgment papers filed by Charter (3.30)	3.30
17 Nov 19	Werlinger, Eric T.	Review, revise, and circulate draft letter regarding request for sur reply in opposition to Charter's motion to withdraw the bankruptcy reference (.60)	0.60
17 Nov 19	Convissar, Craig A.	Review of as-filed summary judgment motion and affidavits (1.50); review of motion to seal (.30)	1.80
17 Nov 19	Ross, Terence P.	Review Motion for Summary Judgment filed by Charter (3.00)	3.00
18 Nov 19	Sieger, John P.	Review summary judgment motion and portions of supporting filings (1.40); review unredacted statement of uncontroverted facts (.30); emails with S. Rochester regarding Statement of Facts objection (.20)	1.90
18 Nov 19	Siena, Marie	File letter requesting teleconference on the court's docket (.30); attention to emails regarding same (.10)	0.40
18 Nov 19	Holub, Matthew M.	Review motion to exclude J. Jarosz (.80); review Lanham Act research requested by K. Lockhart (.60)	1.40
18 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (1.60)	1.60
18 Nov 19	Vazquez, Christopher	Review Windstream summary judgment filings (.50); Review Charter's summary judgment filings (1.50)	2.00
18 Nov 19	Justus, Michael R.	Confer with T. Ross, K. Lockhart, and S. Rochester regarding Charter's summary judgment filings (1.30); review legal research regarding consumer survey evidence (2.60); outline arguments for opposition to Charter's summary judgment brief (1.80); analyze consumer survey submitted by Charter (1.00)	6.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
18 Nov 19	Convissar, Craig A.	Review Charter's motion to exclude expert testimony of J. Jarosz (1.50); review Charter's opposition to motion to strike rebuttal reports of Borders and Ostberg (.80); review Charter's cross-motion for summary judgment (1.20)	3.50
18 Nov 19	Ross, Terence P.	Conference with M. Justus, K. Lockhart and S. Rochester regarding responding to Charter's summary judgment pleadings (1.30); telephone conference with K. Lockhart regarding follow-up research (.40); draft letter to Judge Drain regarding Charter's statement of facts (1.10); multiple email exchanges with K. Smith regarding the same (.50); read and analyze Charter's motion to exclude Jarosz (2.40); multiple telephone conferences with G. Thompson regarding information for letter to Judge Drain (.50); finalize letter to Judge Drain regarding Charter's statement of facts (.80)	7.10
18 Nov 19	Lockhart, Kristin	Discuss with T. Ross, M. Justus and K. Lockhart regarding Charter's summary judgment pleadings and follow-up research (1.30); draft email to S. Rochester regarding Jarosz testimony (.30); draft email to opposing counsel with courtesy copies of filings (.40); draft follow-up emails to team regarding Charter's summary judgment filings (.90)	2.90
18 Nov 19	Thompson, Grace	Review and revise cover letters to Chambers, UST and Court clerk cover letters (.30); review and circulate unredacted pleadings by charter (1.50); call with T. Ross regarding case management order rules (.50); further review, organize and circulate summary judgment pleadings (2.90); correspond with T. Ross and M. Justus regarding the same (.30); review and revise letter to chambers requesting a telephonic conference (1.40); finalize and coordinate filing of letter to chambers (.50)	7.40
18 Nov 19	Rochester, Shaya J.	Call with T. Ross, M. Justus and K. Lockhart regarding MSJ pleadings filed by Charter (1.30); review Charter opposition to Windstream request to strike Charter expert reports (1.00); review MSJ pleadings filed by Charter and begin research on various issues raised and take notes regarding bankruptcy-related topics (1.30); review and provide comments to letter to Chambers regarding Charter violation of CMO concerning Statement of Facts (.50); correspondence with T. Ross and G. Thompson regarding same (.30); review Charter Daubert motion to exclude Windstream's expert witness (1.40)	5.80
18 Nov 19	Lewis, Anne	Review filed summary judgment briefs (1.20); research, analyze and summarize cases cited in Charter's summary judgments brief (2.90)	4.10
19 Nov 19	Holub, Matthew M.	Review briefing on J. Jarosz (.90); research case law regarding hearsay (1.30); research case law regarding	4.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		with T. Ross regarding work-stream in Charter litigation (.50); calls with G. Thompson regarding research issues related to Charter MSJ (.50); finalize letter to Judge Karas (.30); review Charter response letter to Windstream letter regarding Charter statement of facts and correspondence with team regarding same(.50); discussions with T. Ross and M. Justus regarding experts (.30)	
19 Nov 19	Lewis, Anne	Research, analyze, and summarize cases cited in Charter's summary judgment brief (3.90)	3.90
20 Nov 19	Holub, Matthew M.	Review J. Jarosz expert report, draft summary of same (.90); teleconference with K. Lockhart regarding J. Jarosz report (.20); correspond with expert team (.30); review R. Borders report (.60); review H. Ostberg report (.50); review all exhibits to motion to exclude J. Jarosz (2.70); draft outline for Daubert opposition (1.60); review case management order (.10)	6.90
20 Nov 19	Mazur, Julia L.	Conduct legal research regarding Lanham Act false advertising issues (4.10); draft analysis regarding Lanham Act false advertising issues (1.00)	5.10
20 Nov 19	Vazquez, Christopher	Case law research regarding Charter's summary judgment arguments (2.50); case law research regarding Lanham Act materiality (2.50); Review Charter's summary judgment arguments (.70)	5.70
20 Nov 19	Werlinger, Eric T.	Correspond internally with Windstream team to discuss process for drafting sur reply in opposition to Charter's motion to withdraw the bankruptcy reference (.70)	0.70
20 Nov 19	Convissar, Craig A.	Review Judge Karas order regarding surreply to motion to withdraw reference (.10); call with S. Rochester regarding surreply (.10); begin to draft and edit initial pieces of surreply (2.70)	2.90
20 Nov 19	Ross, Terence P.	Work on opposition to Motion to Exclude Damages Expert (2.30); review District Court Order regarding grant of surreply (.20); email from K. Smith regarding Charter letter to Judge Drain (.20); email exchange with S. Rochester regarding Analysis Group (.30); email exchange with K. Smith regarding case (.30); telephone conference with S. Rochester regarding issues in Summary Judgment brief (.50); continued work on opposition to Motion to Exclude Damages Expert (1.80); work on surreply brief for District Court (2.50); read email from Court regarding Charter and CMO (.30); discussions with K. Lockhart and S. Rochester regarding surreply (.30)	8.70
20 Nov 19	Lockhart, Kristin	Draft email to S. Rochester regarding Analysis Group (.30); draft email to Sodikoff regarding Opposition to Exclude Jarosz (.30); draft email to expert regarding Charter's motion to exclude his testimony (1.00); discussions with T. Ross and S. Rochester regarding	3.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Nov 19	Convissar, Craig A.	opposition brief (1.20) Additional drafting of surreply regarding Charter representations in reply memo in support of motion to withdraw reference (2.40); calls with S. Rochester regarding same (.10)	2.50
21 Nov 19	Ross, Terence P.	Work on surreply brief in opposition to Motion to Withdraw (.70); work on opposition to Charter Summary Judgment motion (2.00); review research on consolidation issue and telephone conference regarding same with S. Rochester (2.30); read critique prepared by Analysis Group of Motion to Exclude Damages Report (3.00); discussions and coordinate with G. Thompson and K. Lockhart regarding exhibitsd and call center transcripts (1.00)	9.00
21 Nov 19	Lockhart, Kristin	Review case law research from C. Vazquez (2.00); discussion regarding same (.30); review CMO and Judge Drain's rules regarding page length of briefs and replies and draft email regarding same (.60); discuss with G. Thompson and T. Ross call center transcripts (1.00); provide M. Holub with files for expert report (.30); draft email to T. Ross regarding comments from expert on Charter's motion to exclude (.30); exchange correspondence with M. Holub and T. Ross regarding bench trial (.30)	4.80
21 Nov 19	Thompson, Grace	Calls with S. Rochester regarding sending copies of pleadings to Chambers (.70); emails with team regarding uploading unredatced copies of pleadings to chambers (.50); discussions with K. Lockhart and T. Ross regarding the same (1.00); calls with Judge Drain's chambers staff regarding the same (.30); prepare and organize unredacted copies of exhibits to send to chambers (3.10); meet with B. Churbuck regarding research for opposition to Charter's summary judgment brief (.30); discussions with S. Rochester regarding additional summary judgment research (.60)	6.50
21 Nov 19	Rochester, Shaya J.	Communications with G. Thompson regarding unredacted documents (.70); call with R. Smith regarding surreply to Charter Motion to Withdraw the Reference (.50); call with B. Churbuck regarding research issues on objection to Charter MSJ (.50); office conference with G. Thompson regarding same (.30); call with G. Thompson regarding MSJ research (.30); call with B. Churbuck regarding research issues on objection to Charter MSJ and attend to follow-up (1.00); attend to issues regarding surreply brief in opposition to Charter motion to withdraw the reference (.40); office conference with B. Churbuck to discuss MSJ research (.30); prepare outline of arguments for MSJ issue (.50); attend to issues regarding MSJ	5.40

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Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		research (.30); call with B. Churbuck regarding MSJ research (.40)	
21 Nov 19	Lewis, Anne	Further research and analyze cases cited in Charter's summary judgment brief (2.90); summarize the same (1.00)	3.90
21 Nov 19	Churbuck, Bryant	Review and analyze Charter's motion for summary judgment (1.00); call with S. Rochester regarding research issues for objection to Charter's motion for summary judgment (.50); review and analyze Charter's statement of undisputed facts, with attention to debtor entities issue (.90); call with S. Rochester regarding research on the same (.60); research case law regarding parent corporation and subsidiary standing questions (2.20); research case law regarding FRCP 26 disclosure requirements (1.80); research case law regarding parent corporation and subsidiary damages questions (1.90); meeting with S. Rochester regarding research (.30); discussion with G. Thompsons regarding the same (.30)	9.50
22 Nov 19	Larsen, Ryan	Review and analyze J. Kamin deposition transcript (2.00); research and outline potential Daubert motion (1.50)	3.50
22 Nov 19	Stagman, David J.	Discussion with S.Rochester regarding preparation of Daubert motion and begin reviewing lengthy Motions for Summary Judgment and for Preliminary Injunction (3.00)	3.00
22 Nov 19	Smith, Robert T.	Analyze Windstream's and Charter's previous pleadings in motion to withdraw the reference proceeding (2.00); outline and draft surreply in further opposition to Charter's motion to withdraw the reference on counts I through V (3.10); call with S. Rochester regarding the same (.50); further draft and revise surreply (3.20); discussion with E. Werlinger regarding the same (.30)	9.10
22 Nov 19	Holub, Matthew M.	Analyze case law on hearsay (.30); analyze case law on commercial advertising and promotion (.30); draft memorandum on evidence (1.80); analyze case law regarding damages (1.10); research case law regarding best evidence (1.70); analyze case law regarding best evidence (.30); correspond with damages expert (.10); research case law regarding evidence admissibility (1.10); discuss experts reports with J. Mazur (.20); review M. Kardos deposition excerpts (.20); draft outline of responses to Daubert (1.40)	8.50
22 Nov 19	Mazur, Julia L.	Review and analyze expert reports (2.00); discuss expert reports with M. Holub (.20); conduct legal research regarding Linham Act false advertising issues (3.50)	5.70
22 Nov 19	Wakolbinger, Jeffrey A.	Analyze strategy regarding potential Daubert motion regarding M. Kardos (.80)	0.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
22 Nov 19	Justus, Michael R.	Begin drafting opposition brief to Charter's motion for summary judgment (3.10)	3.10
22 Nov 19	Werlinger, Eric T.	Discuss sur reply in support of opposition to Charter's motion to withdraw the bankruptcy reference with R. Smith (.30)	0.30
22 Nov 19	Convissar, Craig A.	Research - internal file system for documents with relevant Daubert case law (2.10)	2.10
22 Nov 19	Ross, Terence P.	Continue drafting opposition to Motion to Exclude Damages Expert (3.50); work on surreply to Motion to Withdraw (2.30); multiple email exchanges with team regarding surreply (.50); call with S. Rochester regarding outstanding summary issues (.50)	6.80
22 Nov 19	Lockhart, Kristin	Review research from M. Holub regarding campaign advertising and evidentiary objections (.60)	0.60
22 Nov 19	Thompson, Grace	Review, organize and circulate materials to new team members (.90); calls and emails with Judge Drain's chambers regarding unredacted pleadings (.40); calls with S. Rochester regarding the same (.50); prepare and organize materials regarding the same (.20)	2.50
22 Nov 19	Rochester, Shaya J.	Correspondence with team regarding research on MSJ issues (.50); review cases cited by Charter in the MSJ brief (.20); attend to issues regarding Borders expert report (.30); call with T. Ross to discuss work-streams and attend to follow-up (.50); call with D. Stagman to discuss drafting Daubert motion (.30); attend to follow-up (.50); call with B. Churbuck regarding MSJ research (.30); attend to issues regarding motion to withdraw the reference (.70); go through Windstream work-streams and key tasks between now and hearings on December 18 (.70); call with G. Thompson regarding submission to Chambers (.50)	4.50
22 Nov 19	Lewis, Anne	Research and summarize case law related to excluding rebuttal expert testimony for exceeding the scope of a proper rebuttal (2.40)	2.40
22 Nov 19	Churbuck, Bryant	Research legal framework for damages and cost awards under the Lanham Act (2.00); research state-specific legal framework for damages and costs awards based on complaint counts (2.30); draft insert for summary judgment opposition brief on the same (3.40); discussion with S. Rochester regarding research (.30)	8.00
23 Nov 19	Smith, Robert T.	Revise and edit draft surreply (1.50)	1.50
23 Nov 19	Holub, Matthew M.	Review J. Jarosz deposition and draft notes on same (2.60); revise Daubert opposition outline based on J. Jarosz deposition (1.10); review Windstream's memorandum of law in support of summary judgment (.80); review Kamin expert report (.20); distinguish case law cited in Daubert (1.60); research and analyze case law cited in Daubert motion (1.70); research case law on lost profits calculations (1.90)	9.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Nov 19	Holub, Matthew M.	support of Daubert to exclude Mr. Jarosz (1.80) Draft outline to Daubert (2.50); draft correspondence to K. Lockhart regarding Jarosz materials considered (.20); review case law in difference in difference models (.60); correspond with M. Justus regarding research (.30); draft opposition to Daubert (1.10); draft correspondence with expert (.10); analyze case law on statistics (.70); review correspondence from K. Lockhart regarding Daubert opposition (.20); review correspondence from expert regarding Jarosz report (.10)	5.80
25 Nov 19	Mazur, Julia L.	Review and analyze expert reports and transcripts (4.10); draft motion in limine (.80); conduct legal research for motion in limine (1.90)	6.80
25 Nov 19	Vazquez, Christopher	Correspond regarding summary judgment response research (.30); case law research regarding summary judgment response regarding Linham Act sections (3.40)	3.70
25 Nov 19	Wakolbinger, Jeffrey A.	Review transcript of M. Kardos deposition (2.00); analyze strategy for Daubert motion regarding same (2.10)	4.10
25 Nov 19	Justus, Michael R.	Confer with T. Ross regarding summary judgment briefing (.40); continue drafting opposition brief (2.70); confer with M. Holub regarding legal research for summary judgment briefing (.50); review legal research summaries for summary judgment briefing (1.10); prepare brief in opposition to Charter's motion for summary judgment (2.20); correspond with team regarding sur reply (.30)	7.20
25 Nov 19	Convissar, Craig A.	Review current draft of surreply (.50); research expert for motion for summary judgment opposition (.80)	1.30
25 Nov 19	Ross, Terence P.	Edit and revise draft surreply brief (3.00); confirm with M. Justus regarding opposition to Charter Summary Judgment Motion (.40); telephone conference with G. Thompson regarding pre-trial (.10); further edit and revise draft surreply brief (3.50); email exchange with S. Rochester regarding Borders report (.30); email exchange with G. Thompson regarding Dec. 18 hearing (.30); continued work on surreply in opposition to Motion to Withdraw Reference (2.00); email to S. Rochester, R. Smith and M. Justus regarding surreply brief (.30); edit draft Thompson Declaration for surreply (.50)	10.40
25 Nov 19	Lockhart, Kristin	Review and respond to correspondence from T. Ross, B. Churbuck, and M. Holub (1.60); perform research on citations for supporting testimony in Langston deposition (.60); draft email to M. Justus and M. Holub regarding legal research for opposition brief (.60)	2.80
25 Nov 19	Thompson, Grace	Draft emails to T. Ross providing case pleadings and facts (.20); draft emails to M. Justus providing various	1.60

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Nov 19	Rochester, Shaya J.	case pleadings and facts (.10); review and revise Thompson Declaration to Surreply to Motion to Withdraw the Reference (.40); call with T. Ross regarding rules for pre-trial conferences (.10); research rules regarding deadlines for pre-trial conference (.30); draft emails to T. Ross on the same (.30); draft email to K. Lockhart regarding the same (.20)	4.80
25 Nov 19	Churbuck, Bryant	Office conference with B. Churbuck regarding insert to MSJ brief and attend to follow-up (1.10); exchange emails with teram regarding surreply (.30); attend to issues regarding Daubert motion and communications with team regarding same (1.80); dial into Court's hearing (.60); review and provide comments on revised surreply brief in opposition to Charter motion to withdraw the reference (1.00)	0.30
26 Nov 19	Stagman, David J.	Prepare email to T. Ross, M. Justus, and K. Lockhart regarding Windstream's goodwill claims and disclosure (.30)	3.50
26 Nov 19	Sodikoff, Brian	Prepare for and participate in call with M.Ciani and S.Rochester regarding R.Borders Daubert motion (1.00); continue reviewing R.Borders deposition transcript and exhibits and begin reviewing draft Daubert pleadings from S.Rochester (2.50)	6.80
26 Nov 19	Smith, Robert T.	Continue research for cases supporting opposition to motion to exclude testimony of Mr. Jarosz (3.80); initial drafting of introduction in opposition to motion to dismiss Mr. Jarosz (1.50); analyze documents cited in Mr. Jarosz expert report to support response to motion to exclude testimony of Mr. Jarosz (1.50)	0.40
26 Nov 19	Holub, Matthew M.	Review and make further revisions to sur-reply (.40)	12.70
		Analyze case law on expert statistics (.70); revise outline to Daubert based on analysis of Jarosz dep. (2.30); review cases cited in Daubert (.80); draft correspondence with expert (.10); teleconference with K. Lockhart regarding hearsay and best evidence (.20); review memorandum in support of summary judgment for use in Daubert response (.60); teleconference with expert (.70); revise outline to Daubert opposition (introduction) (1.10); revise outline to Daubert opposition (use of data) (3.40); revise outline to Daubert opposition (assumptions) (2.80)	
26 Nov 19	Mazur, Julia L.	Conduct legal research regarding Daubert issues (3.90); call with M. Justus regarding summary judgment brief (.30); continue drafting motion in limine (2.10)	6.30
26 Nov 19	Vazquez, Christopher	Correspond regarding summary judgment response (.50); case law research on Lanham Act issues regarding summary judgment response (3.50)	4.00
26 Nov 19	Wakolbinger, Jeffrey A.	Conduct research for motion to preclude testimony of M. Kardos (2.80)	2.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
26 Nov 19	Churbuck, Bryant	Prepare Opposition to Charter's Motion for Summary Judgment (3.50); telephone conference with S. Rochester regarding Opposition to Charter's Motion for Summary Judgment (.30); review J. Auman deposition (.70); review L. Langston deposition (.40); review S. Rochester feedback regarding Opposition to Charter's Motion for Summary Judgment (.60)	5.50
27 Nov 19	Stagman, David J.	Continue reviewing R. Borders deposition exhibits and draft Daubert pleadings from S. Rochester (2.00)	2.00
27 Nov 19	Sodikoff, Brian	Analyze first draft of response to Daubert on Jarosz (2.10); providing revisions to draft response to Daubert on Jarosz (1.40)	3.40
27 Nov 19	Holub, Matthew M.	Review correspondence from client regarding data (.10)	0.10
27 Nov 19	Mazur, Julia L.	Review and analyze expert reports and deposition transcript for motion in limine (3.20); Draft motion in limine (1.30)	4.50
27 Nov 19	Vazquez, Christopher	Draft and circulate case law research regarding unauthorized statements of sales representatives (2.50); shepardize defendant summary judgment cases and circulate summary of the same (2.50)	5.00
27 Nov 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of Matthew Kardos (2.00)	2.00
27 Nov 19	Justus, Michael R.	Prepare brief in opposition to Charter's motion for summary judgment (3.10); call with G. Thompson and K. Lockhart regarding pretrial conference (.30); further revise opposition brief (1.90)	5.30
27 Nov 19	Werlinger, Eric T.	Analyze and revise outline of argument (1.30); conduct legal research on Charter's argument for judgment on the pleadings (1.20); conduct legal research on Charter's argument for motion to dismiss for lack of jurisdiction (1.80); draft introduction (1.80)	6.10
27 Nov 19	Ross, Terence P.	Review and revise Daubert motions, including multiple email exchanges regarding factual predicates (1.80); review damages provisions of state statutes at issue (1.80); read Charter Motion to Accept or Reject Last Mile Contract and multiple email exchanges regarding same (3.00); telephone conference with S. Rochester regarding Motion to Accept or Reject (.30); continue drafting Daubert motions (1.00)	7.90
27 Nov 19	Lockhart, Kristin	Perform legal research on contract damages (3.00); draft email to M. Justus summarizing same (1.00); exchange emails with client regarding document relied on by Jarosz in damages report and report same to M. Holub (.40); discuss errata sheet with Jarosz (.30); discuss legal research with C. Vazquez (.60); provide legal research to M. Justus regarding waiver of objections (1.00)	6.20
27 Nov 19	Thompson, Grace	Review rules for pre-trial conferences (.30); confer with M. Justus and K. Lockhart on the same (.30);	3.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		revise email to team regarding the same (.20); revise case calendar and associated documents (.20); read and analyze Charter's motion to compel (.50); draft email to client on the same (.10); call with S. Rochester and B. Churbuck regarding the same (.50); further discussions with B. Churbuck regarding legal framework for motions to compel assumption and rejection (.40); research legal framework for motions to compel assumption and rejection (1.00); review and circulate portions of Gunzel deposition relevant to Charter's motion to compel (.30)	
27 Nov 19	Rochester, Shaya J.	Call with B. Churbuck regarding insert for objection to Charter MSJ (.30); review and revise insert for objection to Charter MSJ (.30); attend to regarding objection to Charter MSJ (.20); review upcoming deadlines for trial under Scheduling Order, CMO and Chambers Rules (.50); review Charter Motion to Compel Assumption or Rejection of Executory Contracts (.90); communications with client regarding same (.40); call with team regarding same (.50); prepare preliminary analysis (1.80); call with T. Ross regarding motion to compel (.30)	5.20
27 Nov 19	Churbuck, Bryant	Call with S. Rochester regarding opposition draft (.30); revise Opposition to Charter's Motion for Summary Judgment as per S. Rochester's feedback (1.70); review Charter's Motion to Compel Assumption or Rejection (.30); telephone conference with S. Rochester and G. Thompson regarding Charter's Motion to Compel Assumption or Rejection (.50); further conference with G. Thompson regarding motions to compel assumption or rejection under the Bankruptcy Code (.40)	3.20
28 Nov 19	Rochester, Shaya J.	Review cases adjudicating requests under Section 365(d)(2) to compel debtor to assume or reject executory contracts (3.20)	3.20
29 Nov 19	Sodikoff, Brian	Revise opposition to Daubert on Jarosz (2.80)	2.80
29 Nov 19	Justus, Michael R.	Review expert reports for inclusion in summary judgment opposition (1.20); provide comments on the same (.30); read team's research regarding motion to compel (.40); draft email questions on the same (.40); continue drafting opposition to summary judgment brief (2.30); further revise the same (1.20)	5.80
29 Nov 19	Werlinger, Eric T.	Conduct legal research and outline response regarding Charter's argument for motion to dismiss for lack of subject matter jurisdiction (2.20); outline opposition to Charter's argument regarding motion for judgment on the pleadings (1.50); draft background section (1.80)	5.30
29 Nov 19	Ross, Terence P.	Read and review research by B. Churbuck, after questions raised by M. Justus (2.80); multiple email exchanges with S. Rochester and M. Justus regarding B. Churbuck research (.50); review comments from M.	8.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Justus on S. Butler draft report (2.00); continue revising Daubert motions (3.00)	
29 Nov 19	Lockhart, Kristin	Conduct legal research on breach of contract issues (2.60); draft email to M. Justus regarding same (1.00)	3.60
29 Nov 19	Rochester, Shaya J.	Research caselaw regarding Charter motion to compel assumption or rejection of executory contracts (.50); prepare rough outline of objection; attend to issues regarding insert for objection to MSJ (1.70); call with B. Churbuck regarding insert for objection to MSJ (.30)	2.50
29 Nov 19	Churbuck, Bryant	Review select case law regarding disclosures under the Federal Rules of Civil Procedure (2.00); review select case law regarding aggregated/consolidated damage reports (1.70); call with S. Rochester regarding same (.30)	4.00
30 Nov 19	Mazur, Julia L.	Revise declaration in connection with summary judgment response (.30)	0.30
30 Nov 19	Justus, Michael R.	Continue revising brief in opposition to Charter's motion for summary judgment (2.40); draft emails to team regarding outstanding research (.40)	2.80
30 Nov 19	Werlinger, Eric T.	Review and revise introduction to opposition to judgment on the pleadings (.80); review and revise background (1.20); conduct legal research and draft opposition argument regarding Charter's motion for judgment on the pleadings (2.40)	4.40
30 Nov 19	Ross, Terence P.	Review draft expert report by S. Butler (1.00); multiple email exchanges among S. Rochester, K. Lockhart and M. Justus regarding research on consolidation issue (1.20)	2.20
30 Nov 19	Lockhart, Kristin	Exchange emails with C. Vazquez and B. Churbuck regarding research items for Windstream opposition to summary judgment (.90); exchange emails with M. Justus regarding same (.60); draft response to statement of facts (1.30)	2.80
30 Nov 19	Thompson, Grace	Further research standard for motion to compel assumptions and rejection of executory contracts (.40); research sample objections to the same (.80); call with B. Churbuck regarding motion to compel and research questions (.30)	1.50
30 Nov 19	Rochester, Shaya J.	Correspondence with team regarding objection to Motion to Compel and objection to MSJ (1.00)	1.00
30 Nov 19	Churbuck, Bryant	Prepare memo regarding disclosures under the Federal Rules of Civil Procedure (2.00); review and analyze select case law regarding motions to compel assumption or rejection of executory contracts (1.40); call with G. Thompson regarding the same (.30); emails with team regarding opposition brief research (.30)	4.00
TOTALS:			1,106.90

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	46.00	515.00	\$23,690.00
44413	Convissar, Craig A.	33.90	790.00	\$26,781.00
42747	Holub, Matthew M.	65.30	720.00	\$47,016.00
43426	Justus, Michael R.	132.90	800.00	\$106,320.00
34231	Larsen, Ryan	5.50	870.00	\$4,785.00
33656	Lessner, Renee	5.60	350.00	\$1,960.00
44862	Lewis, Anne	34.70	390.00	\$13,533.00
44572	Lockhart, Kristin	143.20	605.00	\$86,636.00
42748	Mazur, Julia L.	60.50	790.00	\$47,795.00
44845	Rochester, Shaya J.	95.60	965.00	\$92,254.00
44455	Ross, Terence P.	184.20	985.00	\$181,437.00
32703	Sieger, John P.	11.00	975.00	\$10,725.00
41782	Siena, Marie	8.70	200.00	\$1,740.00
42497	Smith, Robert T.	16.30	845.00	\$13,773.50
42092	Sodikoff, Brian	27.80	850.00	\$23,630.00
34349	Stagman, David J.	16.90	880.00	\$14,872.00
44616	Thompson, Grace	99.70	450.00	\$44,865.00
43190	Vazquez, Christopher	43.90	515.00	\$22,608.50
43349	Wakolbinger, Jeffrey A.	36.40	835.00	\$30,394.00
44199	Werlinger, Eric T.	32.50	790.00	\$25,675.00
43659	Wong, Anthony	6.30	245.00	\$1,543.50
	TOTAL:	1,106.90		\$822,033.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
17 Oct 19	Postage for 1st class mail pcs 1 Letter (M.Justus) entered by KK	1.00
03 Nov 19	WAKOLBINGER/JEFFREY A 11/06/2019 Chicago/Westchester County Inv#8438 ticket#7468623819	408.96
03 Nov 19	WAKOLBINGER/JEFFREY A 11/07/2019 Westchester County/Chicago Inv#8440 ticket#7468623820	424.52
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Meal expense associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	69.44
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Meal expense associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	35.76
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Meal expense associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	6.25
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	24.13
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/29/19	18.16
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	16.08
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Taxicab fare associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	13.67
04 Nov 19	VENDOR: Justus, Michael R. INVOICE#: 3749256311041703 DATE: 11/4/2019 Hotel fees associated with travel to White Plains, NY to attend deposition. Date Incurred: 10/30/19	223.04
05 Nov 19	VENDOR: Ciani, Mark T. INVOICE#: 3756239211051705 DATE: 11/5/2019 Attend deposition in White Plains. Train Fare to/from White Plains Date Incurred: 10/31/19	22.50
05 Nov 19	VENDOR: Ciani, Mark T. INVOICE#: 3756239211051705 DATE: 11/5/2019 Attend deposition in White Plains. Cab fare to Deposition Date Incurred: 10/31/19	14.30
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/17/19	17.32
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/22/19	18.16
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/24/19	18.35
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/28/19	16.12
06 Nov 19	VENDOR: Thompson, Grace INVOICE#: 3759028811061749 DATE: 11/6/2019 After hours cab home Date Incurred: 10/29/19	17.80
06 Nov 19	VENDOR: Federal Express Corp. INVOICE#: 682709201 DATE: 11/4/2019	9.70

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
	From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 10/31/2019; Tracking ID: 780652693725	
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3204765 DATE: 10/27/2019 Food service ordered on 10/21/2019 by Thompson, Grace A., OrderID: 2021532950	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3204765 DATE: 10/27/2019 Food service ordered on 10/22/2019 by Thompson, Grace A., OrderID: 2021663926	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3199957 DATE: 10/13/2019 Food service ordered on 10/08/2019 by Thompson, Grace A., OrderID: 2020529033	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3199957 DATE: 10/13/2019 Food service ordered on 10/09/2019 by Thompson, Grace A., OrderID: 2020644678	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3209598 DATE: 11/3/2019 Food service ordered on 10/29/2019 by Thompson, Grace A., OrderID: 2022249241	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3209598 DATE: 11/3/2019 Food service ordered on 10/31/2019 by Rochester, Shaya, OrderID: 2022454095	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3201612 DATE: 10/20/2019 Food service ordered on 10/16/2019 by Thompson, Grace A., OrderID: 2021087725	20.00
07 Nov 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3201612 DATE: 10/20/2019 Food service ordered on 10/16/2019 by Thompson, Grace A., OrderID: 2021205795	20.00
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - meal expense Date Incurred: 11/08/19	17.53
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - meal expense Date Incurred: 11/07/19	9.39
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos meal expense Date Incurred: 11/07/19	17.26
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - meal expense Date Incurred: 11/07/19	45.50
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos meal expense Date Incurred: 11/06/19	39.78
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - parking fee Date Incurred: 11/07/19	25.52
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos 1 night hotel stay plus taxes Date Incurred: 11/07/19	309.35
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew	42.72

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
	Kardos Cab From Airport in Chicago Date Incurred: 11/07/19	
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos Cab to Airport in Chicago Date Incurred: 11/06/19	26.86
11 Nov 19	VENDOR: Wakolbinger, Jeffrey A. INVOICE#: 3767693011111656 DATE: 11/11/2019 Trip to Stamford, CT for deposition of Matthew Kardos - car rental Date Incurred: 11/07/19	104.21
11 Nov 19	PAYEE: LAC Group; REQUEST#: 833222; DATE: 11/11/2019. - To record LAC research charges for October 1,2019 - October 31,2019; Article on 10/28/19 Craig Convissar	112.50
13 Nov 19	Color Copies for 11/13/2019	0.25
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	1.60
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	2.00
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	2.20
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	10.50
13 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-OCT19-WAS; DATE: 11/11/2019 - Acct #KM3278: Pacer court cost incurred in October 2019, Washington.	2.50
14 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 833638; DATE: 11/14/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19. Conference call on 10/10/19, #12789185 G.Thompson.	5.10
14 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 833638; DATE: 11/14/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19. Conference call on 10/11/19, #12801251 G.Thompson.	5.99
15 Nov 19	Photocopies for 11/15/2019	0.20
15 Nov 19	Photocopies for 11/15/2019	6.80
15 Nov 19	Color Printing	555.00
15 Nov 19	Color Copies for 11/15/2019	0.50
15 Nov 19	U.S. Legal Support, Inc: Inv.#: 130128363; Date: 11/8/2019; Court reporter expense for Ostberg Deposition.	737.50
18 Nov 19	Photocopies for 11/18/2019	84.80
18 Nov 19	Color Printing	7.00
18 Nov 19	Color Copies for 11/18/2019	7.25
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	0.20
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	16.20
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	191.20

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	58.90
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-OCT19-NYC; DATE: 11/12/2019 - Acct #3277: Pacer court cost incurred in October 2019, New York.	184.30
19 Nov 19	Veritext Legal Solutions; Inv.#: MW4020741; Date: 11/6/2019; Certified copies of transcripts and exhibits of J. Jarosz Deposition.	1,029.65
20 Nov 19	VENDOR: Lockhart, Kristin INVOICE#: 3795479711201708 DATE: 11/20/2019 Uber home after working late After hours cab home. Date Incurred: 11/13/19	9.91
20 Nov 19	VENDOR: Lockhart, Kristin INVOICE#: 3795479711201708 DATE: 11/20/2019 Uber home after working late After hours cab home. Date Incurred: 11/14/19	10.62
20 Nov 19	VENDOR: Convissar, Craig A. INVOICE#: 3798527011202144 DATE: 11/20/2019 Train tickets to/from White Plains for Deposition \$9.75 each Date Incurred: 10/31/19	19.50
20 Nov 19	VENDOR: Convissar, Craig A. INVOICE#: 3798527011202144 DATE: 11/20/2019 Taxi to Deposition \$9.63 and taxi to train after Deposition \$8.93 Date Incurred: 10/31/19	18.56
20 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 833638; DATE: 11/14/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19; Conference call on 10/03/19, #12756348, S. Rochester.	5.60
21 Nov 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5738424 DATE: 11/15/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/04/2019; Voucher# 350632	71.69
21 Nov 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5738424 DATE: 11/15/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/07/2019; Voucher# 363965	80.60
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/12/19	71.21
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/13/19	59.23
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/20/19	47.08
25 Nov 19	VENDOR: Rochester, Shaya INVOICE#: 3807597411251818 DATE: 11/25/2019 After hours cab home Date Incurred: 11/21/19	52.73
26 Nov 19	Color Copies for 11/26/2019	0.50
27 Nov 19	VENDOR: Wong, Anthony J. INVOICE#: 3814266411271802 DATE: 11/27/2019 Overtime meal. Date Incurred: 11/13/19	18.24
27 Nov 19	Photocopies for 11/27/2019	0.60
28 Nov 19	Binding:11/15/19	30.00
30 Nov 19	Color Printing	27.50
30 Nov 19	VENDOR: U.S. Legal Support - Chicago; INVOICE#: 130130678; DATE: 11/25/2019 - Inv #130130678	677.50
30 Nov 19	VENDOR: U.S. Legal Support - Chicago; INVOICE#: 130130679; DATE: 11/25/2019 - Inv #130130679	815.00
30 Nov 19	Westlaw Legal Research: JUSTUS,MICHAEL on 11/03/2019	57.76
30 Nov 19	Westlaw Legal Research: JUSTUS,MICHAEL on 11/11/2019	57.76
30 Nov 19	Westlaw Legal Research: JUSTUS,MICHAEL on 11/30/2019	115.52

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/05/2019	362.72
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/13/2019	57.76
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/26/2019	41.20
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/27/2019	57.76
30 Nov 19	Westlaw Legal Research: WERLINGER,ERIC T on 11/30/2019	222.56
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/04/2019	57.76
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/05/2019	2,053.95
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/06/2019	1,132.60
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/14/2019	115.52
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/15/2019	57.76
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/26/2019	359.90
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/27/2019	1,063.13
30 Nov 19	Westlaw Legal Research: LOCKHART,KRISTIN on 11/29/2019	602.25
30 Nov 19	Westlaw Legal Research: HOLUB,MATTHEW M on 11/22/2019	296.98
30 Nov 19	Westlaw Legal Research: HOLUB,MATTHEW M on 11/23/2019	412.45
30 Nov 19	Westlaw Legal Research: HOLUB,MATTHEW M on 11/24/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/01/2019	356.38
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/04/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/05/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/06/2019	567.79
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/19/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/20/2019	296.98
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/21/2019	118.79
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/22/2019	59.40
30 Nov 19	Westlaw Legal Research: MAZUR,JULIA L on 11/26/2019	59.40
30 Nov 19	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 11/04/2019	118.79
30 Nov 19	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 11/25/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/05/2019	118.79
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/11/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/12/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/18/2019	178.19
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/19/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/21/2019	59.40
30 Nov 19	Westlaw Legal Research: LEWIS,ANNE C on 11/22/2019	178.19
30 Nov 19	Westlaw Legal Research: SMITH,JULIE on 11/26/2019	2,487.15
30 Nov 19	Westlaw Legal Research: WONG,ANTHONY on 11/13/2019	220.30
30 Nov 19	Westlaw Legal Research: CONVISSAR,CRAIG on 11/07/2019	1,474.48
30 Nov 19	Westlaw Legal Research: CONVISSAR,CRAIG on 11/21/2019	59.33
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/04/2019	517.36
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/05/2019	220.30
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/07/2019	160.98
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/08/2019	208.27
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/11/2019	59.33
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/12/2019	237.31
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/17/2019	640.57
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/21/2019	3,255.14
30 Nov 19	Westlaw Legal Research: THOMPSON,GRACE on 11/27/2019	42.32
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/21/2019	534.36
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/22/2019	59.33
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/29/2019	830.59

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301594281
Invoice Date: December 20, 2019

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
30 Nov 19	Westlaw Legal Research: CHURBUCK,BRYANT on 11/30/2019	474.62
TOTAL:		\$28,405.97

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Business Meals	\$259.15
Out of Town Travel	\$899.13
After Hours Meals Expense	\$160.00
Telephone Conference Charges, Postage and Courier	\$27.39
Copying, Printing, Binding	\$720.40
Court Costs, Court Reporter, Videographer	\$3,729.25
Legal Research	\$21,306.88
Airfare	\$833.48
Local Transportation	\$470.29
TOTAL:	\$28,405.97

MATTER TOTAL: \$850,439.47

**575 Madison Avenue
New York, NY 10022-2585**

December 20, 2019

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

Invoice No. 1301594284
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges.....	\$53.81
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CURRENT INVOICE TOTAL: \$53.81

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

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

Invoice No. 1301594284
Invoice Date: December 20, 2019

DISBURSEMENTS

Matter 00032: Expenses

Date	Description	Amount
18 Nov 19	VENDOR: Pacer Service Center; INVOICE#: KM3279-OCT19-CHI; DATE: 11/12/2019 - Acct #3279: Pacer court cost incurred in October 2019, Chicago.	0.80
19 Nov 19	PAYEE: Arkadin Inc.; REQUEST#: 834002; DATE: 11/19/2019. - To record Arkadin Teleconferencing charges, Inv #INUS191000691, dated 10/31/19; Conference call on 10/31/19; #12906409; C. Vazquez.	5.05
20 Nov 19	VENDOR: Reisman, Steven J. INVOICE#: 3790579311202144 DATE: 11/20/2019 Taxi / Uber Service Charge Uber Service Charge Date Incurred: 11/18/19	47.96
TOTAL:		\$53.81

SUMMARY OF DISBURSEMENTS

Matter 00032: Expenses

Out of Town Travel	\$47.96
Telephone Charges	\$5.05
Court Costs	\$0.80
TOTAL:	\$53.81

**575 Madison Avenue
New York, NY 10022-2585**

January 23, 2020

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

Invoice No. 1301601006
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through December 31, 2019.....	\$28,517.00
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CURRENT INVOICE TOTAL: \$28,517.00

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

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PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 Dec 19	Thompson, Grace	Coordinate with Conflicts department regarding new retention application declaration (.40)	0.40
02 Dec 19	Reisman, Steven	Review and comment on supplemental declaration and follow-up (.40)	0.40
02 Dec 19	Rochester, Shaya J.	Attend to issues regarding Supplemental Declaration (.20)	0.20
04 Dec 19	Siena, Marie	Meet with G. Thompson regarding the Second Interim Fee Application (.40)	0.40
04 Dec 19	Thompson, Grace	Meet with M. Siena regarding outstanding items on Second Interim Fee Application (.40); continue drafting Interim Fee Application exhibits and outstanding data (.60)	1.00
04 Dec 19	Reisman, Steven	Follow-up regarding matters related to Windstream Second Interim Fee Application and matters regarding same (.30)	0.30
05 Dec 19	Thompson, Grace	Continue to review and revise Interim Fee Application (3.20); draft allocation spreadsheet for October Monthly Fee Statement (.50); draft email to accounting regarding the same (.20); draft email to client regarding payment of October Monthly Fee Invoice (.30)	4.20
05 Dec 19	Reisman, Steven	Review and comment on interim fee application as well as monthly October fee statement (1.70)	1.70
06 Dec 19	Siena, Marie	Prepare calculations for interim fee statement (1.90)	1.90
07 Dec 19	Rochester, Shaya J.	Review and revise Interim Fee Statement (.90)	0.90
09 Dec 19	Siena, Marie	Prepare calculations for interim fee statement (2.50)	2.50
09 Dec 19	Thompson, Grace	Continue to review and revise Interim Fee Application (.90); research and draft email to S. Rochester regarding the same (.40)	1.30
09 Dec 19	Reisman, Steven	Review and comment on interim fee application for filing in Windstream case (.80)	0.80
09 Dec 19	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (.50)	0.50
10 Dec 19	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
10 Dec 19	Rochester, Shaya J.	Review and provide further comments on Interim Fee Application (.90)	0.90
12 Dec 19	Thompson, Grace	Revise Second Interim Fee Application per comments from S. Rochester (.20); review Windstream expenses and provide comments to M. Siena (.40)	0.60
12 Dec 19	Reisman, Steven	General update regarding matters related to interim fee application and review and comment on same (.30); discussion with S. Rochester regarding comments (.30)	0.60
12 Dec 19	Rochester, Shaya J.	Call with S. Reisman regarding comments to Interim Fee Application (.30); call with G. Thompson regarding same (.20); incorporate S. Reisman comments to Interim Fee Application (.40)	0.90
13 Dec 19	Thompson, Grace	Revise Second Interim Fee Application per comments from S. Reisman and S. Rochester (.30); call with S.	1.20

**575 Madison Avenue
New York, NY 10022-2585**

January 23, 2020

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

Invoice No. 1301601007
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through December 31, 2019.....	\$10,319.50
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CURRENT INVOICE TOTAL: \$10,319.50

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

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

Katten

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

575 Madison Avenue
New York, NY 10022-2585

January 24, 2020

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

Invoice No. 1301601052
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through December 31, 2019.....	\$1,021,474.50
Disbursements and other charges.....	\$169,670.89

CURRENT INVOICE TOTAL: \$1,191,145.39

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
02 Dec 19	Mazur, Julia L.	Daubert opposition (methodology) (3.40); draft Daubert opposition (assumptions/facts argument) (4.50); draft Daubert opposition (introduction) (.40)	10.70
02 Dec 19	Wakolbinger, Jeffrey A.	Attend teleconference regarding expert report (.50); conduct research regarding Daubert issues (3.30); draft motion to exclude expert (Ostberg) (3.70); discussions with G. Thompson regarding local rules (.30); continue drafting Ostberg Daubert motion (2.90)	5.70
02 Dec 19	Justus, Michael R.	Prepare motion to preclude expert testimony of M. Kardos (5.70)	13.30
02 Dec 19	Ross, Terence P.	Continue drafting opposition to Charter's motion for summary judgment (4.10); review and analyze additional research regarding the same (2.60); continue drafting opposition brief (3.60); revise opposition brief (3.00)	9.60
02 Dec 19	Lockhart, Kristin	Draft motion for leave to allow rebuttal expert (1.50); email exchange with K. Smith regarding expert retention (.30); conference with K. Lockhart regarding Statement of Facts (.20); continue drafting motion for leave to allow rebuttal expert (2.30); draft multiple emails regarding timing of Daubert motions (.30); review information from C. Keith related to Charter Motion to Compel (.50); read draft opposition to Motion for Judgment on Pleadings (1.70); review damages research and provide M. Justus with citations to relevant Lanham Act cases (.80); work on Statement of Material Facts (2.00)	16.00
02 Dec 19	Thompson, Grace	Draft response to Charter statement of facts (3.90); review documents and prior pleadings to incorporate into statement of facts (2.40); continue drafting response statement of facts (4.20); review and revise statement of facts per T. Ross comments (1.70); draft additional sections of response statement of facts (3.80)	5.70
02 Dec 19	Rochester, Shaya J.	Meet with S. Rochester and B. Churbuck regarding Opposition to Charter's Motion to Compel (.50); discussions with S. Rochester on Motion to Compel (.30); review Windstream docket for other Motions to Compel (.30); begin draft background section of Opposition to Motion to Compel (2.50); call and follow-up email with J. Mazur regarding SDNY bankruptcy rules (.30); review emails from client and A&M relevant to Motion to Compel (.50); discussions with B. Churbuck regarding Motion to Compel research (.30); continue draft background section of Opposition (1.00)	7.90
02 Dec 19		Attend to issues regarding coordination around December 18 hearing (.30); office conference with G. Thompson and B. Churbuck regarding Charter Motion to Compel (.50); attend to issues regarding counter-	

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		statement of fact in connection with Motion for Summary Judgment (2.10); attend to issues regarding counterstatement of facts (.40); attend to issues regarding counterstatement of facts (.30); call with G. Thompson regarding Objection to Charter Motion to Compel (.30); review and provide comments on counterstatement of facts (1.10); review and provide comments on Motion for Leave to File Expert Report (.70); attend to issues regarding Counterstatement of Facts (.30); attend to issues regarding Objection to Charter Motion to Compel (1.20); review and provide comments on Objection to Charter Motion for Judgment on the Pleadings and Motion to Dismiss (.70)	
02 Dec 19	Churbuck, Bryant	Review proposed outline for Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.80); conference with S. Rochester and G. Thompson regarding the same (.50); prepare memo regarding damages to goodwill under New York law (2.30); review and analyze Charter's Statement of Undisputed of Facts (2.00); draft counter-statement of undisputed facts (4.00); review S. Rochester comments to counter-statement of facts draft (1.00); revise counter-statement of undisputed facts per S. Rochester comments (1.00); review select cases regarding general damages and breaches of contract (1.80)	13.10
03 Dec 19	Sieger, John P.	Reviewed defendant motions regarding automatic stay violations (.30); emails with S. Rochester as to same (.10)	0.40
03 Dec 19	Larsen, Ryan	Research issues relevant to Kamin Daubert motion (2.00); draft Kamin Daubert motion (3.50)	5.50
03 Dec 19	Stagman, David J.	Complete reviewing R. Borders deposition exhibits (.80); draft Daubert pleadings from S. Rochester (1.00)	1.80
03 Dec 19	Sodikoff, Brian	Revise opposition to motion to exclude Windstream's damages expert Mr. Jarosz (3.20)	3.20
03 Dec 19	Holub, Matthew M.	Draft Daubert opposition to motion to exclude Jarosz (methodology argument) (1.10); revise Daubert opposition (background facts) (1.50); revise Daubert opposition (data/assumptions) (1.40); revise Daubert opposition (increased costs) (1.40); revise Daubert opposition (causation) (1.50); review M. Kardos deposition for use in Daubert opposition (.30)	7.20
03 Dec 19	Mazur, Julia L.	Draft motion to exclude Charter's expert, Ostberg (3.20); perform additional research for motion (2.10); continue drafting Ostberg Daubert motion (2.70); draft expert declaration (.60)	8.60
03 Dec 19	Vazquez, Christopher	Review expert materials (1.00)	1.00
03 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to exclude expert testimony of M. Kardos (3.20); conduct legal research regarding same	8.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Dec 19	Justus, Michael R.	(3.00); further revise Kardos Daubert motion (2.00) Continue drafting brief in opposition to Charter's motion for summary judgment (3.20); continue reviewing research related to summary judgment opposition (2.00); continue drafting opposition brief (2.10); discussion with K. Lockhart regarding damages claim (.30); call with G. Thompson regarding motion to exclude Ostberg (.20)	7.80
03 Dec 19	Werlinger, Eric T.	Discuss opposition to Charter's Motion for Judgment on the Pleadings with T. Ross (.20); review cases regarding seeking damages for violation of the automatic stay (1.80); revise opposition consistent with edits and comments from T. Ross (1.10)	3.10
03 Dec 19	Ross, Terence P.	Draft detailed email to client regarding pleadings to be filed over next week and deadlines for comments/edits on drafts (.50); edit and revise counter statement for opposition to Charter Summary Judgment (2.30); telephone conference with S. Rochester regarding upcoming pleadings (.50); conference with K. Lockhart regarding counter statement of facts for Charter Summary Judgment Opposition (1.60); telephone conference with K. Smith regarding case status (.30); edit and revise counter statement for opposition to Charter Summary Judgment (1.00); prepare for telephone conference with E. Werlinger regarding Opposition to Motion for Judgment on Pleadings (.30); call with E. Werlinger regarding same (.20); edit and revise counter statement for opposition to Charter Summary Judgment (1.50); edit and revise opposition to Charter Motion for Summary Judgment (2.00)	10.20
03 Dec 19	Yager, Allison E.	Conduct research for and draft motion for leave to file expert report (1.90); calls with S. Rochester regarding motion for leave to file expert report (.30)	2.20
03 Dec 19	Lockhart, Kristin	Draft email to J. Mazur regarding Ostberg report and rebuttal (.30); attend meeting with T. Ross to discuss statement of facts (1.60); response to statement of facts (2.10); discuss with M. Justus regarding damages claim (.30); further revise statement of facts regarding T. Ross comments (2.20); discussions with G. Thompson regarding summary judgment pleadings (.30)	6.80
03 Dec 19	Thompson, Grace	Review rules for filing motions and objections in SDNY bankruptcy Court and CMO (.40); call with C. Keith, W. Hays and S. Rochester regarding Opposition to Motion to Compel (.50); review and analyze additional emails from client (.80); incorporate additional facts into Opposition brief (1.20); discussions with B. Churbuck regarding outstanding research question for Opposition (.50); discussions with S. Rochester regarding the same (.40); continue	14.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		draft background section of Opposition (2.40); draft legal framework to Opposition brief (3.20); review research from B. Churbuck regarding payments and incorporate into Opposition brief (.50); discussions with K. Lockhart regarding exhibits to upcoming summary judgment related pleadings (.30); call with M. Justus regarding motion to exclude Ostberg (.20); coordinate sealing motion procedures for upcoming pleadings (.20); review emails with A&M and KCC relevant to Opposition brief (.50); continue drafting legal section for Opposition brief (2.10); research additional relevant sources (.30); review and revise Opposition brief (1.10)	
03 Dec 19	Rochester, Shaya J.	Call with T. Ross regarding upcoming motions and pleadings to be filed (.50); correspondence with team regarding same (.50); prepare for call with client regarding Charter Motion to Compel (.30); call with client regarding Charter Motion to Compel (.50); attend to follow-up from call (.30); attend to issues regarding insert to objection to Charter MSJ (.50); attend to issues regarding objection to Charter Motion to Compel (1.10); calls with G. Thompson regarding the same (.40); prepare inserts for objection to Charter Motion to Compel (.70); attend to issues regarding Motion for Leave to File Expert Report (.30); call with A&M regarding Charter (.40); call with A. Yager regarding Motion for Leave to file Expert Report (.30); review and provide comments on Motion for Leave to file Expert Report (1.10); further revise Motion for Leave to file Expert Report (.60); revise objection to Motion to Compel (1.20); review and provide comments on Opposition to Charter Motion for Summary Judgment (1.10); attend to issues regarding Daubert Motions (.30)	10.10
03 Dec 19	Churbuck, Bryant	Review select case law regarding general damages and breaches of contract (1.00); prepare memo regarding general damages and breaches of contract (2.00); prepare Notice of Motion for Leave to File Rebuttal Expert Report (.50); prepare Motion for Leave to File Rebuttal Expert Report (1.50); prepare Proposed Order Granting Motion for Leave to File Rebuttal Expert Report (1.00); prepare email to G. Thompson regarding payment default date calculations in motions to compel assumption and assignment (.40); review interim and final DIP orders (.20); review select case law regarding motions to compel assumption or rejection of executory contracts (2.80); review select case law regarding timing issues to assume or reject contracts (1.00); review local rules and chambers rules governing motions for leave to file expert reports (.50);	12.70

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		(1.00); conference with K. Lockhart regarding Counterstatement of Facts (.70); telephone conference wit K. Smith regarding case strategy (.30); edit and revise Opposition to Charter Motion for Summary Judgment (3.80); review Motion to Exclude Ostberg Survey (1.50); draft multiple emails to client regarding review of draft pleadings (.50); edit and revise Counterstatement of Facts including review of supporting citation (4.50)	
04 Dec 19	Yager, Allison E.	Conduct research for response to motion to compel (.80); begin preparing seal motion (.30)	1.10
04 Dec 19	Lockhart, Kristin	Response to Charter's revised statement of facts (2.00); draft email to MoFo regarding summary judgment (.30); draft email to client regarding summary judgment (.30); discuss with client and M. Justus regarding information for damages (.60); attend to issues regarding initial disclosures (2.90); discuss motion with G. Thompson (.30); review Opposition to Summary Judgment and provide comments (2.60); discuss with T. Ross counterstatement of facts (.70); incorporate edits into response to Charter statement of facts (.60)	10.30
04 Dec 19	Thompson, Grace	Review draft Opposition to Motion to Compel (2.20); review and revise and Notice and Motion to File Expert Rebuttal Report (.50); call with S. Rochester regarding Windstream-Charter contract provisions (.20); review previous hearing transcripts regarding proffers (.40); draft email to Charter regarding Committee's access to unredacted pleadings (.50); calls with S. Rochester regarding factual section of Opposition to Motion to Compel (.30); revise Opposition accordingly (.60); outline outstanding factual information needed for Opposition (.30); discussions with B. Churbuck regarding outstanding research for oppositions to motion to compel (.50); discuss summary judgment opposition with K. Lockhart (.30)	5.80
04 Dec 19	Schurr, Jillian	Confer in person with M. Holub regarding response to Daubert Motion and necessary research (.20); Review case law in preparation for draft of response to Daubert Motions (2.40); Review dockets for cases involving expert in preparation for draft response to Daubert Motions (2.50)	5.10
04 Dec 19	Rochester, Shaya J.	Revise objection to motion to compel (3.40); reply to UCC questions regarding Charter Motion to Compel (.30); call with E. Werlinger regarding Objection to Charter Motion to Dismiss (.30); call with Kirkland regarding December 18 hearing (.20); communications with Chambers and team regarding December 18 Hearing and January 10 Hearing (.20); review and	10.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		revise Motion for Leave to File Expert Report (.30); review and revise objection to Charter Motion to Compel (1.50); further review and make extensive changes to Objection to Motion to Compel (2.70); attend to issues regarding Objection to Motion for Summary Judgment (.50); attend to issues regarding Objection to Charter Motion to Dismiss (.30); call with G. Thompson regarding Windstream-Charter contracts (.20); calls with G. Thompson regarding factual background for opposition to motion to compel (.30)	
04 Dec 19	Lewis, Anne	Research case law regarding motions to exclude expert testimony in the Second Circuit (3.60); conduct further research on the same (1.50)	5.10
04 Dec 19	Churbuck, Bryant	Review bar date order (.20); prepare email to E. Werlinger regarding bar date order (.20); prepare email to S. Rochester regarding motions to assume and equitable subordination (.50); prepare memo regarding dates upon which First Day motions were granted on interim and final bases (.70); conferences with G. Thompson regarding Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.50)	2.10
05 Dec 19	Larsen, Ryan	Research caselaw relevant to Daubert motion against Charter expert Kamin (3.50); draft Daubert motion against Kamin (2.00); revisions to same (2.00)	7.50
05 Dec 19	Stagman, David J.	Discuss deposition questions with M. Ciani (.20); begin drafting Daubert motion against R. Borders report (3.50); discussions and correspondence with C. Vazquez regarding Daubert authority (.50)	4.20
05 Dec 19	Sodikoff, Brian	Conduct legal research to rebut case law cited by Charter in its motion to exclude Windstream's damages expert Mr. Jarosz (1.60); revise opposition to Charter's motion to exclude Windstream's damages expert Mr. Jarosz (2.10); discussions with M. Holub regarding same (.50)	4.20
05 Dec 19	Holub, Matthew M.	Discuss subscriber information with B. Sodikoff (.10); review correspondence from client regarding damages (.30); discuss causation issues with B. Sodikoff (.40); review and analyze Kardos deposition (2.40); research case law regarding causation/damages (2.50); revise opposition based on comments from B. Sodikoff (3.20)	8.90
05 Dec 19	Mazur, Julia L.	Conduct legal research for motion to exclude Ostberg (2.00); draft and revise motion, notice of motion, proposed order in support of motion to exclude (2.60); revise motion in support thereof (3.10)	7.70
05 Dec 19	Vazquez, Christopher	Correspond with team regarding Borders Daubert motion (.50)	0.50
05 Dec 19	Wakolbinger, Jeffrey A.	Analyze strategy regarding motion to preclude expert testimony of M. Kardos (.70); call with T. Ross regarding same (.30)	1.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Dec 19	Justus, Michael R.	Confer with T. Ross and K. Lockhart regarding summary judgment and motion practice strategy (1.40); revise amended initial disclosures (.90); revise brief in opposition to Charter's motion for summary judgment (3.10); revise various supporting documents to opposition brief (3.90)	9.30
05 Dec 19	Ross, Terence P.	Edit counterstatement of facts in opposition to Charter Summary Judgment (2.90); continue to edit counterstatement of facts in opposition to Charter Motion for Summary Judgment (2.90); conference with M. Justus and K. Lockhart regarding summary judgment filings and deadlines (1.40); edit opposition to Charter Motion for Summary Judgment (3.50); telephone conference with J. Wakolbinger regarding Kardos motion (.30); work on declarations to support motions (1.50); edit and revise Motion to Exclude Ostberg Report (2.40)	14.90
05 Dec 19	Yager, Allison E.	Conduct research for and revise motion to compel (.90); draft two motions to seal (.70)	1.60
05 Dec 19	Lockhart, Kristin	Review audio recordings for camera review (.70); discuss same with G. Thompson (.20); revise counter statement of facts (1.30); attend meeting with T. Ross and M. Justus regarding Opposition to Charter Motion for Summary Judgment (1.40); revise counter statement of facts (1.90); revise counter statement of facts (2.60); revise brief (1.30); revise citations in counter statement of facts (1.30); revise and draft declaration for filing tomorrow (2.70); draft email regarding motions to seal (1.60)	14.80
05 Dec 19	Thompson, Grace	Call with K. Lockhart regarding customer call audio files (.20); review files for the same (.50); emails with outside vendors regarding audio files (.20); review outstanding facts needed from client for Opposition to Motion to Compel (.30); call with S. Rochester regarding outstanding items for opposition to motion to compel (.20); analyze recent Exclusivity Motion for topics relevant to Opposition to Motion to Compel (.40); call with S. Rochester regarding comments on Opposition brief (.20); coordinate outstanding supporting pleadings for Motion to Exclude Ostberg and Motion to File Rebuttal Expert Report (.60); draft emails to team regarding the amended schedule for Daubert motions (.20); incorporate edits from S. Rochester into Opposition brief (1.20); draft Auman Declaration in support of Summary Judgment Opposition (1.60); further revise Opposition to Motion to Compel and Hays Declaration per S. Rochester comments (.70); discussions with B. Churbuck regarding outstanding items for Opposition brief (.50); draft email to S. Rochester and A. Yager regarding	8.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		plans for sealing motions on upcoming pleadings (.40); review and revise Thompson Declaration (.40); review counter-statement of facts and provide comments on outstanding issues (.60); call with S. Rochester regarding Daubert motions (.30)	
05 Dec 19	Schurr, Jillian	Review cases in PACER and Westlaw in preparation for draft of response to Daubert motions (.40); Draft and incorporate cases into summary for M. Holub (.30)	0.70
05 Dec 19	Rochester, Shaya J.	Communications with team, Mofo and client regarding matters on for Dec 18 hearing (1.00); calls with G. Thompson regarding Objection to Charter Motion to Compel (.40); finish revisions to Objection to Charter Motion to Compel (3.20); attend to issues regarding Daubert Motions (.50); call with G. Thompson regarding sealing motions (.30); call with G. Thompson regarding Daubert motions (.30); review and provide comments on Counterstatement of Facts (.80); attend to issues regarding Auman Declaration and other filings for tomorrow (.40); review and make further changes to Objection to Motion to Compel and Hays Declaration (.80); attend to issues regarding Friday filing (.40)	8.10
05 Dec 19	Lewis, Anne	Cite check opposition brief for substance and style (8.70); research second circuit case law to support motion to exclude expert testimony in the Second Circuit (.50)	9.20
05 Dec 19	Churbuck, Bryant	Draft Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.30); prepare email to S. Rochester regarding counter-statement of undisputed facts (.30); review select case law regarding motions to exclude expert testimony in the United States Bankruptcy Court for the Southern District of New York (1.00); conferences with G. Thompson regarding opposition brief items (.50)	2.10
06 Dec 19	Sieger, John P.	Review counterstatement of facts (.30); review relevant portion of Charter's motion to compel (.20)	0.50
06 Dec 19	Larsen, Ryan	Continue researching caselaw relevant to Daubert motion against Charter expert Kamin (2.70); continue drafting Daubert motion against Kamin (2.80); revisions to same (1.00)	6.50
06 Dec 19	Stagman, David J.	Continue drafting Daubert motion against R.Borders report (3.00); review authority insert from C.Vazquez (1.00)	4.00
06 Dec 19	Siena, Marie	Prepare pleadings to be filed on the court's docket (1.80); File summary judgment opposition pleadings on the court's docket (2.50); prepare binders for chambers, the clerk of the court and the UST (3.30)	7.60
06 Dec 19	Sodikoff, Brian	Revise opposition to Charter's motion to exclude Windstream's damages expert Mr. Jarosz (2.30)	2.30
06 Dec 19	Holub, Matthew M.	Revise opposition to motion to exclude Jarosz based on	9.70

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		comments from B. Sodikoff (3.10); revise opposition based on comments from B. Sodikoff (introduction) (1.80); revise opposition based on comments from B. Sodikoff (facts/assumptions) (2.00); discussion with J. Schurr regarding same (.20); research on Rule 403 (.40); review opposition to motion for summary judgment (.90); review case law cited in MSJ opposition (1.10); correspond with K. Lockhart regarding Jarosz declaration (.20)	
06 Dec 19	Mazur, Julia L.	Assemble exhibits for motion to exclude (.80); draft and revise proposed order, memo of law, and motion to exclude (3.80); call with S. Rochester regarding same (.20)	4.80
06 Dec 19	Vazquez, Christopher	Research NY caselaw regarding Daubert legal standards (3.60); draft and circulate analysis to team (3.40)	7.00
06 Dec 19	Wakolbinger, Jeffrey A.	Prepare motion to preclude expert testimony of M. Kardos (1.10)	1.10
06 Dec 19	Justus, Michael R.	Review and finalize brief in opposition to Charter's motion for summary judgment (3.30); review and revise supporting documents (2.90); discussions with K. Lockhart and T. Ross regarding Auman declaration (.30); further discussions with K. Lockhart and G. Thompson regarding the same (.40); manage filing and service of briefs and supporting documents (2.50)	9.40
06 Dec 19	Werlinger, Eric T.	Review and analyze opposition to motion to assume or reject executory contracts (.80)	0.80
06 Dec 19	Ross, Terence P.	Review and edit declarations of J. Jarosz, J. Auman and G. Thompson (1.50); edit and revise Motion to Exclude Dr. Ostberg (2.00); revise and edit Opposition to Charter Motion for Summary Judgment (1.00); finalize Motion to Exclude Dr. Ostberg (2.00); finalize pleadings to be filed, including declarations and supporting exhibits (2.70); multiple emails and telephone conferences with K. Lockhart and M. Justus regarding Auman Declaration (.50); telephone conference with K. Smith regarding J. Auman Declaration (.30); call with S. Rochester regarding December 18 hearing (.30)	10.30
06 Dec 19	Yager, Allison E.	Draft and revise motions to seal (.70); review and revise motion for leave to file expert report (.40); discussions with S. Rochester and G. Thompson regarding sealing motions (.40); revise sealing motions per comments from K. Lockhart (.50)	2.00
06 Dec 19	Lockhart, Kristin	Revise declarations for Motion for Summary Judgment opposition (1.60); correspond with H. Holub regarding Jarosz declaration (.20); revise Auman declaration (1.90); discuss the same with client, T. Ross and M. Justus (.30); further discussions with G. Thompson and M. Justus regarding Auman declaration (.40); review	14.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		and provide comments on sealing motions (.20); discussions with G. Thompson regarding finalizing exhibits to declarations (.60); prepare and revise supporting documents in connection with opposition brief (3.30); revise and finalize the same (3.40); coordinate filing and service of opposition briefs and supporting documents (2.50)	
06 Dec 19	Thompson, Grace	Review account information associated with customer call audio files (1.20); discussions with K. Lockhart regarding exhibit preparation (.60); discussion with S. Rochester regarding filing procedures (.40); compile exhibits for Opposition to Summary Judgment and Declarations, Ostberg, and Butler filings (1.80); finalize Motion to Exclude Ostberg and associated documents (.60); calls with S. Rochester regarding filing action items (.40); review and provide comments on sealing motions (.60); discussions with M. Justus and K. Lockhart regarding the same (.40); review and confirm citations for memorandum of law in support of summary judgment and counter-statement of facts (1.20); review and revise Motion to Exclude Rebuttal Expert Report of Ostberg (.70); discussions with A. Yager and S. Rochester regarding sealing motions (.40); draft email to Chambers regarding filings (.60); supervise filing of opposition briefs (2.50); compile, review and circulate Charter and Committee filings (2.10); prepare and organize materials for Chambers, U.S. Trustee and Court Clerk (2.40)	15.50
06 Dec 19	Schurr, Jillian	Confer with M. Holub regarding response to Daubert motion (.20); draft and revise citations for draft of response to Daubert motions (2.10); email to M. Holub regarding updates on research for Daubert motion (.10)	2.40
06 Dec 19	Rochester, Shaya J.	Further revise Objection to Charter Motion to Compel and accompanying Hays Declaration (2.30); attend to issues regarding Declarations (.40); attend to issues regarding UCC Joinder (.50); review and revise Sealing Motions and Proposed Orders (1.00); call with A. Yager regarding same (.20); review and provide comments on Motion to Exclude Expert Rebuttal Report (.50); call with J. Mazur regarding same (.20); review and provide comments on Motion for Leave to File Expert Rebuttal Report (.50); calls with Chambers regarding December 18 hearing (.40); call with T. Ross regarding same (.30); attend to client questions regarding Statement of Facts (.50); follow-up call with Chambers regarding December 18 hearing and report same to client and team (.50); call with G. Thompson regarding noticing the upcoming Motions (.40); call with G. Thompson regarding logistics for filing (.40)	8.10
06 Dec 19	Lewis, Anne	Cite check expert motion to exclude brief (1.00);	1.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		analyze documents related to disconnect sales figures (.80)	
06 Dec 19	Lersner, Lindsay	Discuss Auman Declaration and disputed facts with G. Thompson (.30); discuss multiple citations in Thompson and Auman Declarations with G. Thompson (.30); discuss same and plan for next steps with G. Thompson and C. Giglio (.30); review and confirm citations for memorandum of law in support of summary judgment (2.20); review and revise Motion to Exclude Rebuttal Expert Report of Ostberg (1.00)	4.10
06 Dec 19	Churbuck, Bryant	Review and revise motion for leave to file expert rebuttal report (1.20); review and revise memorandum of law in opposition to Charter's motion for summary (.90); prepare responsive pleadings to be filed on the docket (3.00); prepare and organize materials for notice parties based on responsive pleadings filed on 12/6 (3.10)	8.20
07 Dec 19	Stagman, David J.	Continue drafting Daubert motion against R. Borders report (3.30)	3.30
07 Dec 19	Holub, Matthew M.	Draft Jarosz declaration (2.10); revise causation/methodology argument in opposition to Jarosz Daubert based on comments from B. Sodikoff (1.40)	3.50
07 Dec 19	Justus, Michael R.	Review Charter's brief in opposition to motion for summary judgment (2.40); prepare reply brief in support of motion for summary judgment (3.60); further draft and revise the same (2.60)	8.60
07 Dec 19	Werlinger, Eric T.	Review and provide comments on opposition to motion to assume or reject executory contracts (2.50); draft email analysis of the same for S. Rochester (1.20)	3.70
07 Dec 19	Ross, Terence P.	Multiple email exchanges with M. Justus and S. Rochester planning Reply to Motion for Summary Judgment (.50); read and analyze Charter Opposition to Motion for Summary Judgment (3.50)	4.00
07 Dec 19	Rochester, Shaya J.	Review correspondence from Friday's filings (.90); review Charter objection brief to Windstream summary judgment brief (.90); reply to M. Justus comments regarding same (.90); review Charter Statement of Additional Facts and correspond with team regarding same (.40); attend to issues regarding Objection to Charter Motion to Compel (.50)	3.60
07 Dec 19	Lewis, Anne	Review and analyze authorities in Charter's summary judgment opposition pleadings (3.40); draft summaries and analyses of the same (2.80)	6.20
07 Dec 19	Churbuck, Bryant	Review Charter's Objection to Debtors' Motion for Summary Judgment (1.10); prepare email to S. Rochester regarding meeting to discuss Charter's Objection to Debtors' Motion for Summary Judgment (.10)	1.20
08 Dec 19	Holub, Matthew M.	Revise Jarosz declaration (1.20); revise citations to	6.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		opposition to Jarosz Daubert (2.80); revise all sections of the opposition to the Jarosz Daubert (1.80); correspond with team regarding Jarosz declaration and opposition (.10); review case law for inclusion into Jarosz Daubert opposition (.80)	
08 Dec 19	Justus, Michael R.	Continue drafting reply brief in support of summary judgment (4.20); review case analyses provided by A. Lewis (1.20); call with team regarding reply brief research questions (.80); continue drafting summary judgment reply brief (3.10)	9.30
08 Dec 19	Ross, Terence P.	Review Charter Fact Statement in Opposition to Motion for Summary Judgment (1.00); read and provide comments on draft Opposition to Motion to Compel Assumption of VAR (2.50); call with S. Rochester regarding same (.50)	4.00
08 Dec 19	Yager, Allison E.	Correspond with S. Rochester regarding motion to compel research (.10); review Charter opposition to summary judgment portions regarding jurisdiction and equitable subordination (.20); call with S. Rochester, B. Churbuck and M. Justus regarding opposition research (.80); conduct research regarding automatic stay matters and equitable subordination (2.90); review docket regarding assumption of leases for motion to compel (.20); review assumption orders and send same to S. Rochester (.20);	4.40
08 Dec 19	Rochester, Shaya J.	Review and revise Objection to Charter Motion to Compel Assumption/Rejection (3.10); call with team regarding reply brief in support of Windstream MSJ (.80); call with T. Ross regarding Objection to Charter Motion to Compel Assumption/Rejection and accompanying Hays Declaration (.50); revise Objection to Charter Motion to Compel Assumption/Rejection and accompanying Hays Declaration based on T. Ross comments (2.30); attend to issues regarding upcoming pleadings (.30); communications with A. Yager Objection to Charter Motion to Compel Assumption/Rejection and accompanying Hays Declaration (.40)	7.40
08 Dec 19	Lewis, Anne	Continue reviewing and analyzing authorities in Charter's summary judgment opposition pleadings (3.70); draft summaries and analyses of the same (4.70)	8.40
08 Dec 19	Churbuck, Bryant	Call with team regarding research for reply brief (.80); review select case law regarding summary judgment in Lanham Act cases before bankruptcy courts (4.00); review select case law regarding aggregation of debtor claims for motions for summary judgment in bankruptcy adversary proceedings (3.20)	8.00
09 Dec 19	Larsen, Ryan	Review and analyze Charter responsive documents to motion for partial summary judgment (2.50)	2.50

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
09 Dec 19	Yager, Allison E.	Continue research regarding equitable subordination (.70); coordinate with G. Thompson regarding upcoming sealing motions (.30); draft portions of reply in support of motion for summary judgment regarding same (1.10)	2.10
09 Dec 19	Lockhart, Kristin	Correspond with client regarding pleading by Charter and information for additional pleadings (.60); discuss with M. Holub regarding data for Opposition to Exclude Jarosz (.30); review Response to Statement of Facts (2.30)	3.20
09 Dec 19	Thompson, Grace	Meeting with S. Rochester regarding week's filings (.50); revise cover letters and courtesy copy materials to Chambers, U.S. Trustee and Court Clerk (.80); correspond with T. Ross regarding oppositions to summary judgments filed by Charter and the Committee (.40); review research circulated by A. Yager and B. Churbuck regarding Charter's opposition brief (.40); coordinate cite-checking and proofreading assignments for Wednesday filings (.40); review and provide comments on draft oppositions (.50); follow-up emails regarding the same (.30); prepare and organize internal materials from opposition filings (1.50); discussions with M. Siena regarding summary judgment hearing planning (.20); discussions with A. Yager regarding sealing motions for opposition and reply filings (.30)	5.30
09 Dec 19	Schurr, Jillian	Review and revise draft for opposition to Daubert motion to exclude expert witness (2.90); Westlaw research regarding motion to exclude and probative value of statistical model used (.30)	3.20
09 Dec 19	Rochester, Shaya J.	Office conference with G. Thompson to discuss transmission of pleadings to Chambers and UST and upcoming filings (.50); call with E. Haitz to discuss research related to MSJ (.40); call with M. Justus regarding research related to MSJ (.30); respond to communications regarding Objection to Motion to Compel (.20); prepare for December 18 hearing (.50); attend to research issues MSJ (.40); attend to research regarding Objection to Charter Motion to Compel (.80); review client comments to Objection to Motion to Compel and incorporate (1.10)	4.20
09 Dec 19	Lewis, Anne	Research case law regarding the presumption of consumer deception in misleading advertisements (.80); review all sources cited in Kardos expert testimony (4.30); draft analysis of the same (2.50)	7.70
09 Dec 19	Haitz, Eric	Conference with S. Rochester regarding legal research in connection with reply brief on motion for summary judgment (.40); conduct docket and case law research in connection with the same (.50); contemplate appropriate cases for legal issues (.40); pull dockets	5.10

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Dec 19	Lewis, Anne	Debtors' pleadings (.30) Research case law involving consumer deception element of a misleading advertisement (3.90); draft summary of the same (1.20)	5.10
10 Dec 19	Drew, James	Research and review materials regarding Rule 17 and real party in interest standing (1.80); discussions with S. Rochester regarding the same (.40); discussions with team regarding claims for legal fees (.30); review Cash Management Motion and Order with regard to the same (.70); prepare and circulate analysis regarding payment of legal fees (2.10); follow-up correspondence regarding the same (.20); review monthly operating report regarding reporting of legal fees (.30); correspondence with team regarding the same (.20)	6.00
10 Dec 19	Churbuck, Bryant	Review select case law regarding post-trial Lanham Act decisions and computation of damages (2.00); prepare memo regarding Lanham Act decisions and computation of damages (1.30); prepare emails to S. Rochester, M. Justus, and J. Drew regarding cases cited in memo on Lanham Act decisions and computation of damages (.40); review select case law on motions to compel assumption or rejection of executory contracts (1.50)	5.20
11 Dec 19	Siena, Marie	File debtors' opposition pleadings on the court's docket (1.60); prepare binders of chamber's copies of all pleadings (2.80); attention to emails regarding same (.40)	4.80
11 Dec 19	Holub, Matthew M.	Revise first half of Jarosz opposition based on comments from T. Ross (1.80); calls with T. Ross regarding same (.40); revise second half of opposition based on comments from T. Ross (.90); cite check all sections of opposition (.50); correspond with T. Ross regarding opposition (.30); correspond with Jarosz and team regarding declaration (.30); correspond with G. Thompson regarding filings (.20); revise declaration based on comments from Jarosz and team (.50); finalize Jarosz declaration for service (.30); correspond with K. Lockhart regarding Jarosz opposition (.30)	5.50
11 Dec 19	Vazquez, Christopher	Review MSJ response brief (.60); correspondence regarding MSJ finalization (.50); correspondence regarding reply ISO statement of facts (.50); draft reply ISO statement of facts (3.50)	5.10
11 Dec 19	Wakolbinger, Jeffrey A.	Prepare declaration in support of motion to preclude expert testimony of M. Kardos (.40)	0.40
11 Dec 19	Justus, Michael R.	Continue drafting reply brief in support of summary judgment (4.20); discussions with K. Lockhart regarding reply statement of facts (1.00); further revise reply brief (3.90); incorporate team edits into reply brief (1.50)	10.60
11 Dec 19	Werlinger, Eric T.	Analyze and provide comments to draft joinder from	1.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
11 Dec 19	Lewis, Anne	issues regarding MSJ reply (.80) Reconcile undisputed statements and draft reply to response to statement of facts (1.10); analyze and compare responses to statement of facts and the facts themselves, on the record. Summarize inconsistencies or issues (5.10)	6.20
11 Dec 19	Churbuck, Bryant	Review select case law regarding Judge Drain decisions on motions to compel assumption or rejection of executory contracts (.90); prepare memo to S. Rochester regarding Judge Drain decisions on motions to compel assumption or rejection of executory contracts (1.40); review select case law regarding timing for motions to compel assumption and rejection (.70); revise Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts regarding timing section (.50); prepare table regarding timing for motions to compel assumption or rejection of executory contracts for S. Rochester (.50); conference and telephone conferences with S. Rochester, G. Thompson regarding Opposition to Charter's Motion to Compel Assumption or Rejection of Executory Contracts (.50); review documents regarding Debtors' corporate structure (.80)	5.30
12 Dec 19	Holub, Matthew M.	Correspond with K. Lockhart regarding response to opposition to statement of undisputed facts (requirements of affidavits) (.50)	0.50
12 Dec 19	Vazquez, Christopher	Review summary judgment briefs and filings (1.00); review reply ISO summary judgment and related case law (2.00); draft response to Charter's statement of additional facts (3.20); further draft and revise the same (.20)	8.70
12 Dec 19	Justus, Michael R.	Review statements of fact filed by Charter (1.10); confer with K. Lockhart regarding responsive statement of fact (.20); confer with T. Ross regarding reply brief (.50); review and revise reply brief (.80)	2.60
12 Dec 19	Tomey, Gregory	Delivered Courtesy Copy Binder of Documents with Cover Letter to Honorable Judge Drain and to Clerk of the Court Vito Genna at USBC-SDNY White Plains (3.00)	3.00
12 Dec 19	Ross, Terence P.	Continue to read draft Reply Brief in Support of Summary Judgment (2.00); edit and revise draft Reply Brief in Support of Summary Judgment (2.60); telephone conference with S. Rochester regarding status of Dec. 18 hearings (.30); edit and revise draft Reply Brief in Support of Summary Judgment (1.30); edit and revise draft Reply Brief in Support of Summary Judgment (1.80); edit and revise draft Reply Brief in Support of Summary Judgment (.80); telephone conference with S. Rochester and M. Justus regarding reply brief (.50); review new Statement of	12.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Facts for Reply Brief (3.40)	
12 Dec 19	Yager, Allison E.	Conduct additional research regarding equitable subordination (.30); update reply iso summary judgment regarding same (.20)	0.50
12 Dec 19	Lockhart, Kristin	Draft statement of facts (4.20); discussion with M. Holub regarding requirements for responses to opposition statement of facts (.50); discussions with G. Thompson regarding record citations and open items in statement of facts (.90); discussion with M. Justus regarding statement of facts (.20); continue drafting statement of facts (3.90); review and revise statement of facts incorporating comments from T. Ross and M. Justus (3.40); further revise statement of facts and identify outstanding items (1.80)	14.90
12 Dec 19	Thompson, Grace	Draft hearing agenda (2.10); calls with K. Lockhart regarding Statements of Facts (.30); research record citations for Statement of Facts (1.90); additional calls with K. Lockhart regarding record citations to Statement of Facts and Reply Brief (.60); call with S. Rochester regarding outstanding action items (.30); answer bankruptcy-related factual questions from K. Lockhart (.60); draft outstanding bankruptcy-related statements in Statement of Facts (1.70); coordinate with M. Siena regarding hearing prep (.20)	7.70
12 Dec 19	Rochester, Shaya J.	Attend to issues regarding MSJ reply (.30); attend to issues regarding hearing prep with client (.30); call with Chambers regarding December 18 hearing (.30); communications with team regarding same (.30); call with G. Thompson regarding Dec 18 hearing (.30); revise MSJ reply (.40); call with T. Ross and M. Justus regarding same (.50); attend to issues regarding reply to Charter Additional Facts (.50); call with Charter's counsel regarding December 18 hearing (.30); call with T. Ross regarding same (.30); communications with Charter counsel regarding December 18 hearing and January 16 hearing (.40)	3.90
12 Dec 19	Lewis, Anne	Review Charter undisputed statement of facts (1.00); draft reply to response to statement of facts (4.20)	5.20
12 Dec 19	Pettersen, Anisa	Prepare materials for December 18 hearing including Westlaw case and statute searches and pulls (2.20)	2.20
12 Dec 19	Churbuck, Bryant	Review customer transcripts in Strickland Declaration regarding customer confusion (2.90); review Charter survival rate exhibit (.50)	3.40
13 Dec 19	Holub, Matthew M.	Cite check all cases cited in reply in support of Windstream's summary judgment (3.60); correspond with K. Lockhart regarding case law (.30)	3.90
13 Dec 19	Vazquez, Christopher	Review filings to defer consideration of summary judgment motion (.50); review responses to Charter's statement of facts and additional facts (1.00); revise responses to additional statement of facts (1.00);	3.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
15 Dec 19	Vazquez, Christopher	(1.70); meeting with team regarding same (2.50) Research defendant's case law cited in summary judgment reply brief (1.50); evaluate Charter reply arguments and analyze counterarguments (4.00)	5.50
15 Dec 19	Justus, Michael R.	Review summary judgment reply brief filed by Charter (2.70); prepare for summary judgment hearing (1.20)	3.90
15 Dec 19	Ross, Terence P.	Travel to NYC to prepare for Summary Judgment hearing (4.00 billed at half time); meet with team regarding Summary Judgment hearing and prep (2.50); further preparation for hearings on cross motions for Summary Judgment (3.00)	7.50
15 Dec 19	Yager, Allison E.	Research prior Charter adversary proceedings (.40)	0.40
15 Dec 19	Thompson, Grace	Meeting with T. Ross, S. Rochester and M. Siena regarding December 18 hearing (2.50); revise hearing agenda per S. Rochester comments (.30); prepare documents for Katten hearing prep (2.20)	5.00
15 Dec 19	Rochester, Shaya J.	Attend to issues regarding Daubert motions (.30); correspondence with Charter counsel regarding Notices of Adjournment (.20); review and provide comments on Hearing Agenda in advance of sending to Chambers (.50); correspondence with B. Churbuck regarding MSJ research (.40); prepare with team for December 18 hearing on Charter Motion to Dismiss and Charter Motion for Summary Judgment and Windstream Motion for Summary Judgment (2.90); meeting with team to prepare for December 18 hearing on Charter Motion to Dismiss and Charter Motion for Summary Judgment and Windstream Motion for Summary Judgment (1.80)	6.10
15 Dec 19	Lewis, Anne	Analyze and summarize cases cited by Charter in its Reply brief (6.10)	6.10
15 Dec 19	Pettersen, Anisa	Pull, review and analyze cases and statutes in cited Charter's and Windstream's summary judgment reply briefs from Westlaw, PACER and other sources (4.20); prepare authorities materials for December 18 hearing including updating indices (3.80); prepare update for G. Thompson regarding outstanding citations and sources (.60)	8.60
15 Dec 19	Churbuck, Bryant	Review select case law regarding Charter's summary judgment motion (3.20); discussions with S. Rochester regarding research (.40)	3.60
16 Dec 19	Stagman, David J.	Perform additional analysis of initial R. Borders report (1.00); complete drafting Daubert motion against R.Borders supplemental report (4.80)	5.80
16 Dec 19	Siena, Marie	Prepare materials for Chambers for hearing on 12/18/19 (3.20); office conferences with G. Thompson, B. Churbuck and S. Rochester regarding documents and logistics for hearing (1.20); prepare materials for internal use for 12/18/19 hearing (3.90); update hearing materials for Chambers (1.60)	9.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Dec 19	Vazquez, Christopher	Analyze Defendant's statements of facts and related responses (1.10)	1.10
16 Dec 19	Justus, Michael R.	Review Charter's reply brief and cases cited therein (1.60); prepare for summary judgment hearing (1.10)	2.70
16 Dec 19	Tomey, Gregory	Deliver Courtesy Copies of Motion Papers to United States Trustees (1.50)	1.50
16 Dec 19	Ross, Terence P.	Review team's analysis of Charter's Reply Brief on Summary Judgment (2.50); prepare arguments in opposition to Charter's Motion for Judgment on the Pleadings (3.50); reread and analyze all authorities used in Charter's and Windstream's corresponding briefs (3.10); prepare arguments for hearing on the same (1.40); consider arguments regarding damages (1.70); strategy discussions with S. Rochester and G. Thompson regarding arguments for hearing (3.20); discussion with K. Lockhart regarding outstanding factual points for summary judgment (.30)	15.70
16 Dec 19	Lockhart, Kristin	Discuss with T. Ross regarding outstanding factual matters for summary judgment hearing (.30); draft email to client regarding additional facts needed for hearing (.30); review and draft email to T. Ross regarding case pull (.60); review and analyze reply brief in support of Charter's MSJ (1.30); draft summary of reply brief to T. Ross incorporating C. Vazquez's feedback (1.60); review written discovery and draft email to T. Ross regarding written discovery relating to identification of switched customers (1.60)	5.70
16 Dec 19	Thompson, Grace	Discussions with S. Rochester and T. Ross regarding preparation and arguments for summary judgment hearing (2.50); prepare and organize materials for Chambers for hearing (2.40); review and organize Charter exhibits in preparation for summary hearing (3.70); coordinate with B. Churbuck regarding authorities cited by Charter and Windstream in various summary judgment briefs (.40); revise hearing agenda per discussions with S. Rochester (.40); further prepare materials for Chambers for hearing (3.90); respond to emails from Chambers (.20); revise case calendar and associated documents (.90); prepare unredacted materials for Chambers (1.70)	16.10
16 Dec 19	Rochester, Shaya J.	Correspond with client regarding December 18 hearing (.20); correspond with Kirkland regarding December 18 hearing (.20); correspond with Chambers regarding December 18 hearing (.20); office conference with J. Drew regarding December 18 hearing (.30); office conference with G. Thompson regarding December 18 hearing (.30); review exclusivity objections with respect to conflict matters (.30); prepare email to Charter regarding exchange of information (.30); prepare hearing script for December 18 hearing (.50);	8.90

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		review and provide comments on updated case calendar to reflect most recent filings (.30); prepare for December 18 hearing (2.30); attend to issues regarding exchange of information with Charter (.20); prepare for December 18 hearing, reviewing briefs, applicable caselaw and discussing strategy considerations with team (3.80)	
16 Dec 19	Lewis, Anne	Analyze and summarize cases cited by Charter in its reply brief (1.90)	1.90
16 Dec 19	Drew, James	Review briefs from Charter Communication bankruptcy case (.80); prepare and circulate summary with excerpts of same (1.00); follow up correspondence regarding same (.20)	2.00
16 Dec 19	Churbuck, Bryant	Review select pleadings in Charter v. DirectTV (.70); prepare email to S. Rochester regarding Charter v. DirectTV pleadings (.10); review select case law regarding cases cited in Charters' Motion for Summary Judgment and reply (2.00); review select case law regarding Debtors' Motion for Summary Judgment and reply (2.0); review select case law regarding Charters' Opposition to Debtors' Motion for Summary Judgment (1.00); review select case law regarding Debtors' Opposition to Charters' Motion for Summary Judgment (1.00); prepare and organize materials for December 18 hearing (1.90); discussions with G. Thompson regarding authorities in summary judgment briefs (.40)	9.10
17 Dec 19	Siena, Marie	Prepare documents for hearing binders (3.60); office conferences with G. Thompson and K. Lockhart regarding preparation of documents for hearing (.50); review and revise documents and materials for hearing (4.40); continue preparing and revising documents incorporating comments from team (2.00)	10.50
17 Dec 19	Justus, Michael R.	Analyze Charter briefs and formulate arguments for summary judgment hearing (2.90); strategy discussions with team for hearing (2.80); review Windstream's and Charter's statements of facts and identify key excerpts (2.10); review the same with K. Lockhart and T. Ross (3.10); internal team call with E. Werlinger regarding Charter redressability argument (1.00)	11.90
17 Dec 19	Werlinger, Eric T.	Review and analyze Charter's reply in support of its motion to dismiss (2.20); conduct legal research and draft bullet points in response to reply for oral argument (3.30); discuss the same in team phone call with T. Ross and team (1.00)	6.50
17 Dec 19	Tomey, Gregory	Deliver Courtesy Copies of Documents to Honorable Judge Drain and Clerk of the Court at United States Bankruptcy Court White Plains (3.50)	3.50
17 Dec 19	Ross, Terence P.	Re-read cases cited in Windstream Motion for Summary Judgment (1.80); discussions with S. Rochester, M. Justus, G. Thompson and K. Lockhart	15.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
17 Dec 19	Lockhart, Kristin	regarding arguments for Summary Judgment hearing (3.00); prepare and outline arguments in support of Summary Judgment and against Charter Summary Judgment (3.60); read and analyze Charter Reply Brief on Motion to Dismiss (1.10); read and analyze new cases from the same (1.00); call with E. Werlinger and team regarding redressability argument in Charter's Reply Brief (1.00); continue revising arguments in Support of Summary Judgment, including re-reading and analyzing all briefs in support and against (3.90) Travel to NY to attend summary judgment hearing (4.00 billed at half time); review relevant statements of fact with T. Ross and team for summary judgment arguments (3.00); prepare docket and exhibit analysis in support of statements of facts (3.80); correspond with client regarding corrective advertising (.60); discussions with G. Thompson and M. Siena regarding hearing preparations (.50); further discussions with G. Thompson regarding authorities in Charter's reply in support of its Motion for Judgment on the Pleadings (.20)	9.60
17 Dec 19	Thompson, Grace	Prepare and organize materials related to undisputed facts and supporting documents for K. Lockhart (3.40); discussions with S. Rochester regarding copies of hearing materials for Chambers (.40); meet with S. Rochester regarding outstanding action items for hearing (.30); review and organize exhibits from Windstream's and Charter's respective declarations (3.20); review and organize authorities cited by Charter and Windstream in Motion for Judgment on the Pleadings and Opposition (1.40); discussions with K. Lockhart and B. Churbuck regarding the same (.20); prepare additional documents for use by litigation team during summary judgment hearing (3.00); review and circulate new research by E. Werlinger and B. Churbuck (.30)	12.20
17 Dec 19	Rochester, Shaya J.	Preparation and strategy discussions with T. Ross, M. Justus and team for summary judgment hearing (3.00); discussions with G. Thompson regarding preparation for hearing (.30); participate in additional strategy sessions regarding arguments for summary judgment hearing (1.50); review and analyze Charter Reply in Support of Motion to Dismiss and Judgment on the Pleadings (1.20); review and analyze applicable cases (1.80); call with E. Werlinger, T. Ross and team regarding Charter's reply (1.00); attend to research assignments and outstanding issue regarding Charter's Reply (.50)	9.30
17 Dec 19	Churbuck, Bryant	Review select case law regarding Declaratory Judgment Act (1.50); prepare memo regarding	10.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Dec 19	Stagman, David J.	Revise and circulate Daubert motion against R. Borders report (.50); discussion and correspondence with S.Rochester (.20); further revise Daubert motion against R. Borders report (1.00)	1.70
19 Dec 19	Holub, Matthew M.	Review reply in support of motion to exclude J. Jarosz (.60)	0.60
19 Dec 19	Justus, Michael R.	Prepare action items from summary judgment hearing (.80); confer with team regarding briefing schedule for expert motions (.30)	1.10
19 Dec 19	Ross, Terence P.	Travel from New York City back to Washington, DC office (3.40 billed at half time); telephone conference with S. Rochester regarding Analysis Group work (.20); consider possible trial dates (.50); telephone conference with S. Rochester regarding trial dates (.30); multiple emails with S. Rochester regarding Motion to Compel Assumption (.50); review draft email regarding trial dates (.50); review draft Order on Motion to Dismiss (.50); edit and revise draft Daubert motion against Mr. Kardos (2.00)	6.10
19 Dec 19	Lockhart, Kristin	Travel to office from hearing on Motion for Summary Judgment (3.00 billed at half time); draft budget for expert Jarosz (1.30); discuss with expert regarding estimate for budget for work (.60)	3.40
19 Dec 19	Thompson, Grace	Draft Motion to Exclude Kardos and corresponding sealing motion (1.20); discussions with team regarding pre-trial/trial schedule and revise case calendar (1.00); discussions with S. Rochester regarding filing on December 23 (.30)	2.50
19 Dec 19	Rochester, Shaya J.	Attend to follow-up issues from hearing (1.80); attend to issues regarding Daubert motions, accompanying seal motions and notices of motion and proposed orders (2.70); update case calendar and circulate to team (.50); call with T. Ross regarding expert and outstanding work (.20); discussion with T. Ross regarding trial dates (.30); discussion with G. Thompson regarding Daubert filings (.30)	5.80
20 Dec 19	Vazquez, Christopher	Analyze Jarosz expert damages reports (1.50); review Borders motion to exclude (1.00)	2.50
20 Dec 19	Werlinger, Eric T.	Discuss follow-up research from hearing with S. Rochester (.40)	0.40
20 Dec 19	Ross, Terence P.	Edit and revise Daubert Motion for Kardos (1.70); telephone conference with G. Thompson regarding same (.30); edit and revise Daubert Motion against Mr. Borders (1.50); further edit and revise Daubert Motion against Mr. Borders (2.30); finalize Daubert Motion against Mr. Kardos (1.50)	7.30
20 Dec 19	Yager, Allison E.	Draft motion to seal for motion to exclude Borders (.30); discussions with S. Rochester regarding the same (.30)	0.60
20 Dec 19	Lockhart, Kristin	Draft email to S. Rochester regarding budget for	4.30

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		K. Lockhart regarding research for Jarosz opposition (.10)	
31 Dec 19	Vazquez, Christopher	Analyze motion to strike Jarosz expert declaration (1.50); correspondence regarding response to motion to strike Jarosz declarations (.50)	2.00
31 Dec 19	Werlinger, Eric T.	Research issues related to potential appeal (4.80)	4.80
31 Dec 19	Ross, Terence P.	Read cases relating to expert declarations sent by M. Holub (.50); review new calendar from G. Thompson and draft emails regarding the same (.80); prepare for telephone conference with M. Holub regarding Opposition to new Charter Motion against J. Jarosz (.40); call with M. Holub regarding the same (.40); continue drafting and revising Opposition to new Charter Motion against J. Jarosz (1.00); read and respond to email from K. Lockhart regarding Analysis Group (.40); continue drafting and revising Opposition brief (2.10)	5.60
31 Dec 19	Lockhart, Kristin	Review correspondence from S. Rochester regarding invoice from Analysis Group and draft response to same (.30); review correspondence from M. Holub, research inquiry, and respond to same (.60); draft email to expert regarding fees (.30)	1.20
31 Dec 19	Thompson, Grace	Call with S. Rochester regarding proffer for Hays Declaration (.20); review and annotate previous Windstream case proffers (.20); revise and circulate case calendar per comments from S. Rochester (.20)	0.60
31 Dec 19	Rochester, Shaya J.	Review and provide comments on case calendar (.20); review and comment on proffer (.40); call with G. Thompson regarding proffer (.20); communications with team regarding SDNY rules (.30)	1.10
TOTALS:			1,460.90

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	101.40	515.00	\$52,221.00
45511	Drew, James	8.00	890.00	\$7,120.00
45447	Haitz, Eric	5.10	605.00	\$3,085.50
42747	Holub, Matthew M.	99.30	720.00	\$71,496.00
43426	Justus, Michael R.	143.50	800.00	\$114,800.00
34231	Larsen, Ryan	30.00	870.00	\$26,100.00
44932	Lersner, Lindsay	5.00	605.00	\$3,025.00
44862	Lewis, Anne	66.00	390.00	\$25,740.00
44572	Lockhart, Kristin	161.40	605.00	\$97,647.00
42748	Mazur, Julia L.	39.50	790.00	\$31,205.00
44306	O'Brien, Catherine E.	11.50	440.00	\$5,060.00
45244	Pettersen, Anisa	25.10	240.00	\$6,024.00

Matter 00008: Charter Litigation

Date	Description	Amount
05 Dec 19	3214414 DATE: 11/17/2019 Food service ordered on 11/13/2019 by Thompson, Grace A., OrderID: 2023527651	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/15/2019 by Thompson, Grace A., OrderID: 2023714240	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/11/2019 by Rochester, Shaya, OrderID: 2023251637	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/12/2019 by Rochester, Shaya, OrderID: 2023367946	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/13/2019 by Rochester, Shaya, OrderID: 2023490973	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3214414 DATE: 11/17/2019 Food service ordered on 11/14/2019 by Rochester, Shaya, OrderID: 2023607663	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3212840 DATE: 11/10/2019 Food service ordered on 11/04/2019 by Thompson, Grace A., OrderID: 2022708848	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3212840 DATE: 11/10/2019 Food service ordered on 11/04/2019 by Rochester, Shaya, OrderID: 2022669289	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3212840 DATE: 11/10/2019 Food service ordered on 11/07/2019 by Rochester, Shaya, OrderID: 2023036436	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3222033 DATE: 12/1/2019 Food service ordered on 11/25/2019 by Rochester, Shaya, OrderID: 2024389205	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3222033 DATE: 12/1/2019 Food service ordered on 11/26/2019 by Rochester, Shaya, OrderID: 2024499253	20.00
05 Dec 19	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3222033 DATE: 12/1/2019 Food service ordered on 12/01/2019 by Churbuck, Bryant P., OrderID: 2024641388	20.00
06 Dec 19	VENDOR: Petty Cash; INVOICE#: 120619; DATE: 12/6/2019 Local travel to Westchester Bankruptcy Court and back to Katten...n sumrah	12.50
06 Dec 19	VENDOR: Petty Cash; INVOICE#: 120619; DATE: 12/6/2019 Local travel to US Trustee and back to Katten...g tome y	5.50
06 Dec 19	VENDOR: Petty Cash; INVOICE#: 120619; DATE: 12/6/2019 Local travel to Grand Central Station and back to Katten, travel to White Plains USBC and back to Katten...g tome y	25.00
06 Dec 19	Analysis Group, Inc.; Inv.#: 900023; Date: 11/27/2019; Professional services rendered for the period ending October 31, 2019.	144,520.50
07 Dec 19	Photocopies for 12/07/2019	112.80
08 Dec 19	JUSTUS/MICHAEL RYAN 12/17/2019 Washington/Westchester County/Washington Inv#9109 ticket#7475423966	766.92
09 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5747003 DATE: 11/29/2019 Local Travel: Pickup Address: 575 MADISON AVE	71.69

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
09 Dec 19	Destination: 352 CROWN ST B on 11/18/2019; Voucher# 352753 VENDOR: Vital Transportation, Inc. INVOICE#: 5747003 DATE: 11/29/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 11/19/2019; Voucher# 352001	71.69
09 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5747003 DATE: 11/29/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 11/21/2019; Voucher# 340130	123.53
09 Dec 19	VENDOR: Federal Express Corp. INVOICE#: 685489092 DATE: 12/2/2019 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 11/25/2019; Tracking ID: 778286258009	9.67
09 Dec 19	VENDOR: Federal Express Corp. INVOICE#: 685489092 DATE: 12/2/2019 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court Southern District of New York,300 Quarropas Street,WHITE PLAINS NY,10601 US: On: 11/25/2019; Tracking ID: 778286360115	9.67
09 Dec 19	Reference 2916281 Refund re: Duplicate payment	(937.15)
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/04/19	16.06
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/05/19	17.55
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/11/19	16.13
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/12/19	14.46
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/13/19	15.57
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/15/19	15.56
10 Dec 19	VENDOR: Thompson, Grace INVOICE#: 3825099712101711 DATE: 12/10/2019 After hours cab home Date Incurred: 11/16/19	14.65
11 Dec 19	Photocopies for 12/11/2019	1.00
11 Dec 19	Color Copies for 12/11/2019	1.00
12 Dec 19	VENDOR: Petty Cash; INVOICE#: 121219A; DATE: 12/12/2019 Local travel to Grand Central Terminal and back to Katten, travel to US Bankruptcy Court for the Southern District of New York in White Plains...p mazzeo	25.00
12 Dec 19	VENDOR: Petty Cash; INVOICE#: 121219A; DATE: 12/12/2019 Local travel to Grand Central Terminal and back to Katten, travel to US Bankruptcy Court for Southern District of New York...p mazzeo	25.00
12 Dec 19	VENDOR: Petty Cash; INVOICE#: 121219A; DATE: 12/12/2019 Local travel to US Trustee and back to Katten...g tomye	5.50
12 Dec 19	U.S. Legal Support, Inc; Inv.#: 130131207; Date: 11/27/2019; Videographer fee and video fo M. Kardos deposition.	1,365.00
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3280-NOV19-LAX; DATE: 12/12/2019 - Acct #KM3280: Pacer court cost incurred in November 2019, Century City.	1.10
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC;	0.80

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	10.40
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	9.50
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	127.10
12 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3277-NOV19-NYC; DATE: 12/12/2019 - Acct #KM3277: Pacer court cost incurred in November 2019, New York.	265.10
13 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-NOV19-WAS; DATE: 12/12/2019 - Acct #KM3278: Pacer court cost incurred in November 2019, Washington.	2.70
13 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-NOV19-WAS; DATE: 12/12/2019 - Acct #KM3278: Pacer court cost incurred in November 2019, Washington.	13.00
13 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3278-NOV19-WAS; DATE: 12/12/2019 - Acct #KM3278: Pacer court cost incurred in November 2019, Washington.	5.40
15 Dec 19	Exchange ticket#7482282015 over ticket#7475423966 JUSTUS/MICHAEL RYAN 12/17/2019 Washington/New York/Washington Inv#9181	29.00
15 Dec 19	LOCKHART/KRISTIN DANIELLE 12/17/2019 DC/New York Penn STN/DC Inv#9170 ticket#0010607964	491.00
16 Dec 19	Photocopies for 12/16/2019	1.00
16 Dec 19	Photocopies for 12/16/2019	312.80
16 Dec 19	Color Copies for 12/16/2019	1.50
16 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3279-NOV19-CHI; DATE: 12/12/2019 - Acct #KM3279: Pacer court cost incurred in November 2019, Chicago.	11.60
16 Dec 19	VENDOR: Pacer Service Center; INVOICE#: KM3279-NOV19-CHI; DATE: 12/12/2019 - Acct #KM3279: Pacer court cost incurred in November 2019, Chicago.	4.90
17 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3862109712171721 DATE: 12/17/2019 Meal after working late Meal after working late Date Incurred: 12/10/19	64.90
17 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3862109712171721 DATE: 12/17/2019 Uber home after working late Uber home after working late Date Incurred: 12/10/19	11.12
17 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3862109712171721 DATE: 12/17/2019 Uber home after working late Uber home after working late Date Incurred: 12/12/19	16.38
17 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5753745 DATE: 12/6/2019 Local Travel: Pickup Address: 575 MADISON AVE	71.69

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	Destination: 352 CROWN ST B on 11/25/2019; Voucher# 365656	
17 Dec 19	Photocopies for 12/17/2019	0.80
17 Dec 19	Photocopies for 12/17/2019	434.80
17 Dec 19	Color Copies for 12/17/2019	122.75
18 Dec 19	Photocopies for 12/18/2019	1.00
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 2810 1 ST PLACE on 12/07/2019; Voucher# 362728	133.34
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/02/2019; Voucher# 354296	71.69
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/03/2019; Voucher# 250475	71.69
19 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5759460 DATE: 12/13/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/04/2019; Voucher# 250475	61.11
19 Dec 19	VENDOR: Executive Charge, Inc. INVOICE#: 5742309 DATE: 11/22/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 300 QUARROPAS S on 11/18/2019; Voucher# 476005	110.79
19 Dec 19	Photocopies for 12/19/2019	61.60
19 Dec 19	Color Copies for 12/19/2019	62.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	53.66
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Breakfast at La Guardia Airport Date Incurred: 12/19/19	7.08
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	8.24
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	11.55
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	14.63
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/15/19	18.43
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/16/19	10.76
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	10.76
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Miscellaneous Gratuities Date Incurred: 12/18/19	16.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE:	831.70

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
	12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Hotel to Office Date Incurred: 12/16/19	12.36
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Airport to Hotel Date Incurred: 12/15/19	45.42
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Hotel to Airport Date Incurred: 12/19/19	51.47
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Cab from Hotel to Office Date Incurred: 12/17/19	13.30
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Parking at Washington, D.C. Airport Date Incurred: 12/19/19	106.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/15/19	775.49
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/16/19	831.70
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	2.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/17/19	831.70
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Date Incurred: 12/18/19	2.00
20 Dec 19	VENDOR: Ross, Terence P. INVOICE#: 3877288512201705 DATE: 12/20/2019 Court Hearing in NY 12/15-12/19/19 Airfare for Court Hearing Date Incurred: 12/09/19	796.60
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Bottle Water Date Incurred: 12/18/19	8.71
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Lunch while away attending Court Hearing Date Incurred: 12/18/19	10.94
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Breakfast while away attending Court Hearing Date Incurred: 12/19/19	3.60
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Meal expense associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	14.31
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Meal expense associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	50.41

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Dinner meeting 170.79 plus 15.00 tip = 185.79 Date Incurred: 12/15/19	185.79
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Hotel Accommodations for Court Hearing in New York Date Incurred: 12/17/19	335.12
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Date Incurred: 12/18/19	237.57
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Hotel expense associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	381.03
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Taxi from Train to Hotel Date Incurred: 12/17/19	22.88
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Uber from home to train station Date Incurred: 12/17/19	6.52
23 Dec 19	VENDOR: Lockhart, Kristin INVOICE#: 3886034512232208 DATE: 12/23/2019 Court Hearing in New York Uber home hotel to train station Date Incurred: 12/19/19	12.08
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Taxicab fare associated with travel to New York, NY to attend depositions. Date Incurred: 12/17/19	70.56
23 Dec 19	VENDOR: Justus, Michael R. INVOICE#: 3882146012231643 DATE: 12/23/2019 Airport parking fees associated with travel to New York, NY to attend depositions. Date Incurred: 12/18/19	50.00
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/19/19	70.21
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/19/19	57.51
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/16/19	55.60
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Cab to office on Sunday Date Incurred: 12/15/19	64.65
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/11/19	88.89
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/06/19	56.12
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 12/18/19	58.13
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 After hours cab home Date Incurred: 11/26/19	61.54
23 Dec 19	PAYEE: Arkadin Inc.; REQUEST#: 836711; DATE: 12/13/2019. - To record Arkadin Teleconferencing charges, Inv. INUS191100616 dated 11/30/2019; Conference call for Shaya Rochester on 11/08/19. Conf No. 12950255	6.57
23 Dec 19	PAYEE: Arkadin Inc.; REQUEST#: 836711; DATE: 12/13/2019. - To record Arkadin Teleconferencing charges, Inv. INUS191100616 dated 11/30/2019; Conference call for Shaya Rochester on 11/08/19. Conf No. 12948825	13.52

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301601052
Invoice Date: January 24, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Telephonic appearance at court hearing Date Incurred: 12/18/19	177.00
23 Dec 19	VENDOR: Rochester, Shaya INVOICE#: 3883104112231643 DATE: 12/23/2019 Telephonic appearance at court hearing Date Incurred: 11/25/19	30.00
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel to the Office of the United States Trustee for the Southern District of New York and back to Katten...p mazzeo	5.50
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel to US Trustee and back to Katten...g toomey	5.50
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel from Grand Central back to Katten, travel to White Plains and back to Grand Central...g toomey	12.50
26 Dec 19	VENDOR: Petty Cash; INVOICE#: 122619; DATE: 12/26/2019 Local travel from Grand Central back to Katten, travel to White Plains and back to Grand Central...g toomey	25.00
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing Prep/ hot lunch for 4 on 12/18/19	105.61
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing Prep/bevs, sn for 10 on 12/17/19	141.54
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing Prep/breakfast for 10 on 12/17/19	644.54
27 Dec 19	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338449; DATE: 12/24/2019 - New York Conference Dining Shaya Rochester - Windstream Hearing - breakfast, lunch for 6 on 12/16/19	267.83
27 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5764777 DATE: 12/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 12/11/2019; Voucher# 363554	123.53
27 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5764777 DATE: 12/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 12/15/2019; Voucher# 357648	123.53
27 Dec 19	VENDOR: Vital Transportation, Inc. INVOICE#: 5764777 DATE: 12/20/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/11/2019; Voucher# 360079	71.69
30 Dec 19	PAYEE: Arkadin Inc.; REQUEST#: 838277; DATE: 12/30/2019. - To record Arkadin Teleconferencing charges, Inv. INUS191100616 dated 11/30/2019; Conference call for Shaya Rochester on 11/01/19. Conf ID 12909779	6.32
30 Dec 19	Binding: 12/16/19	3.00
30 Dec 19	Photocopies for 12/30/2019	28.40
30 Dec 19	Photocopies for 12/30/2019	0.20
30 Dec 19	Color Copies for 12/30/2019	0.75
30 Dec 19	Color Copies for 12/30/2019	13.00
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/02/2019	33.87
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/05/2019	101.60
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/09/2019	162.70

Matter 00008: Charter Litigation

Date	Description	Amount
31 Dec 19	Westlaw Legal Research: HOLUB,MATTHEW M on 12/10/2019	298.17
31 Dec 19	Westlaw Legal Research: MAZUR,JULIA L on 12/01/2019	33.87
31 Dec 19	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 12/04/2019	153.07
31 Dec 19	Westlaw Legal Research: WAKOLBINGER,JEFFREY A on 12/02/2019	47.48
31 Dec 19	Westlaw Legal Research: WAKOLBINGER,JEFFREY A on 12/10/2019	47.48
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/03/2019	47.48
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/04/2019	237.40
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/05/2019	142.44
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/08/2019	379.85
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/11/2019	43.56
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/15/2019	47.48
31 Dec 19	Westlaw Legal Research: YAGER,ALLISON E on 12/23/2019	81.35
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/04/2019	641.82
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/05/2019	47.48
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/06/2019	249.69
31 Dec 19	Westlaw Legal Research: SCHURR,JILLIAN on 12/10/2019	236.08
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/04/2019	189.92
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/05/2019	142.44
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/06/2019	35.86
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/07/2019	94.96
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/08/2019	94.96
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/09/2019	59.43
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/10/2019	142.44
31 Dec 19	Westlaw Legal Research: LEWIS,ANNE C on 12/15/2019	47.48
31 Dec 19	Westlaw Legal Research: PETTERSEN,ANISA on 12/13/2019	2,181.61
31 Dec 19	Westlaw Legal Research: PETTERSEN,ANISA on 12/15/2019	94.85
31 Dec 19	Westlaw Legal Research: CONVISSAR,CRAIG on 12/31/2019	47.43
31 Dec 19	Westlaw Legal Research: THOMPSON,GRACE on 12/10/2019	176.11
31 Dec 19	Westlaw Legal Research: THOMPSON,GRACE on 12/17/2019	94.85
31 Dec 19	Westlaw Legal Research: ARTAKI,THOMAS on 12/06/2019	142.28
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/01/2019	47.43
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/02/2019	142.28
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/03/2019	223.53
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/08/2019	269.64
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/09/2019	142.28
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/10/2019	94.85
31 Dec 19	Westlaw Legal Research: CHURBUCK,BRYANT on 12/15/2019	127.36
31 Dec 19	Westlaw Legal Research: WERLINGER,ERIC T on 12/01/2019	79.11
31 Dec 19	Westlaw Legal Research: WERLINGER,ERIC T on 12/04/2019	11.62
31 Dec 19	Westlaw Legal Research: WERLINGER,ERIC T on 12/17/2019	138.52
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/04/2019	377.46
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/05/2019	277.04
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/06/2019	46.17
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/10/2019	46.17
31 Dec 19	Westlaw Legal Research: ROSS,TERENCE on 12/12/2019	138.52
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/01/2019	73.30
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/10/2019	32.94
31 Dec 19	Westlaw Legal Research: LOCKHART,KRISTIN on 12/12/2019	138.52

**575 Madison Avenue
New York, NY 10022-2585**

January 23, 2020

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

Invoice No. 1301601010
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges.....	\$292.13
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CURRENT INVOICE TOTAL: \$292.13

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

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

Matter 00032: Expenses

Matter 00032: Expenses

WIN Ex. 104
Page 166 of 258

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605502
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through January 31, 2020	\$20,740.00
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CURRENT INVOICE TOTAL: \$20,740.00

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
02 Jan 20	Thompson, Grace	Review and revise Monthly Fee Invoice (.40); discussions with accounting department regarding the same (.10)	0.50
07 Jan 20	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
13 Jan 20	Thompson, Grace	Discussions with M. Siena regarding collection of outstanding expense invoices (.20)	0.20
14 Jan 20	Siena, Marie	Review and revise prebills for privilege and confidential information (2.70)	2.70
14 Jan 20	Thompson, Grace	Review December prebills for privilege and confidential information (2.20); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); review December expenses for compliance with local and UST guidelines (.50); review matter 8 December prebills for privilege and confidential information (2.90)	5.90
15 Jan 20	Thompson, Grace	Continue reviewing and revising matter 8 prebills for privilege and confidential information (3.10); perform follow-up review of revised invoices and expenses receipts (1.20)	4.30
17 Jan 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (2.40)	2.40
17 Jan 20	Thompson, Grace	Draft spreadsheet for allocation of second interim fee application payment (.80); draft emails to I. Cheban and S. Reisman regarding the same (.20); review latest revisions to December invoices from accounting (.10); discussion with M. Siena regarding the same (.10)	1.20
17 Jan 20	Reisman, Steven	Follow-up regarding matters related to fee application and December invoices and note comments regarding same (.70)	0.70
20 Jan 20	Thompson, Grace	Draft Supplemental Reisman Declaration and schedules, reflecting new conflict search (3.60)	3.60
20 Jan 20	Rochester, Shaya J.	Attend to issues regarding Second Interim Fee App (.30); review January invoices for privileged and confidential information (.30)	0.60
21 Jan 20	Siena, Marie	Review and revise prebills for privilege and confidential information (.60)	0.60
21 Jan 20	Thompson, Grace	Review and revise December invoices per S. Rochester comments (.60); calls with S. Rochester regarding supplemental declaration (.30); discussions with S. Rochester regarding December invoices (.20); email correspondence with Conflicts department regarding supplemental declaration (.20); follow-up discussions with M. Siena regarding December monthly fee statement (.30); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget	2.20

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		report for A&M (.20); revise allocation spreadsheet for second interim fee application (.30); correspond with I. Cheban regarding the same (.10); draft email to S. Reisman regarding the same (.20)	
21 Jan 20	Rochester, Shaya J.	Review and provide comments on Supplemental Declaration (1.20); review January invoices for confidential and privileged information (.90); further review and revise Supplemental Declaration (.40)	2.50
22 Jan 20	Thompson, Grace	Draft December Monthly Fee Statement shell (.20)	0.20
23 Jan 20	Siena, Marie	Review and revise prebills for monthly fee statement (.20); review and revise tables for monthly fee statement (1.60); review and revise monthly fee statement (.70)	2.50
23 Jan 20	Thompson, Grace	Meet with M. Siena regarding outstanding Monthly Fee Statement issues (.50); review and reconcile final December expense receipts (.30)	0.80
23 Jan 20	Reisman, Steven	Follow-up regarding monthly fee statement (.30); confer with G. Thompson regarding fee statement (.30)	0.60
24 Jan 20	Siena, Marie	Review and revise invoices for monthly fee statement (.90); file December Monthly Fee Statement on the court's docket (.20); attention to emails regarding the same (.20)	1.30
24 Jan 20	Thompson, Grace	Further revise December Monthly Fee Statement (.80); discussions with S. Rochester regarding the same (.20); review outstanding December invoices (.30); draft emails to I. Cheban, client, KCC and S. Reisman regarding filed Monthly Fee Statement (.60)	1.90
24 Jan 20	Rochester, Shaya J.	Review and provide comments on December Monthly Fee Statement before filing (.40)	0.40
28 Jan 20	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); discussions with S. Rochester and accounting regarding Analysis Group invoices and payment (.30)	0.60
29 Jan 20	Thompson, Grace	Call with I. Cheban regarding Analysis Group invoice (.30); draft emails regarding the same (.20)	0.50
30 Jan 20	Thompson, Grace	Discussions with S. Reisman and S. Rochester regarding comments to supplemental declaration (.20); incorporate comments to the same (.20); further discussions with I. Cheban and S. Rochester regarding Analysis group invoice (.50)	0.90
30 Jan 20	Rochester, Shaya J.	Attend to issues regarding Supplemental Declaration (.20)	0.20
31 Jan 20	Rochester, Shaya J.	Follow up on Supplemental Declaration (.10)	0.10
TOTALS:			37.70

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

TOTAL:

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605503
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through January 31, 2020	\$1,567.50
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CURRENT INVOICE TOTAL: \$1,567.50

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

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

Matter 00007: Adversary Proceedings, Contested Matters

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	1.50	1,045.00	\$1,567.50
	TOTAL:	1.50		\$1,567.50

**575 Madison Avenue
New York, NY 10022-2585**

February 20, 2020

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

Invoice No. 1301605504
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through January 31, 2020	\$907,434.00
Disbursements and other charges.....	\$27,993.50

CURRENT INVOICE TOTAL: \$935,427.50

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Jan 20	Thompson, Grace	regarding same (.30) Read and circulate Charter's appeals-related motions (.70); internal Katten call regarding Charter appeals-related motions and next steps (1.00); follow-up call with S. Rochester regarding the same (.30); analyze rules and draft email to team regarding appellate and objections (.90); discussions with K. Lockhart regarding the same (.30); review legal framework for 28 U.S.C. 158 and prepare materials for E. Werlinger (.70); review Colliers and secondary sources regarding Bankruptcy Rule 9033 (1.60)	5.50
03 Jan 20	Rochester, Shaya J.	Review Charter's motion for leave for interlocutory appeal (.80); Charter's objection to Bankruptcy Court's report and recommendation (1.20); Charter's notice of appeal as a matter of right (.50); Charter's notice of interlocutory appeal (.50); call with team regarding same (1.00); follow-up with G. Thompson regarding same (.30); follow-up regarding same (.70); attend to issues regarding letter to Judge (.30)	5.30
04 Jan 20	Yager, Allison E.	Correspondence with S. Rochester and G. Thompson regarding drafting motion to strike (.10)	0.10
04 Jan 20	Thompson, Grace	Analyze Charter's opposition to "report and recommendation" (.40); review rules and additional secondary sources regarding proposed findings of fact and conclusions of law (1.60) review court transcripts for discussions relevant to the same (.60); draft email to S. Rochester and A. Yager on the same (.40); research case law cited in summary judgment hearing transcript and subsequent caselaw (1.90); research cases cited in Charter motion and subsequent caselaw (1.50); review email from S. Rochester and draft response (1.50)	7.90
04 Jan 20	Rochester, Shaya J.	Review Charter's objection to Bankruptcy Court's report and recommendation (1.10)	1.10
05 Jan 20	Thompson, Grace	Research background information on Rule 7016 and applicable caselaw (1.40); call with S. Rochester to discuss research (.50); review and draft responses to S. Rochester email on Windstream response (.70); continue researching legal framework for objections under Rule 9033 (2.90); draft email to S. Rochester outlining Windstream response points (1.20)	6.70
05 Jan 20	Rochester, Shaya J.	Call with G. Thompson regarding research on Charter objection to Bankruptcy Court's Report and Recommendations (.50); attend to issues regarding Motion to Compel Assumption/Rejection (.30); attend to issues regarding Charter objection to Bankruptcy Court's Report and Recommendations (.40)	1.30
06 Jan 20	Holub, Matthew M.	Draft opposition to motion to strike Jarosz declarations, argument one (2.90); revise opposition, argument one (2.80); analyze research for opposition	9.00

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Date	Attorney or Assistant	Description	Hours
		(.40); draft substantive outline of the same (1.20); revise case calendar and associated documents (.20); draft notice/motion/proposed order to strike Charter's objection (.50)	
06 Jan 20	Rochester, Shaya J.	Respond to T. Ross email regarding upcoming dates and deadlines to send to client (.30); call with G. Thompson regarding Charter's objection to Bankruptcy Court's report and recommendation (.60); call with T. Ross regarding same (.30); attend to issues regarding Charter's objection to Bankruptcy Court's report and recommendation (.60); attend to issues regarding Motion to Compel (.30); call with G. Thompson regarding Windstream's response to Charter's objection to Bankruptcy Court's report and recommendation (.50); call with A. Yager regarding Charter's objection to Bankruptcy Court's report and recommendation (.50); attend to follow-up regarding same (.30); call with G. Thompson and E. Werlinger regarding Charter's objection to Bankruptcy Court's report and recommendation (.70); attend to issues regarding withdrawal of motion to compel (.30); revise outline to response to Charter's objection to Bankruptcy Court's report and recommendation (1.00); revise response to Charter's objection to Bankruptcy Court's report and recommendation (.80)	6.20
07 Jan 20	Greer, John	Advise regarding (2) new cases filed in the usdc-sdny regarding appeal from the USBC and interlocutory Appeal from the USBC (.20); advise as to the need to file Notices of Appearance, correct format, caption and assigned Judge (.10)	0.30
07 Jan 20	Holub, Matthew M.	Draft opposition to motion to strike Jarosz declarations, argument two (.90); revise opposition, argument two (2.80); analyze/distinguish case law cited in motion (1.20); research case law for use in opposition (1.10); teleconference with T. Ross and K. Lockhart regarding opposition (.20); research waiver argument (1.30)	7.50
07 Jan 20	Mazur, Julia L.	Review and analyze documents for Ostberg reply brief (1.00)	1.00
07 Jan 20	Vazquez, Christopher	Research application of Rule 12(f) (2.50); draft legal standard for motion to strike (1.50); research inherent authority to strike filings (2.70); correspond with team regarding motion to strike (.50); call with S. Rochester regarding Charter's report and recommendation Objection (.30)	7.50
07 Jan 20	Justus, Michael R.	Prepare oral argument for Daubert motions (1.40)	1.40
07 Jan 20	Werlinger, Eric T.	Draft analysis regarding potential options for responding to Charter's opposition to the purported report and recommendation (1.80); speak with S. Rochester regarding staffing for appellate projects	6.80

PROFESSIONAL SERVICES

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Date	Attorney or Assistant	Description	Hours
		Court's Report and Recommendation (.30); review correspondence regarding opening of second appeal (.40); call with G. Thompson regarding draft hearing agenda (.30); call with E. Werlinger regarding staffing (.30); attend to issues regarding appeal (.50); attend to issues regarding Charter objection to Bankruptcy Court's Report and Recommendation (.50); review cases related to Charter objection to Bankruptcy Court's Report and Recommendation (1.80)	
08 Jan 20	Smith, Robert T.	Analyze various appellate jurisdictional issues implicated by Charter's notices of appeal on call with E. Werlinger and T. Peabody (.80)	0.80
08 Jan 20	Holub, Matthew M.	Research and analyze case law regarding waiver (2.40); revise argument on waiver (.80); revise opposition based on comments from T. Ross (1.20); revise opposition based on comments from C. Vazquez (.90)	5.30
08 Jan 20	Mazur, Julia L.	Conduct legal research regarding expert exclusion issues (1.10)	1.10
08 Jan 20	Vazquez, Christopher	Revise legal standard for motion to strike (2.80); correspondence regarding motion research (.50); research case law regarding waiver of objections (2.50); revise response to motion to strike (1.50); calls with S. Rochester regarding same (.40)	7.70
08 Jan 20	Peabody, Thomas P.	Call with R. Smith, E. Werlinger regarding background, projects (.80); review complaint (.20); research and review case law, secondary sources regarding whether an untimely or defective notice of appeal divests lower court of jurisdiction (2.80); summarize research (1.10)	4.90
08 Jan 20	Justus, Michael R.	Prepare oral argument for Daubert motions (3.60)	3.60
08 Jan 20	Werlinger, Eric T.	Lead conference with R. Smith and T. Peabody to discuss forthcoming appellate filings (.80); conduct research and prepare summary of forthcoming deadlines in Charter's various appeals (1.60); phone call with T. Ross and S. Rochester to discuss plan for staffing forthcoming appellate projects (.40)	2.80
08 Jan 20	Ross, Terence P.	Multiple email exchanges regarding Charter's request to stay pending appeal (.50); edit and revise Opposition to Charter's Motion to Strike Jarosz Declarations (1.30); continue to edit and revise Opposition to Charter's Motion to Strike Jarosz Declarations (3.00); email to K. Smith regarding Opposition to Charter's Motion to Strike (.30); telephone conference with S. Rochester and E. Werlinger regarding Charter's appeals (.40); email exchange with K. Smith regarding Charter's proposal to stay case (.20); incorporate comments on Opposition to Motion to Strike from M. Holub and S. Rochester (1.50); review research on Charter's appeals (1.80)	9.00

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08 Jan 20	Yager, Allison E.	Calls with S. Rochester regarding motion to strike (.40); continue drafting motion to strike Charter objection to findings and conclusions (2.40)	2.80
08 Jan 20	Lockhart, Kristin	Review correspondence from C. Convissar regarding research about magistrate judge election and respond to same (.60); draft email with summary of research regarding magistrate judge election (1.00); instruct paralegal to draft Rule 7.1 disclosure statement (.30); review correspondence from M. Justus regarding research on the billing and draft email to M. Velez regarding same (.90)	2.80
08 Jan 20	Thompson, Grace	Review Rule 12(f) research from C. Vazquez (.20); discussions with S. Rochester regarding outstanding items (.30)	0.50
08 Jan 20	Rochester, Shaya J.	Attend to issues regarding work-streams, including appeal issues, 7.1 statement and magistrate question (.70); review legal authorities related to Charter objection to Bankruptcy Court's Report and Recommendation (.50); draft preliminary statement to Charter objection to Bankruptcy Court's Report and Recommendation (1.40); communications with C. Vasquez and A. Yager regarding same (.80); office conference with G. Thompson regarding work-streams (.30); attend to issues regarding appeals (.70); call with T. Ross and E. Werlinger regarding appeals (.40); attend to follow-up (.30); review and provide comments on objection to Charter Motion to Strike Jarosz Declarations (.70); review cases related to Charter objection to Bankruptcy Court's Report and Recommendation (.70); attend to research on payment of expert fees (.50); correspondence with team regarding appellate matters and deliverables (.50)	7.50
08 Jan 20	DeLizio, Daria	Draft two Rule 7.1 disclosure statements (1.00)	1.00
09 Jan 20	Larsen, Ryan	Review and analyze Charter opposition to motion to exclude Jules Kamin (2.90); research and analyze caselaw cited therein (2.00); begin drafting reply brief (2.00); continue drafting reply brief (1.60)	8.50
09 Jan 20	Stagman, David J.	Initial review of Charter's Opposition to Daubert motion regarding expert Robert Borders (1.30)	1.30
09 Jan 20	Holub, Matthew M.	Review comments to opposition (.20); teleconference with T. Ross regarding opposition (.30); legal cite check opposition at request of T. Ross (1.00); review final opposition in preparation for filing (.80); discuss opposition to Kardos Daubert with J. Wakolbinger (.20)	2.50
09 Jan 20	Mazur, Julia L.	Conduct legal research regarding excluding expert (3.60); review and analyze documents for reply supporting motion to exclude Ostberg (2.10)	5.70
09 Jan 20	Vazquez, Christopher	Revise response to Charter's objections to Report and Recommendation (1.00); analyze Daubert response	3.30

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Date	Attorney or Assistant	Description	Hours
09 Jan 20	Wakolbinger, Jeffrey A.	arguments and cases (2.30) Review briefing on motion to preclude expert testimony of M. Kardos, including Charter's opposition to Windstream's motion (1.80); analyze strategy for responding to same (.60); discussion with M. Holub regarding same (.20)	2.60
09 Jan 20	Peabody, Thomas P.	Continue to research case law and issues regarding Rule 4(a)(2), Rule 8002(a)(2), finality of bankruptcy orders, and divestment of lower-court jurisdiction (2.50); begin to review notice of appeal and order (1.00)	3.50
09 Jan 20	Justus, Michael R.	Confer with S. Rochester regarding Charter's appeals (.30); prepare oral argument on Daubert motions (3.10); analyze Daubert opposition briefs filed by Charter (2.80)	6.20
09 Jan 20	Wong, Anthony	Analyze case filings and gather/review legal authorities for hearing preparation (1.10)	1.10
09 Jan 20	Velez, Melissa	Research regarding manifest injustice standard under FRCP 26 for compensation of expert deponent (4.10)	4.10
09 Jan 20	Werlinger, Eric T.	Review research from T. Peabody regarding divestiture rule (.70); conduct additional research and draft analysis for S. Rochester regarding the same (1.10); conduct research regarding divestiture and comment on draft letter to Charter from S. Rochester (.40); draft and circulate project-initiation email for T. Peabody regarding forthcoming appellate filing (1.00); call with S. Rochester regarding matters for January hearing (.30)	3.50
09 Jan 20	Ross, Terence P.	Review cite check and incorporate some edits (1.00); email to M. Holub regarding Opposition to Motion to Strike (.20); review and incorporate edits from client into Opposition to Charter's Motion to Strike (.50); telephone conference with M. Holub regarding cite check to brief (.30); review new proposed edits to Opposition to Motion to Strike (.50); telephone conference with S. Rochester regarding appeals (.30); finalize Opposition to Charter's Motion to Strike J. Jarosz Declaration (3.50); read newly filed Charter Opposition to Motion to Exclude Mr. Kardos (2.80)	9.10
09 Jan 20	Yager, Allison E.	Continue drafting response to Charter's objection to R & R (1.50); revise same per comments from C. Vazquez (.10); pull case law for same for S. Rochester (.20)	1.80
09 Jan 20	Lockhart, Kristin	Revise 7.1 Disclosure Statements (.60); review, edit, and prepare Opposition to Strike Jarosz Declarations for filing (2.00); email team regarding Daubert motion oppositions (1.00); review and respond to correspondence regarding Daubert pleadings (1.70); calls with G. Thompson regarding 7.1 Disclosure Statements (.30)	5.60

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09 Jan 20	Thompson, Grace	Review meeting notes and draft email to S. Rochester regarding automatic stay research (.30); meet with M. Siena regarding logistics for hearing prep (.40); coordinate and supervise paralegal authorities review project (.50); coordinate, file and circulate Windstream opposition briefs (1.70); revise hearing agenda (.50); revise indices and supporting documents for hearing (.50); discussions with K. Lockhart regarding Rule 7.1 disclosure (.20)	4.60
09 Jan 20	Rochester, Shaya J.	Attend to issues regarding response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (.30); revise response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (3.10); attend to issues regarding appeals and call with E. Werlinger regarding same (.70); call with T. Ross regarding response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (.30); call with M. Justus regarding appeals (.30); review and provide comments on Corporate Disclosure Statement (.30); prepare response to Charter request to adjourn January 16 hearings (1.30); call with E. Werlinger regarding same (.30); further review and revise Response to Charter's objection to Bankruptcy Court's proposed findings of fact and conclusions of law (2.70)	9.30
09 Jan 20	Lewis, Anne	Review Ostberg motion to exclude testimony and Charter's opposition brief (1.20)	1.20
09 Jan 20	Churbuck, Bryant	Prepare email to S. Rochester regarding Section 365 of the Bankruptcy Code (.10); review select case law regarding same (3.30)	3.40
09 Jan 20	DeLizio, Daria	Conduct legal research for opposition to motion to strike Jarosz (.50)	0.50
10 Jan 20	Larsen, Ryan	Continue drafting reply brief for Motion to Exclude Jules Kamin (3.10); review additional research regarding the same (1.20); further review and revise reply brief for Motion to Exclude Kamin (3.50)	7.80
10 Jan 20	Stagman, David J.	Additional analysis of Charter's Opposition to Daubert motion regarding expert Robert Borders (1.00); outline reply in support of Daubert motion (1.40); discussions with T.Ross, K.Lockhart and C.Vazquez regarding reply brief (.60)	3.00
10 Jan 20	Holub, Matthew M.	Discuss Jarosz opposition with J. Wakolbinger (.30)	0.30
10 Jan 20	Mazur, Julia L.	Further review and analyze Charter objection to Motion to Exclude Ostberg (1.20); research and analyze caselaw cited (2.00); draft outline for reply brief in support of Motion to Exclude Ostberg (1.60); draft reply brief (3.30); discussions with M. Justus regarding the same (1.30); conduct additional research for reply brief (2.10); continue drafting reply brief (1.60)	13.10

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10 Jan 20	Rochester, Shaya J.	review additional response to Rule 9033 objections and discuss with A. Yager (.40); prepare and organize materials for Chambers for January 16 hearing (4.90) Attend to issues regarding Rule 7.1 Statement (.40); attend to issues regarding appeals (.60); review Charter objections to Daubert Motions and Windstream Motion for Leave to file Expert Report (2.30); further review and revise response to Charter's objection to Bankruptcy Court's Report and Recommendation (2.60); discussions with G. Thompson regarding hearing preparation (.20)	6.10
10 Jan 20	Lewis, Anne	Research case law to support arguments in reply to Charter's opposition brief regarding Kardos (2.10); research the same for Ostberg reply (1.90); pull and analyze case law from Charter's opposition to Motion to Exclude Ostberg (3.90); draft summary and analysis of the same (3.80)	11.70
10 Jan 20	Churbuck, Bryant	Review select case law regarding Section 365 of the Bankruptcy Code (1.50); review select case law regarding same (3.20)	4.70
10 Jan 20	DeLizio, Daria	Conduct legal research for Butler reply brief (.30)	0.30
11 Jan 20	Larsen, Ryan	Review and analyze revisions to reply in support of motion to exclude Kamin testimony (.40)	0.40
11 Jan 20	Stagman, David J.	Review legal standards from prior briefing (1.00); begin drafting reply brief in support of Daubert motion regarding Charter's expert Robert Borders (2.00)	3.00
11 Jan 20	Mazur, Julia L.	Continue drafting reply brief in support of Motion to Exclude Ostberg (2.90); perform additional research to incorporate into brief (1.20); further review and revise Ostberg reply brief (3.30)	7.40
11 Jan 20	Wakolbinger, Jeffrey A.	Continue drafting reply brief in support of motion to preclude expert testimony of M. Kardos (4.90)	4.90
11 Jan 20	Justus, Michael R.	Continue drafting Ostberg reply brief (3.30); further revise Ostberg reply brief (2.50)	5.80
11 Jan 20	Wong, Anthony	Analyze case filings, review authorities cited, gather cases from Westlaw for team pre-hearing preparations (4.40)	4.40
11 Jan 20	Werlinger, Eric T.	Analyze cases regarding applicable standard for obtaining leave for interlocutory appeal (1.90); draft outline of introduction and standard of review (3.70); review and analyze record regarding outline opposition brief (1.00)	6.60
11 Jan 20	Ross, Terence P.	Review and revise Kardos reply brief (3.90); review and revise Ostberg reply brief (3.50); review and revise Kamin reply brief (3.20); discussions with M. Justus on reply briefs and status (.90)	11.50
11 Jan 20	Rochester, Shaya J.	Review correspondence regarding Charter replies to Charter objections to Windstream Daubert motions (.50)	0.50
12 Jan 20	Stagman, David J.	Draft reply brief in support of Daubert motion	4.90

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		(.40)	
13 Jan 20	Vazquez, Christopher	Analyze reply in support of motion to strike Jarosz declarations (1.70)	1.70
13 Jan 20	Peabody, Thomas P.	Begin to research, review law regarding final judgments for appeal purposes (.30); continue to examine notice of appeal and related decisions (.20); begin drafting and outlining draft motion (.40)	0.90
13 Jan 20	Justus, Michael R.	Revise Daubert reply briefs (Ostberg and Butler) (1.20); prepare for Daubert hearings (1.30)	2.50
13 Jan 20	Werlinger, Eric T.	Outline opposition to Charter's motion for leave to appeal (2.00); correspond with S. Rochester regarding arguments raised by Charter during summary judgment briefing (.40); analyze Charter's summary judgment filings (1.20); research and analyze cases regarding circumstances warranting interlocutory appeal of a bankruptcy court order (2.90); draft opposition to Charter's motion (3.70)	10.20
13 Jan 20	Ross, Terence P.	Finalize Ostberg reply brief (1.00); finalize Kardos reply brief (.80); edit and revise Borders reply brief (.70); continue to edit and revise Borders reply brief (2.30); email exchange with N. Cox regarding reply briefs (.20); finalize Borders reply brief (.80); travel to New York to prepare for motions hearing (billed at half time) (3.50); prepare for hearing on Daubert motions (4.00)	11.90
13 Jan 20	Lockhart, Kristin	Review, proof, and edit Motion for Leave to file Butler report (.60); discussions with G. Thompson regarding filing Daubert replies (.30); review and apply redaction to Kamin brief (.60); draft email to expert regarding reply brief by Charter to strike declarations (.30); draft emails to client with copies of pleadings (.60); review and revise Kardos brief (1.30); review and revise Borders brief (.50); finalize Kardos brief (.60); call with G. Thompson regarding Chambers' request for expert reports (.20)	5.00
13 Jan 20	Thompson, Grace	Correspondence with team regarding filing (.50); draft sealing motion and proposed order for Kardos Daubert Motion (.50); discussions with K. Lockhart regarding outstanding items for Daubert reply filings (.30); coordinate and supervise filing of Butler and Ostberg replies (1.00); coordinate and supervise filing of Borders, Kardos and Kamin replies and corresponding sealing motions (1.50); revise materials for team preparation for hearing following filings (3.50); review and revise hearing materials for Chambers following filing (2.90); prepare additional materials regarding expert reports and declarations per Chambers request (1.20); discussions with K. Lockhart regarding the same (.20); draft cover letter to Chambers regarding hearing materials (.30); revise hearing agenda	12.40

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13 Jan 20	Rochester, Shaya J.	following reply filings (.50) Attend to issues regarding filing of Reply Brief in Support of Motion for Leave to file Butler Expert Report and Reply Brief in Support of Motion to Exclude Ostberg (1.50); attend to issues regarding Final Pre-Trial Conference (.30); further review and revise response to Charter objection to Bankruptcy Court R&R (.70); attend to issues regarding setoff research (.50); review draft reply brief in support of Windstream motion to exclude Borders testimony (.70); review sealing motion regarding reply brief in support of motion to exclude Kardos testimony (.30); attend to issues regarding objection to Charter motion for leave for interlocutory appeal (1.30); attend to issues regarding appeals (.70); attend to issues regarding Rule 7.1 Corporate Disclosure Statement (.40); prepare for hearing (1.10); review and provide comments on updated hearing agenda and cover letter to Chambers (.70)	8.20
13 Jan 20	Lewis, Anne	Cite check, proofread and finalize Ostberg reply brief (4.90)	4.90
13 Jan 20	Churbuck, Bryant	Review select case law regarding offset of claims under the Bankruptcy Code (.50); review select case law regarding Stern v. Marshall and state law claims in bankruptcy courts (1.50); review select case law regarding restitution and reversed judgments (1.00); review select case law regarding Section 365 of the Bankruptcy Code (2.00); prepare memo regarding same (3.90)	8.90
14 Jan 20	Greer, John	Arrange for Delivery of box of documents with cover letter to Drain, J in the usbc-sdny in White Plains, NY (.30)	0.30
14 Jan 20	Siena, Marie	Prepare materials for hearing (2.30)	2.30
14 Jan 20	Holub, Matthew M.	Draft responses to arguments in Charter's reply in support of motion to exclude Jarosz declarations (3.00)	3.00
14 Jan 20	Mazur, Julia L.	Conduct legal research in preparation for oral argument on motion to exclude expert (2.00); draft analysis of research (1.60)	3.60
14 Jan 20	Vazquez, Christopher	Review adversary proceeding docket and upcoming deadlines (.60)	0.60
14 Jan 20	Justus, Michael R.	Prepare for Ostberg oral arguments at Daubert hearing (3.90); prepare for Butler oral argument at Daubert hearing (2.90); further prepare for oral arguments (1.10); discussions with T. Ross and S. Rochester regarding appeals issues (1.90)	9.80
14 Jan 20	Werlinger, Eric T.	Draft opposition to Charter's motion for interlocutory appeal (3.90); review bankruptcy rules regarding procedures applicable to the same (1.00); review, revise, and proof opposition brief (2.10); correspond with T. Ross regarding opposition brief (.30); conduct	9.70

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15 Jan 20	Greer, John	Memorandum in Support of Their Motion to Exclude the Rebuttal Report of Henry D. Ostberg and Debtors' Reply Memorandum in support of Motion for Leave to File Rebuttal Expert Report briefs (2.00)	3.00
15 Jan 20	Siena, Marie	File FRCP 7.1 Corporate Disclosure Statement in the USDC - SDNY Case No. 20-cv-121 (3.00)	10.70
15 Jan 20	Smith, Robert T.	File Windstream's response to Charter's objection to Bankruptcy Court's report and recommendation on the court's docket (.40); updated hearing binders (1.70); prepare and organize transcripts for hearing (2.90); assemble materials related to hearing (3.90); attend to logistics for hearing (1.80)	0.90
15 Jan 20	Holub, Matthew M.	Analyze appellate issues associated with bankruptcy proceeding (.40); correspond with E. Werlinger regarding same (.50)	1.30
15 Jan 20	Peabody, Thomas P.	Review reply in support of Daubert motion and opposition to Daubert motion for statements related to potential variables in methodology (1.30)	4.90
15 Jan 20	Justus, Michael R.	Review recent law regarding finality in bankruptcy cases (1.00); perform legal research, review law in support of motion to dismiss (2.20); continue to outline motion (.20); review procedural rules regarding motion practice, disclosures (.30); research, review law regarding Stern doctrine and related issues (1.20)	14.10
15 Jan 20	Ross, Terence P.	Continue preparing for Ostberg oral argument at Daubert hearing (3.40); continue preparing for Butler oral argument at Daubert hearing (2.70); discussion with T. Ross regarding Ostberg argument (1.50); further prepare for oral arguments (4.10); review briefs and expert reports in preparation for hearing arguments (2.40)	14.90
15 Jan 20	Lockhart, Kristin	Prepare for argument at hearing on excluding J. Kamin (2.00); edit and revise "pocket brief" on Bankruptcy Court jurisdiction (1.50); prepare for argument at hearing on excluding Kardos expert testimony (1.90); discussion with K. Lockhart regarding appeals (.30); prepare for argument at hearing on excluding R. Borders as expert (1.80); finalize briefs for filing including reviewing comments from client on brief (.50); discuss with M. Justus arguments in support of Ostberg motion to exclude (1.50); prepare for argument at hearing on Motion to Exclude J. Kamin (1.80); regarding-read all cases and briefs relating to J. Jarosz motions to prepare for hearing (3.60)	2.80
15 Jan 20	Thompson, Grace	Discuss with T. Ross regarding schedule for filing appeal pleadings (.30); provide information to T. Ross regarding competitive states (.30); revise interlocutory appeal brief (1.30); discussions with G. Thompson regarding hearing exhibits (90)	7.30
15 Jan 20		Email correspondence with Chambers regarding	

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		the court's jurisdiction on the court's docket (.30); attention to emails regarding the same (.20); attend Bankruptcy Court hearing (1.70); attend and take notes at hearing on Charter's motion regarding divestiture of the court's jurisdiction (.50); assist with research regarding Charter's divestiture arguments (2.10); attend and take notes at second half of hearing regarding discussion of Charter's divestiture motion (2.10); attend and take notes at hearing regarding Windstream's and Charter's Daubert motions (2.30)	
16 Jan 20	Peabody, Thomas P.	Continue to research, review law in support of motion to dismiss (2.80); continue to outline, revise motion outline (3.00); review docket, transcripts, pleadings (1.10); review local, bankruptcy rules (.50)	7.40
16 Jan 20	Justus, Michael R.	Attend Bankruptcy Court hearing (1.70); attend and take notes at hearing on Charter's motion regarding divestiture of the court's jurisdiction (.50); review and analyze team's research regarding Charter's divestiture argument (2.10); attend and assist at hearing resuming discussion of Charter's divestiture motion (2.10); attend and argue at hearing on Windstream's and Charter's Daubert motions (2.30); confer with team regarding trial and appeal strategy (1.40)	10.10
16 Jan 20	Ross, Terence P.	Prepare for hearing on Daubert Motions (1.80); travel to courthouse for Daubert hearing (1.00 billed at half time); attend Bankruptcy Court hearing (1.70); attend and argue at hearing against Charter's oral divestiture motion (.50); review and analyze research regarding Charter's divestiture argument (1.10); draft arguments against Charter's argument (1.00); attend argue at resumed hearing regarding Charter's oral divestiture motion (2.10); attend and argue at hearing on Windstream's and Charter's Daubert motions (2.20); travel to NY office from hearing (1.00 billed at half time); conference with S. Rochester and M. Justus regarding next steps in case (1.40); review and analyze new research on Motion to Dismiss Appeal (2.10)	14.90
16 Jan 20	Thompson, Grace	Travel to White Plains for hearing on Daubert motions (1.00 billed at half time); prepare for hearing (.90); attend opening part of Bankruptcy Court hearing (1.70); attend and take notes at hearing on Charter's divestiture argument (.50); coordinate with team and perform research regarding Charter's identified caselaw (2.10); attend and take notes at hearing resuming Charter's divestiture argument (2.10); attend and assist with documents and exhibits at hearing on Windstream's and Charter's Daubert motions (2.30); discussions with team regarding post-hearing and trial follow-up assignments (1.40)	11.50
16 Jan 20	Rochester, Shaya J.	Prepare for hearing on multiple Daubert motions and	12.10

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Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Jan 20	Ross, Terence P.	Read analysis from S. Rochester of recent U.S. Supreme Court case regarding appeals (.50); continue to strategize witness list for trial (1.70); multiple email exchanges with damages expert regarding trial (.60); conference and telephone conference with S. Rochester, M. Justus and G. Thompson regarding trial and appeals work (.80); read draft letter to Judge Karas seeking permission to file Motion to Dismiss Charter's Notice of Appeal (.50); read and analyze underlying caselaw (1.00); review comments from M. Justus and S. Rochester on draft letter (.50); outline trial topics to further strategize witness list (1.90)	7.50
21 Jan 20	Thompson, Grace	Meeting with S. Rochester regarding open action items from January 16 trial (.50); review recently revised Windstream schedules for information relevant to Charter litigation (.50); review all Charter proofs of claim for information relevant to Charter litigation (.40); call with T. Ross, M. Justus and S. Rochester regarding hearing follow-up action items (.80); revise case calendar and associated documents (.20)	4.20
21 Jan 20	Rochester, Shaya J.	Office conference with G. Thompson regarding divestiture order and response to designation of items (.50); call with team regarding work-streams (.80); attend to follow up (.30); review and provide comments on letter brief to District Court requesting leave to file Motion to Dismiss (.50); review updated case calendar (.20); attend to issues regarding appeals (.60)	2.90
22 Jan 20	Smith, Robert T.	Review and revise letter requesting pre-motion conference on motion to dismiss appeal as of right (.90)	0.90
22 Jan 20	Vazquez, Christopher	Revise proposed orders (1.00); review adversary proceeding filings regarding defendants' appeal (1.10)	2.10
22 Jan 20	Peabody, Thomas P.	Research J. Karas caselaw on bankruptcy appeals (.50); attention to premotion letter revisions, status (.30); revise, edit premotion letter further regarding internal edits, revisions, comments (2.10); review interlocutory appeal reply (.20)	3.10
22 Jan 20	Justus, Michael R.	Correspond with Charter regarding appellate record and discuss same with team (.60); review and revise draft Orders regarding expert motions (3.20); review and revise pre-motion letter in appeal (.30); review Charter reply brief in interlocutory appeal (.40)	4.50
22 Jan 20	Werlinger, Eric T.	Calls with Windstream team regarding Charter's reply in support of interlocutory appeal (.40)	0.40
22 Jan 20	Ross, Terence P.	Edit and revise letter to Judge Karas seeking Leave to File Motion to Dismiss Charter's Notice of Appeal of Counts II and IV (4.70); email exchanges regarding delivery of record to District Court (.30); review and analyze Seventh Amendment research (1.00); email to	9.10

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
23 Jan 20	Thompson, Grace	Review Charter's designations of the record pleadings, objection to bankruptcy court "R&R," Windstream response, and relevant hearing transcripts (.70); draft Windstream response to Charter's designations of the record (2.80); correspond with T. Ross regarding Judge Karas rules (.20); call with S. Rochester regarding interlocutory appeal (.30); coordinate and supervise filing of letter to Judge Karas (.50); review Charter's motion to continue March trial (.20)	4.70
23 Jan 20	Rochester, Shaya J.	Review and provide comments on letter to Judge Karas (.50); review and provide comments on Daubert proposed forms of order (.70); review and analyze Charter's Reply ISO Interlocutory Appeal (.90); call with E. Werlinger regarding the same (.60); call with G. Thompson regarding the same (.30); review and analyze Charter's Motion to Continue March 30 Trial (1.10); communication with team regarding the same (.30); review and provide comments on Response to Charter's Designations of the Record (1.40)	5.80
24 Jan 20	Vazquez, Christopher	Analyze motion for trial continuance (1.10); revise proposed Daubert orders (.50); review 1/16/20 hearing transcript for excerpts relevant to proposed orders (1.00)	2.60
24 Jan 20	Justus, Michael R.	Review Charter motion to stay trial (.50); confer with T. Ross, S. Rochester, and E. Werlinger regarding response strategy for same (.70); revise proposed Orders regarding Daubert motions (.60)	1.80
24 Jan 20	Ross, Terence P.	Read Charter Motion to Continue Trial (.50); telephone conference with S. Rochester, M. Justus, and E. Werlinger regarding Motion to Continue Trial (.70); read cases cited by Charter in its Motion to Continue Trial (2.10); review draft Orders on Jarosz and Ostberg Motions (.50); continued research on jury issue (1.00); conference and telephone conference with K. Smith, S. Rochester, and N. Cox to discuss trial preparation (.50); outline brief in Opposition to Charter Motion to Continue Trial (2.40); telephone conference with J. Kingston regarding trial days and pre-trial (.30); email to S. Rochester and M. Justus regarding agreement with J. Kingston (.20); continue to outline brief in Opposition to Charter Motion to Continue Trial by integrating into outline cases regarding jury right (3.90)	12.10
24 Jan 20	Thompson, Grace	Review and analyze hearing transcripts and Windstream statement regarding bankruptcy court's jurisdiction (.40)	0.40
24 Jan 20	Rochester, Shaya J.	Review Charter Motion to Continue March 30 Hearing and prepare outline of argument (.70); call with team regarding same (.70); call with client regarding next steps in litigation (.50)	1.90

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Judge Seibel (.20); telephone conference with S. Rochester regarding same (.30); email to client regarding reassignment of appeals (.20); research Judge Seibel as new judge (.30); edit email to Judge Seibel submitting request for leave to file motion to dismiss (.50); respond to question from K. Smith (.20); review Judge Seibel's Individual Practices (.50); continue drafting Opposition to Charter Motion to Continue Trial (2.00); discussion with M. Justus regarding trial planning (.30)	
27 Jan 20	Thompson, Grace	Revise and circulate draft email to Chambers per team comments (.20); revise proposed order regarding divestiture per comments from T. Ross and S. Rochester (1.00); review rules regarding change of judge and correspond with team regarding the same (.80); draft email to Judge Seibel regarding recently filed pleadings (.30); revise email to Chambers with updated proposed orders (.20); further revise proposed divestiture order (.70); meeting and calls with S. Rochester regarding revisions to divestiture order (.80)	4.00
27 Jan 20	Rochester, Shaya J.	Attend to issues regarding audit letter (.20); call with T. Ross regarding Divestiture Order and Statement in Response to Designations of Record (.30); revise Statement in Response to Designations of Record based on T. Ross comments (.30); office conference with G. Thompson regarding Divestiture Order (.30); call with T. Ross regarding re-assignment of case from Judge Karas to Judge Seibel (.30); review revised Daubert orders (.30); attend to issues regarding regarding-assignment of case from Judge Karas to Judge Seibel (.20); review and revise Divestiture Order based on comments from T. Ross (1.00); call with G. Thompson regarding same (.30); attend to issues regarding Daubert orders and communications with Chambers regarding same (.40); attend to issues regarding equitable subordination claim (.30); review and revise Divestiture Order based on comments from T. Ross (.70); call with G. Thompson regarding same (.20)	4.80
28 Jan 20	Peabody, Thomas P.	Draft, revise proposed briefing schedule on MTD appeal as of right (.30); research supplemental law for motion to dismiss (.70)	1.00
28 Jan 20	Justus, Michael R.	Consider witnesses and evidence for trial (1.80); review objection to designation of record for appeal (.30); confer with T. Ross and S. Rochester and team regarding trial preparation (.70); review court orders regarding Daubert motions (.30)	3.10
28 Jan 20	Ross, Terence P.	Email exchanges with client regarding equitable subordination claim (.50); review email from Charter to Clerk of Court (.30); telephone conference with K.	11.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Smith regarding trial witnesses (.30); conference with K. Lockhart regarding trial witnesses (.20); email to K. Smith regarding J. Small (.30); review Court Order granting leave to file Motion to Dismiss and transmit to client (.50); internal discussions on schedule for Motion to Dismiss (.50); edit and revise draft Order on Charter Motion to Divert Court of Jurisdiction (1.30); conference and telephone conference with S. Rochester, G. Thompson, K. Lockhart, and M. Justus regarding trial preparation (.70); edit and revise draft Order on Charter Motion for Judgment on the Pleadings ad Motion to Dismiss (1.00); email exchange with K. Smith regarding Counts VI and VII (.40); email to J. Kingston regarding briefing schedule on Motion to Dismiss (.30); finalize draft Orders on Charter Motion to Divert Jurisdiction, Motion to Dismiss Count VII and Motion for Judgment on Pleadings regarding Count VI (1.50); review newly issued Orders from Judge Drain and transmit to client (1.00); read and consider draft Debtors' Response to Charter's Designation of Record (2.60)	
28 Jan 20	Yager, Allison E.	Continue research regarding equitable subordination (4.80); call with S. Rochester regarding same and additional research regarding Seibel appeals (.10)	4.90
28 Jan 20	Lockhart, Kristin	Review correspondence and initial disclosures for proposed witness list (1.30); discussion with T. Ross regarding same (.20); attend teleconference with M. Justus, T. Ross, S. Rochester, and G. Thompson regarding outstanding items for Charter litigation (.70); review Rule 26 and draft email regarding invoices for deposition of experts (.90); revise email regarding invoices for expert depositions (.70); discussion with G. Thompson regarding Court VI (.20); discussion with G. Thompson regarding list of Charter's actions (.40)	4.40
28 Jan 20	Thompson, Grace	Review and correspond with team regarding order from Judge Seibel (.40); call with team regarding action items (.70); follow-up discussions with S. Rochester on the same (.30); draft timeline of Charter's requests and motions throughout case (2.10); discussions with K. Lockhart on the same (.40); revise Windstream response to Charter's designations of the record (.70); revise proposed order on divestiture (.60); draft email to Chambers regarding the same (.20); review and circulate recently entered Daubert orders (.40); revise case calendar and associated documents (.40); review and provide comments on K. Lockhart list of action items regarding upcoming deadlines (.30); read A. Yager research regarding equitable subordination (.20); revise proposed divestiture order	7.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		and email to Chambers per comments from T. Ross (.20); discussion with K. Lockhart regarding automatic stay cause of action (.20)	
28 Jan 20	Rochester, Shaya J.	Attend to issues regarding equitable subordination (.20); attend team meeting regarding next steps and attend to follow-up (.70); meeting with G. Thompson regarding same (.30); communications with Chambers and orders (.40); review orders entered by the Bankruptcy Court and review for changes (.30); attend to issues regarding research on equitable subordination (.50); review and provide comments on Divestiture Order (.70)	3.10
29 Jan 20	Vazquez, Christopher	Review recent docket filing and orders regarding Daubert motions (.50)	0.50
29 Jan 20	Peabody, Thomas P.	Begin to draft, revise motion to dismiss appeal (1.10); perform attendant research (.90); continue to review motion to continue (.10); review pleadings, briefs for background for motion (.50)	2.60
29 Jan 20	Justus, Michael R.	Confer with team regarding witness list for trial (.40)	0.40
29 Jan 20	Werlinger, Eric T.	Analyze cases regarding standard for granting a continuance of trial (1.00); analyze cases regarding application of Seventh Amendment jury trial right to claims raised in complaint (2.70); draft outline of opposition brief (1.90)	5.60
29 Jan 20	Ross, Terence P.	Consider Debtors' Proposed Witness List (.50); read email from K. Smith regarding witnesses (.20); read email from B. Hockett regarding Proposed Order (.30); multiple email exchanges regarding Charter edits to Proposed Order on Counts VI and VII (.50); plan for trial (1.00); review and approve draft email to Court regarding Proposed Order (.30); review past Bankruptcy Court examples of witness list (.70); continue planning deposition transcript use at trial (1.00); read email from Judge Drain's Clerk regarding Feb. 13 hearing (.20); email exchange with S. Rochester regarding email from Court (.30); read email from S. Rochester regarding Count VII (.40)	5.40
29 Jan 20	Yager, Allison E.	Research and analyze Judge Seibel cases (1.20); call with S. Rochester regarding equitable subordination (.40)	1.60
29 Jan 20	Thompson, Grace	Review and provide comment on email to Charter counsel (.20); review and provide comments on Charter's proposed order regarding the Motion to Dismiss and Motion for Judgment on the Pleadings (.70); calls with S. Rochester regarding Windstream's proposed revisions to the same (.30); review, revise and send email to Chambers regarding the same (.40)	1.80
29 Jan 20	Rochester, Shaya J.	Attend to issues regarding dueling orders on Motion to Dismiss and Motion for Judgment on the Pleadings (.70); attend to follow up issues regarding equitable	1.40

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
30 Jan 20	Thompson, Grace	Call with S. Rochester regarding open action items (.30); calls with T. Ross regarding witness lists (.30); discussions with K. Lockhart regarding upcoming filings (.30); finalize and coordinate filing of Windstream's response to Charter's designations of the record (.40); revise case calendar and associated documents (.20); research, review and circulate Colliers sections applicable to Charter's Motion to Continue March Trial (.80)	2.30
30 Jan 20	Rochester, Shaya J.	Attend to issues regarding equitable subordination (.40); attend to issues regarding briefing schedule for Motion to Dismiss (.20); attend to issues regarding trial prep (.70); attend to issues regarding Divestiture Order and Charter response thereto (.60); attend to issues regarding witness lists (.20)	2.10
31 Jan 20	Stagman, David J.	Review correspondence from K. Lockhart and as-filed Daubert briefs to exclude R. Borders report and testimony (.80)	0.80
31 Jan 20	Vazquez, Christopher	Review recent docket filings in preparation for damages trial (.60)	0.60
31 Jan 20	Peabody, Thomas P.	Continue to draft Motion to Dismiss Charter's Appeal (3.90); perform additional research related to Motion (3.20); further draft and revise Motion to Dismiss (2.50)	9.60
31 Jan 20	Justus, Michael R.	Confer with team regarding pretrial and trial deadlines and strategy (1.80); review legal research regarding bankruptcy appeals (.50)	2.30
31 Jan 20	Werlinger, Eric T.	Draft factual background and legal standard for response brief to Charter's motion to continue (2.80); draft response to Charter's argument regarding alleged jury-trial cases (4.00); review additional cases regarding the same (1.20)	8.00
31 Jan 20	Ross, Terence P.	Conference with M. Justus, K. Lockhart and D. DeLizio to discuss trial preparation (1.00); draft multiple emails to client to catch them up on recent Orders issued by Court and Charter Witness List (.50); consider deposition designations for trial (1.20)	3.50
31 Jan 20	Yager, Allison E.	Pull Seibel case law and email S. Rochester regarding same (.20); analyze equitable subordination analysis and email S. Rochester regarding same (.40); conduct follow up research regarding same (.40)	1.00
31 Jan 20	Lockhart, Kristin	Conduct research on fees of deposition expert and respond to email from T. Ross (.60); review deadlines and requirements for pre-trial disclosures (.70); attend meeting with team regarding trial prep (1.80)	3.10
31 Jan 20	Thompson, Grace	Discussions with K. Lockhart regarding schedule and pretrial preparations (.40); revise and circulate timeline of Charter's requests and motions throughout case (.20); research automatic stay damages in the context of trials (.60)	1.20

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
31 Jan 20	Rochester, Shaya J.	Follow up on automatic stay issues (.10); follow up on trial services (.10); review Seibel cases (1.50); attend to issues regarding equitable subordination research (1.20); update work-streams (.40)	3.30
TOTALS:			1,111.50

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	40.60	660.00	\$26,796.00
45597	DeLizio, Daria	13.90	400.00	\$5,560.00
01195	Greer, John	6.70	305.00	\$2,043.50
42747	Holub, Matthew M.	30.90	835.00	\$25,801.50
43426	Justus, Michael R.	97.50	855.00	\$83,362.50
34231	Larsen, Ryan	16.70	925.00	\$15,447.50
44862	Lewis, Anne	19.70	410.00	\$8,077.00
44572	Lockhart, Kristin	47.40	680.00	\$32,232.00
42748	Mazur, Julia L.	38.30	855.00	\$32,746.50
43388	Peabody, Thomas P.	60.20	760.00	\$45,752.00
44845	Rochester, Shaya J.	130.20	1,045.00	\$136,059.00
44455	Ross, Terence P.	240.50	1,045.00	\$251,322.50
41782	Siena, Marie	28.70	210.00	\$6,027.00
42497	Smith, Robert T.	9.60	900.00	\$8,640.00
34349	Stagman, David J.	13.00	940.00	\$12,220.00
44616	Thompson, Grace	122.60	565.00	\$69,269.00
43190	Vazquez, Christopher	52.70	640.00	\$33,728.00
43994	Velez, Melissa	4.10	640.00	\$2,624.00
43349	Wakolbinger, Jeffrey A.	17.70	890.00	\$15,753.00
44199	Werlinger, Eric T.	91.80	855.00	\$78,489.00
43659	Wong, Anthony	9.60	260.00	\$2,496.00
44491	Yager, Allison E.	19.10	680.00	\$12,988.00
TOTAL:		1,111.50		\$907,434.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/06/19	15.56
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/10/19	25.80
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/11/19	18.91
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/12/19	19.01
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/13/19	21.70
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/15/19	19.58
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/16/19	14.45
06 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3902689701062131 DATE: 1/6/2020 After hours cab home Date Incurred: 12/17/19	16.13
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/16/2019 by Rochester, Shaya, OrderID: 2025758743	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/17/2019 by Rochester, Shaya, OrderID: 2025852821	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/18/2019 by Rochester, Shaya, OrderID: 2025946931	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3228841 DATE: 12/22/2019 Food service ordered on 12/19/2019 by Rochester, Shaya, OrderID: 2026012102	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/11/2019 by Siena, Marie A., OrderID: 2025514160	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/12/2019 by Thompson, Grace A., OrderID: 2025614499	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/10/2019 by Rochester, Shaya, OrderID: 2025392135	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/11/2019 by Rochester, Shaya, OrderID: 2025495780	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/15/2019 by Rochester, Shaya, OrderID: 2025684037	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/12/2019 by Churbuck, Bryant P., OrderID: 2025611114	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3226179 DATE: 12/15/2019 Food service ordered on 12/15/2019 by Churbuck, Bryant P., OrderID: 2025679177	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#:	20.00

Matter 00008: Charter Litigation

Date	Description	Amount
06 Jan 20	3224793 DATE: 12/8/2019 Food service ordered on 12/07/2019 by Siena, Marie A., OrderID: 2025174783	
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/02/2019 by Thompson, Grace A., OrderID: 2024766863	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/03/2019 by Thompson, Grace A., OrderID: 2024890417	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/05/2019 by Thompson, Grace A., OrderID: 2025104695	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/07/2019 by Thompson, Grace A., OrderID: 2025174783	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/02/2019 by Rochester, Shaya, OrderID: 2024730932	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/03/2019 by Rochester, Shaya, OrderID: 2024852619	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/04/2019 by Rochester, Shaya, OrderID: 2024970704	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/05/2019 by Rochester, Shaya, OrderID: 2025076690	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/02/2019 by Churbuck, Bryant P., OrderID: 2024772796	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/06/2019 by Churbuck, Bryant P., OrderID: 2025173949	20.00
06 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3224793 DATE: 12/8/2019 Food service ordered on 12/08/2019 by Churbuck, Bryant P., OrderID: 2025191816	20.00
06 Jan 20	Color Printing	52.00
07 Jan 20	VENDOR: Executive Charge, Inc. INVOICE#: 5767733 DATE: 12/27/2019 Local Travel: Pickup Address: 575 MADISON AVE Destination: 300 QUARROPAS S on 12/17/2019; Voucher# 506120	136.95
07 Jan 20	VENDOR: Federal Express Corp. INVOICE#: 688849385 DATE: 1/6/2020 From: Shaya Rochester To: Paul Schwartzberg, Esq. Office of the U.S. Trustee 201 Varick St., STE 1006,NEW YORK CITY NY,10014 US: On: 12/30/2019; Tracking ID: 779328878908	12.77
07 Jan 20	VENDOR: Federal Express Corp. INVOICE#: 688849385 DATE: 1/6/2020 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court 300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 12/30/2019; Tracking ID: 779328626490	15.94
07 Jan 20	VENDOR: Federal Express Corp. INVOICE#: 688849385 DATE:	11.41

WIN Ex. 104
Page 207 of 258

Matter 00008: Charter Litigation

Date	Description	Amount
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3279-DEC19-CHI; DATE: 1/15/2020 - Acct #KM3279: Pacer court cost incurred in December 2019, Chicago.	4.30
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3280-DEC19-LAX; DATE: 1/15/2020 - Acct #KM3280: Pacer court cost incurred in December 2019, Century City.	0.10
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	0.30
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	26.20
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	34.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	0.20
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-DEC19-NYC; DATE: 1/15/2020 - Acct #KM3277: Pacer court cost incurred in December 2019, New York.	84.50
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	13.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	7.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	9.70
15 Jan 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-DEC19-WAS; DATE: 1/15/2020 - Acct #KM3278: Pacer court cost incurred in December 2019, Washington.	11.10
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 12/23/2019; Voucher# 357625	123.53
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 300 QUARRAPOS S Destination: LAG AIRPORT Q on 12/18/2019; Voucher# 357625	182.51
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 12/30/2019; Voucher# 365908	71.69
16 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5773809 DATE: 1/10/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/02/2020; Voucher# 344665	71.69
16 Jan 20	VENDOR: Federal Express Corp. INVOICE#: 689513674 DATE: 1/13/2020 From: Shaya Rochester To: Vito Genna, Clerk of the Court U.S. Bankruptcy Court 300 QUARROPAS ST, WHITE PLAINS NY, 10601 US: On: 1/9/2020; Tracking ID: 779557389947	10.11

Matter 00008: Charter Litigation

Date	Description	Amount
16 Jan 20	VENDOR: Federal Express Corp. INVOICE#: 689513674 DATE: 1/13/2020 From: Shaya Rochester To: Hon. Robert D. Drain U.S. Bankruptcy Court Southern District of New York,300 QUARROPAS ST,WHITE PLAINS NY,10601 US: On: 1/9/2020; Tracking ID: 779557545678	10.11
19 Jan 20	JUSTUS/MICHAEL RYAN 01/16/2020 New York Penn STN/DC Inv#9674 ticket#0938587641	32.00
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/15/20	9.80
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/16/20	20.30
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Motions Hearing in NY 1/14-1/16/20 Breakfast while away attending hearings Date Incurred: 01/14/20	4.61
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/14/20	582.99
21 Jan 20	VENDOR: Justus, Michael R. INVOICE#: 3932797801211706 DATE: 1/21/2020 Hotel accommodations- Motions Hearing in NY 1/14-1/16/20 Date Incurred: 01/15/20	582.99
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions Date Incurred: 01/15/20	8.70
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - meal expense Date Incurred: 01/13/20	22.46
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - meal expense Date Incurred: 01/16/20	43.15
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Snack at airport Date Incurred: 01/17/20	9.01
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Snack at Courthouse Date Incurred: 01/16/20	7.75
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab office to hotel Date Incurred: 01/15/20	8.67
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Cab office to airport Date Incurred: 01/17/20	83.44
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Cab office to hotel Date Incurred: 01/16/20	12.21
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab office to hotel Date Incurred: 01/16/20	11.79

DISBURSEMENTS

Matter 00008: Charter Litigation

Date	Description	Amount
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Miscellaneous cash tips and expenses Date Incurred: 01/17/20	18.00
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab from hotel to office Date Incurred: 01/15/20	10.38
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Cab from airport to hotel Date Incurred: 01/13/20	47.30
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - cab from hotel to office Date Incurred: 01/14/20	8.76
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Parking at the airport Date Incurred: 01/13/20	100.00
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearings on motions - 1 night hotel stay plus taxes Date Incurred: 01/15/20	529.91
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions 1 night hotel stay plus taxes Date Incurred: 01/16/20	520.73
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 1 night Hotel stay plus taxes while away at motion hearings Date Incurred: 01/13/20	628.61
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - 1 night hotel stay plus taxeds Date Incurred: 01/14/20	641.22
23 Jan 20	VENDOR: Petty Cash; INVOICE#: 012320; DATE: 1/23/2020 Local travel to US District Court for the Southern District of New York and back to Katten...p mazzeo	5.50
23 Jan 20	VENDOR: Petty Cash; INVOICE#: 012320; DATE: 1/23/2020 Local travel to Grand Central Terminal, travel to US Bankruptcy Court for the Southern District of New York in White Plains...p mazzeo	12.50
23 Jan 20	PAYEE: Arkadin Inc.; REQUEST#: 839790; DATE: 1/16/2020. - To record Arkadin Teleconferencing charges, Inv #INUS191200576, dated 12/31/19; Conference call on 12/10/19; #13099064; S. Rochester.	6.14
23 Jan 20	VENDOR: Ross, Terence P. INVOICE#: 3933968101231704 DATE: 1/23/2020 Prepare and argue hearing on motions - Airfare DC/NY/DC Date Incurred: 01/09/20	796.80
24 Jan 20	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338454; DATE: 1/21/2020; Windstream Hearing Prep/brfast, lu on 1/15/20;	451.40
24 Jan 20	VENDOR: Sodexo Inc. & Affiliates; INVOICE#: 338454; DATE: 1/21/2020; Windstream Hearing Prep/brfast, lu on 1/14/20;	332.62
24 Jan 20	VENDOR: Executive Charge, Inc.; INVOICE#: 5782314A; DATE: 1/24/2020 - Car service charge 1/24/20; Inv #5782314; Acct #0000001226. Voucher #442069; 1/14/20; P. Mazzeo; 575 Madison Ave- 4 to 300 Quarropas St. White Plains; WC- 76027.	121.36
27 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5777429 DATE: 1/17/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 01/09/2020; Voucher# 357627	123.53

Matter 00008: Charter Litigation

Date	Description	Amount
27 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5777429 DATE: 1/17/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/06/2020; Voucher# 381226	71.69
27 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5777429 DATE: 1/17/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/07/2020; Voucher# 362336	77.93
27 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5777429 DATE: 1/17/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/08/2020; Voucher# 360072	71.69
27 Jan 20	Photocopies for 01/27/2020	1.80
27 Jan 20	Color Copies for 01/27/2020	1.25
28 Jan 20	FedEx D.C. Inv.#: 690065478 Date: 1/17/2020; From: Terence Ross To: Grace Thompson KATTEN 575 Madison Avenue, NEW YORK NY, 10022 US: On: 1/13/2020; Tracking ID: 779625694459	99.74
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/02/20	16.13
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/04/20	19.44
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/05/20	16.13
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/06/20	16.78
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/07/20	15.66
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/08/20	14.70
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/10/20	15.02
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/12/20	18.35
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/13/20	15.02
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/14/20	16.12
29 Jan 20	VENDOR: Thompson, Grace INVOICE#: 3958921501292248 DATE: 1/29/2020 After hours cab home Date Incurred: 01/15/20	20.54
29 Jan 20	Color Copies for 01/29/2020	1.00
30 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3234249 DATE: 1/5/2020 Food service ordered on 01/05/2020 by Thompson, Grace A., OrderID: 2026344198	20.00
30 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3234249 DATE: 1/5/2020 Food service ordered on 12/30/2019 by Rochester, Shaya, OrderID: 2026201350	20.00
30 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3234249 DATE: 1/5/2020 Food service ordered on 01/02/2020 by Rochester, Shaya, OrderID: 2026273706	20.00
30 Jan 20	VENDOR: SeamlessWeb Professional Solutions, Inc. INVOICE#: 3239035 DATE: 1/26/2020 Food service ordered on 01/21/2020 by Thompson, Grace A., OrderID: 2027368362	20.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605504
Invoice Date: February 20, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
31 Jan 20	Churbuck, Bryant P., OrderID: 2026720446 VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 01/13/2020; Voucher# 357625	123.53
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 2810 1ST PLACE on 01/14/2020; Voucher# 357625	123.53
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: BALDWIN;LI OT on 01/15/2020; Voucher# 357626	123.53
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 300 QUARRAPOS S Destination: 2810 1 ST PLACE on 01/16/2020; Voucher# 357672	311.78
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 300 QUARROPAS S Destination: 575 MADISON AVE on 01/16/2020; Voucher# 357672	437.41
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 700 5 AVE M 5 Destination: 300 QUARROPAS S on 01/16/2020; Voucher# 357677	300.86
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 201 W 74 ST M Destination: 300 QUARRAPOS S on 01/16/2020; Voucher# 357677	120.75
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/09/2020; Voucher# 336624	71.69
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/13/2020; Voucher# 363259	71.69
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/14/2020; Voucher# 359738	61.11
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/15/2020; Voucher# 355819	71.69
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 352 CROWN ST B Destination: 300 QUARROPAS S on 01/16/2020; Voucher# 364121	172.69
31 Jan 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5782617 DATE: 1/24/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 01/16/2020; Voucher# 365625	71.69
31 Jan 20	Binding: 1/10/20	15.00
31 Jan 20	Binding: 1/10/20	15.00
31 Jan 20	Binding: 1/10/20	15.00
31 Jan 20	Binding: 1/10/20	15.00
31 Jan 20	Binding: 1/10/20	15.00
31 Jan 20	Binding: 1/14/20	3.00
31 Jan 20	Binding: 1/14/20	12.00
31 Jan 20	Binding: 1/15/20	3.00
31 Jan 20	Binding: 1/15/20	3.00
31 Jan 20	Binding: 1/15/20	3.00

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605508
Client No. 392355
Matter No. 00010

FEIN: 36-2796532

Re: Business Operations (392355.00010)

For legal services rendered through January 31, 2020	\$3,291.00
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CURRENT INVOICE TOTAL: \$3,291.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301605508
Invoice Date: February 19, 2020

PROFESSIONAL SERVICES

Matter 00010: Business Operations

Date	Attorney or Assistant	Description	Hours
14 Jan 20	Reisman, Steven	Update regarding work to be done in connection with letter of credit opinion requested by Kirkland and follow-up (.40); review documentation and materials regarding letter of credit not being property of the estate in connection with potential opinion (.60); follow-up regarding matters related to same (.10)	1.10
14 Jan 20	Drew, James	Discussions with B. Churbuck regarding draft opinion regarding letter of credit not being property of the estates (.50); various correspondence regarding same (.30)	0.80
16 Jan 20	Drew, James	Review correspondence regarding letter of credit opinion and follow up with client regarding same (.30); internal discussion and correspondence regarding sample form of opinion (.20)	0.50
17 Jan 20	Drew, James	Review correspondence regarding sample letter of credit opinions (.40)	0.40
20 Jan 20	Drew, James	Review correspondence with Kirkland and client regarding letter of credit opinion (.20)	0.20
TOTALS:			3.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00010: Business Operations

	Attorney or Assistant	Hours	Rate	Amount
45511	Drew, James	1.90	965.00	\$1,833.50
44842	Reisman, Steven	1.10	1,325.00	\$1,457.50
TOTAL:		3.00		\$3,291.00

**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605509
Client No. 392355
Matter No. 00011

FEIN: 36-2796532

Re: Case Administration (392355.00011)

For legal services rendered through January 31, 2020	\$3,096.00
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CURRENT INVOICE TOTAL: \$3,096.00

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

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**575 Madison Avenue
New York, NY 10022-2585**

February 19, 2020

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

Invoice No. 1301605510
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges.....	\$271.66
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CURRENT INVOICE TOTAL: \$271.66

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

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Matter 00032: Expenses

Local Transportation	\$271.66
TOTAL:	\$271.66

**575 Madison Avenue
New York, NY 10022-2585**

March 19, 2020

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

Invoice No. 1301611549
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through February 29, 2020.....	\$17,488.50
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CURRENT INVOICE TOTAL: \$17,488.50

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

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Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611549
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
03 Feb 20	Thompson, Grace	Draft budget spreadsheet reflecting fees to date (.90); correspond with accounting regarding the same (.30); review completed budget from S. Rochester (.10)	1.30
03 Feb 20	Rochester, Shaya J.	Attend to issues regarding January monthly fee statement (.50)	0.50
04 Feb 20	Thompson, Grace	Prepare to file and coordinate filing of Third Supplemental Reisman Declaration (.20); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.50
04 Feb 20	Rochester, Shaya J.	Attend to issues regarding Monthly Fee Statement (.50); attend to issues regarding budget (.30); further revise budget based on comments from S. Reisman (.40)	1.20
05 Feb 20	Thompson, Grace	Draft and revise December allocation spreadsheet (.60); draft emails to client and accounting regarding December payment (.40); revise December MFI (.20); draft emails to accounting regarding invoice for Second Interim Fee period (.30); draft email to client on the same (.10); review all January expenses for conformity with UST guidelines (.70)	2.30
05 Feb 20	Rochester, Shaya J.	Attend to issues regarding budget (.40); attend to issues regarding interim fee hearing (.30); attend to issues regarding budget and call with S. Reisman regarding same (.30); attend to issues regarding interim fee hearing (.30)	1.30
06 Feb 20	Thompson, Grace	Correspond with I. Cheban and Lisa Quintana regarding second interim fee application invoice (.50); review non-matter 8 January prebills for privilege and confidential information (.80)	1.30
07 Feb 20	Thompson, Grace	Follow-up discussions with S. Rochester and I. Cheban regarding December Monthly Fee Invoice (.20); revise allocation and emails accordingly (.20)	0.40
08 Feb 20	Siena, Marie	Review and revise prebills for privileged and confidential information and proper matter category (1.20)	1.20
10 Feb 20	Thompson, Grace	Discuss with S. Rochester regarding Third Interim Fee Application (.10)	0.10
11 Feb 20	Thompson, Grace	Draft emails to team members regarding billing compliance (.30); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20); review matter 8 pre-bills for privilege and confidential information (3.30)	3.90
12 Feb 20	Thompson, Grace	Review and revise matter 8 prebills for privilege and confidential information (3.00); further review and revise matter 8 prebills for privilege and confidential information (3.30); email various team members regarding billing compliance (.20)	6.50
15 Feb 20	Siena, Marie	Review and revise prebills for privilege and	2.00

Invoice No. 1301611549
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
		confidential information and proper matter category (2.00)	
16 Feb 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (2.10)	2.10
18 Feb 20	Thompson, Grace	Email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.30
18 Feb 20	Rochester, Shaya J.	Review January monthly fee statement for confidential and privileged information (1.00)	1.00
19 Feb 20	Siena, Marie	Review and revise monthly fee statement and tables for monthly fee statement (1.40)	1.40
19 Feb 20	Thompson, Grace	Coordinate moving of expenses to proper matter numbers (.20); draft January Monthly Fee Statement Shell (.40)	0.60
20 Feb 20	Thompson, Grace	Review, make final revisions and sign-off on January Monthly Fee Statement (1.20); call with T. Ross regarding time entry (.10); follow up regarding the same (.20); conversation with M. Siena regarding last revisions to MFS (.10)	1.60
20 Feb 20	Rochester, Shaya J.	Review January Monthly Fee Statement for compliance with Interim Comp Order and UST Guidelines (.30)	0.30
21 Feb 20	Rochester, Shaya J.	Attend to issues regarding January MFS (.20)	0.20
24 Feb 20	Thompson, Grace	Coordinate and supervise filing of January Monthly Fee Statement and courtesy copy deliveries (.20)	0.20
24 Feb 20	Rochester, Shaya J.	Review January Monthly Fee Statement for filing (.40)	0.40
25 Feb 20	Thompson, Grace	Draft email to client regarding monthly fee statement (.10); email L. Quintana regarding weekly budget (.10); review weekly budget and prepare budget report for A&M (.20)	0.40
TOTALS:			31.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

	Attorney or Assistant	Hours	Rate	Amount
44845	Rochester, Shaya J.	4.90	1,045.00	\$5,120.50
41782	Siena, Marie	6.70	210.00	\$1,407.00
44616	Thompson, Grace	19.40	565.00	\$10,961.00
	TOTAL:	31.00		\$17,488.50

**575 Madison Avenue
New York, NY 10022-2585**

March 18, 2020

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

Invoice No. 1301611550
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through February 29, 2020.....	\$26,279.50
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CURRENT INVOICE TOTAL: \$26,279.50

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

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PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
03 Feb 20	Rochester, Shaya J.	Attend to issues regarding Frontier update (.30)	0.30
04 Feb 20	Rochester, Shaya J.	Office conference with S. Reisman on Frontier (.20)	0.20
04 Feb 20	Seitz, Eric	Correspond with S. Rochester regarding memo on Bankruptcy Code section 365 (.20)	0.20
05 Feb 20	Rochester, Shaya J.	Attend to issues regarding Frontier memo (.60); call with E. Seitz regarding Frontier memo (.40)	1.00
06 Feb 20	Rochester, Shaya J.	Attend to follow-up on Frontier memo and call with E. Seitz regarding same (.20)	0.20
06 Feb 20	Seitz, Eric	Review relevant documentation (.90); draft memo on Bankruptcy Code section 365 (4.90)	5.80
07 Feb 20	Rochester, Shaya J.	Review and provide extensive comments on Frontier memo (3.10); call with E. Seitz regarding same (.30); review and provide further comments on Frontier memo (1.20)	4.60
07 Feb 20	Seitz, Eric	Review 365 memo (1.70); correspond with S. Rochester regarding same (.40)	2.10
09 Feb 20	Rochester, Shaya J.	Communications with E. Seitz regarding Frontier memo (.30)	0.30
09 Feb 20	Seitz, Eric	Correspond with S. Rochester regarding revisions to 365 memo (.20)	0.20
10 Feb 20	Rochester, Shaya J.	Call with E. Seitz regarding Frontier memo (.40); review and revise Frontier memo (1.00); attend to issues regarding Frontier memo and call with B. Churbuck regarding same (.50)	1.90
10 Feb 20	Seitz, Eric	Revise rejection memo (.70); conduct research regarding same (1.50)	2.20
11 Feb 20	Rochester, Shaya J.	Office conference with B. Churbuck regarding research on Frontier memo (.30); review and revise Frontier memo (1.30)	1.60
11 Feb 20	Seitz, Eric	Review research regarding relief from stay with respect to termination of contract (1.10)	1.10
11 Feb 20	Churbuck, Bryant	Review Frontier memo (.30); review case law regarding for relief from automatic stay as it pertains to executory contracts (2.60); confer with S. Rochester regarding same (.30); prepare email to S. Rochester regarding Frontier memo (1.80)	5.00
12 Feb 20	Rochester, Shaya J.	Review and further revise Frontier memo (1.20)	1.20
18 Feb 20	Rochester, Shaya J.	Attend to issues regarding Frontier memo (.20)	0.20
TOTALS:			28.10

SUMMARY OF PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

	Attorney or Assistant	Hours	Rate	Amount
45542	Churbuck, Bryant	5.00	660.00	\$3,300.00
44845	Rochester, Shaya J.	11.50	1,045.00	\$12,017.50
45319	Seitz, Eric	11.60	945.00	\$10,962.00

Attorney or Assistant	Hours	Rate	Amount
TOTAL:	28.10		\$26,279.50

Katten

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March 19, 2020

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

Invoice No. 1301611531
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through February 29, 2020.....	\$496,072.00
Disbursements and other charges.....	\$16,656.79

CURRENT INVOICE TOTAL: \$512,728.79

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

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

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
01 Feb 20	Peabody, Thomas P.	Review and revise motion to dismiss brief (.80)	0.80
01 Feb 20	Werlinger, Eric T.	Draft Seventh Amendment argument for draft opposition to Charter's motion to continue (4.30)	4.30
02 Feb 20	Werlinger, Eric T.	Review cases and revise Seventh Amendment argument for opposition to Charter's motion for a continuance (3.10); revise and finalize draft opposition to Charter's motion for a continuance (2.70); analyze draft motion to dismiss appeal as of right (1.90)	7.70
02 Feb 20	Rochester, Shaya J.	Review and provide comments on first draft of objection to Charter motion to continue March 30 trial (.20)	0.20
03 Feb 20	Smith, Robert T.	Review and revise draft motion to dismiss Charter's appeal as of right (1.10); call with E. Werlinger and T. Peabody to discuss motion to dismiss (.40)	1.50
03 Feb 20	Vazquez, Christopher	Attend to correspondence regarding damages trial (.50)	0.50
03 Feb 20	Peabody, Thomas P.	Continue to edit, revise, and review draft motion to dismiss brief (4.30); perform and review additional research (2.70); review draft opposition to motion to stay (.30); call with R. Smith and E. Werlinger regarding motion to dismiss (.40)	7.70
03 Feb 20	Justus, Michael R.	Review and revise brief in opposition to Charter's motion to stay trial and for jury trial (5.80)	5.80
03 Feb 20	Werlinger, Eric T.	Participate in conference with T. Peabody and R. Smith regarding organization of motion to dismiss (.40); draft analysis and recommendations for T. Ross and S. Rochester regarding (1.30); correspond with M. Justus and S. Rochester regarding opposition to motion to continue trial (.70); review and revise draft motion to dismiss appeal as of right (2.80)	5.20
03 Feb 20	Ross, Terence P.	Edit and revise objections to Charter Motion for Continuance of Trial (2.70); continue to edit objection to Charter Motion for Continuance (4.10)	6.80
03 Feb 20	Lockhart, Kristin	Review rules on demonstratives and draft email to G. Thompson regarding same (2.00); draft email to G. Thompson regarding trial exhibits (1.90)	3.90
03 Feb 20	Thompson, Grace	Discussions and correspondence with K. Lockhart regarding trial prep (.80); coordinate with M. Siena regrading pretrial conference prep (.20); coordinate with A. Cardona regarding hearing prep materials (.40); answer various questions from S. Rochester during review of Objection to Motion to Continue (.20); call with S. Rochester regarding open action items and questions regarding Motion to Continue Trial objection (.20)	1.80
03 Feb 20	Rochester, Shaya J.	Attend to issues regarding payment of attorney's fees (.50); review and provide comments on draft Objection to Charter Motion to Continue Trial (2.90); attend to call with G. Thompson regarding same (.20); review and update proposed budget (.50)	4.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
03 Feb 20	Cardona, Amanda	Organize and prepare materials related to expert depositions for hearing prep (2.10)	2.10
04 Feb 20	Peabody, Thomas P.	Analyze additional issues, arguments regarding motion to dismiss (.70); continue to review draft opposition to motion to continue (.10)	0.80
04 Feb 20	Justus, Michael R.	Review and revise motion to dismiss Charter's appeal (1.20)	1.20
04 Feb 20	Werlinger, Eric T.	Prepare for and participate in call with T. Ross and S. Rochester to discuss opposition to motion to continue (1.10); conduct legal research on Georgia and Nebraska UDTPA statutes (.40); correspond with A. Lewis regarding additional research on the same (.60); conduct legal research regarding waiver of jury trial right due to intentional conduct (1.60); revise opposition to motion for continuance (2.00)	5.70
04 Feb 20	Ross, Terence P.	Edit and revise Motion to Dismiss Notice of Appeal (2.20); telephone conference with E. Werlinger and S. Rochester regarding jury trial arguments (.80); attend to multiple emails regarding change in trial dates (.50); email to K. Smith regarding change in trial dates (.30); continue to edit and revise Motion to Dismiss (3.50); telephone conference with K. Smith regarding possible change in trial dates (.30); telephone conference with S. Rochester regarding trial dates move (.20)	7.80
04 Feb 20	Lockhart, Kristin	Correspond with T. Ross regarding client information (.30); correspond with S. Rochester regarding invoices for expert for December and January for projected budget (.30); draft email to expert regarding same (.30); follow up with S. Rochester regarding same (.30)	1.20
04 Feb 20	Thompson, Grace	Discussions with M. Siena regarding trial prep (.20); review cases cited in draft Objection to Motion to Continue regarding automatic stay (.40); research waiver of jury trial issues related to the automatic stay (2.70); discussions with S. Rochester regarding same (.50); draft email to team regarding the same (.40); pull quotes regarding automatic stay for E. Werlinger (.40); review hearing transcripts and pull quotes regarding automatic stay for E. Werlinger (.50); continue research regarding waiver of jury trial issues relating to the automatic stay (.40)	5.50
04 Feb 20	Rochester, Shaya J.	Call with T. Ross and E. Werlinger regarding objection to motion to continue trial (1.00); call with G. Thonmpson regarding same (.30); attend to communications with chambers regarding trial dates (.30); prepare email to client regarding revised trial schedule (.20); office conference with G. Thompson regarding research related to objection to motion to continue trial (.20); attend to research regarding objection to motion to continue trial (.70)	2.70
04 Feb 20	Lewis, Anne	Research Georgia and Nebraska UDPTA provisions in	2.70

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
04 Feb 20	Churbuck, Bryant	the context of equitable relief (2.70) Review case law regarding application of the automatic stay by the Supreme Court (.60)	0.60
05 Feb 20	Vazquez, Christopher	Review draft objections to motion to continue trial (1.00); review pre-trial order and administrative requirements (.70); review state law research (1.00); research Georgia Uniform Deceptive Trade Practices Act (.70); research North Carolina Unfair Deceptive Trade Practices Act (1.20); review summary judgment hearing transcript (1.40)	6.00
05 Feb 20	Peabody, Thomas P.	Continue to conduct research on laws and literature to support motion to dismiss (2.70); review law and rules regarding motion to dismiss and procedures (2.10); continue to review case pleadings and transcripts for motion (.70) review and revise draft motion (1.80); call with E. Werlinger and G. Thompson regarding additional documents for filing (.50)	7.80
05 Feb 20	Justus, Michael R.	Review and revise opposition to Charter's motion to stay trial (1.00); review and revise motion to dismiss Charter's appeal (.80)	1.80
05 Feb 20	Werlinger, Eric T.	Analyze rules regarding compliance with motions practice in bankruptcy appeals (.80); correspond with T. Peabody and R. Smith regarding the same (.40); participate in call with T. Peabody and G. Thompson regarding filing procedure for forthcoming submissions (.50); review and comment on new draft of motion to dismiss appeal as of right (.50); draft analysis for Rule 8013 for T. Ross and S. Rochester (.70)	2.90
05 Feb 20	Ross, Terence P.	Edit and revise Motion to Dismiss Charter Notice of Appeal (2.80); email from K. Smith regarding trial dates (.20); edit and revise Objections to Charter Motion to Continue Trial (3.10); multiple email exchanges regarding need for Motion and Proposed Order (.40); email to J. Kingston regarding trial dates (.30); review and incorporate edits to Motion to Dismiss and Objections to Motion to Continue Trial (1.00); email to client regarding draft briefs on Motion to Dismiss and Objections to Motion to Continue Trial (.30); conference with D. DeLizio regarding cite check and incorporate edits into Objections to Motion to Continue Trial (.50); continue to edit Motion to Dismiss Charter's Notice of Appeal (1.50)	10.10
05 Feb 20	Lockhart, Kristin	Review correspondence regarding expert invoice and draft email to S. Rochester regarding same (.30); review notes from trial prep meeting and discuss with C. Vazquez regarding additional research for trial (1.60); review and strategize deposition testimony collection and review and draft email with instructions to D. DeLizio regarding same (2.30)	4.20
05 Feb 20	Thompson, Grace	Turn changes from M. Justus and S. Rochester on	4.80

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Feb 20	Thompson, Grace	Objection to Motion to Continue the Trial and MTD (.50); calls with S. Rochester regarding the same and outstanding action items (.20); calls and emails with K. Lockhart and D. DeLizio regarding cite checking and finalizing of Objection to Motion to Continue (.50); call with E. Werlinger and T. Peabody regarding supplementary documents for Objection to Motion to Continue and MTD (.50); read and analyze recent First Circuit case, including District and Bankruptcy Court decision regarding damages for violations of the automatic stay (.90); perform additional research relevant to the same and related cases (1.00); pull all necessary transcript citations in Objection brief (.60); review and provide comments on trial exhibits assignment for paralegal (.60)	0.20
05 Feb 20	Rochester, Shaya J.	Discussions with S. Rochester regarding Analysis Group invoice credit (.20);	3.30
05 Feb 20	DeLizio, Daria	Attend to issues regarding trial dates (.40); review and provide comments on objection to Charter motion to continue trial (1.70); review and provide comments on motion to dismiss (1.20)	3.50
06 Feb 20	Vazquez, Christopher	Conduct legal research on brief (3.00); attend to calls and emails with K. Lockhart and G. Thompson regarding brief (.50)	4.70
06 Feb 20	Peabody, Thomas P.	Review summary judgment rulings (1.10); analyze Georgia state law elements and application (1.10); analyze North Carolina state law elements and application (.90); analyze Nebraska state law elements and application (1.00); attend call with K. Lockhart regarding the foregoing research (.60)	1.90
06 Feb 20	Justus, Michael R.	Review motion review and attend to cite-check questions (.30); draft notice of motion (.30); continue to review local rules and sample documents regarding procedures (.60); review draft opposition (.30); review draft motion to dismiss (.40)	0.60
06 Feb 20	Ross, Terence P.	Review motion to dismiss Charter appeal (.30); review and revise notice of motion to dismiss (.30)	7.00
06 Feb 20	Lockhart, Kristin	Continue to incorporate changes and address comments from litigation team on Motion to Dismiss Appeal and Opposition to Motion to Continue (3.00); attend to call with G. Thompson regarding citations for Objection (.30); multiple email exchanges with client regarding briefs to be filed (.90); finalize Objections to Charter Motion to Continue Trial (1.00); multiple email exchanges with E. Werlinger and T. Peabody regarding exhibits to Motion to Dismiss (.80); review Motion to Dismiss and strategize which exhibits to use (1.00)	0.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		for MTD (.60)	
06 Feb 20	Thompson, Grace	Call with T. Ross regarding citations for Objection to Motion to Continue the Trial (.30); meeting with S. Rochester regarding automatic stay issues (.40); revise exhibits per discussion (.40); finalize and coordinate filing of Objection to Motion to Continue the Trial (.70); draft Thompson Declaration and pull exhibits for Motion to Dismiss Charter's Appeal (1.60)	3.40
06 Feb 20	Rochester, Shaya J.	Review and provide comments on Windstream objection to Charter Motion to Continue (.30); review and provide comments on Notice of Motion to Dismiss Appeal (.50); finalize Windstream Objection to Charter Motion to Continue (.30); office conference with G. Thompson to discuss automatic stay issues and follow-up (.40); review and provide comments on Motion to Dismiss Appeal (.70); review and provide comments on Thompson Declaration (.20)	2.40
06 Feb 20	DeLizio, Daria	Conduct legal research on brief (3.00); prepare deposition designations (3.70); confer with K. Lockhart regarding deposition transcripts (.30)	7.00
07 Feb 20	Vazquez, Christopher	Conduct research on legal standard for attorneys' fees under Nebraska law (1.00); conduct research on legal standard for attorneys' fees under North Carolina law (1.50); conduct research on standard for attorneys' fees under Georgia law (1.50); attend to correspondence in preparation for upcoming hearing (.60)	4.60
07 Feb 20	Ross, Terence P.	Participate in telephone conference with S. Rochester to discuss various Bankruptcy Rule's issues concerning Motion to Dismiss (.70); email exchanges with T. Peabody regarding transcript citations (.30); telephone conference with G. Thompson regarding transcript citations (.20); incorporate S. Rochester's comments into draft Motion to Dismiss (.50); review revised Motion to Dismiss including all new comments/edits (1.30); email exchange with K. Smith regarding settlement (.30); email from S. Rochester regarding trial dates (.20); make final edits to Motion to Dismiss to bring within 5,200 word count (2.10); multiple phone calls regarding filing issues relating to Motion to Dismiss (.50); multiple emails relating to how to file Notice to Motion (.20); finalize Motion to Dismiss for filing (.50)	6.80
07 Feb 20	Lockhart, Kristin	Review Motion to Dismiss (.80); call with G. Thompson regarding filing (.20)	1.00
07 Feb 20	Thompson, Grace	Perform additional cite check of Motion to Dismiss Charter's appeal (.90); revise Thompson Declaration and exhibits per comments from T. Ross and S. Rochester (.90); finalize and coordinate filing of Motion to Dismiss Charter's Appeal (1.50); calls with T. Ross and K. Lockhart regarding the same (.20);	7.90

Client: 392355 – Windstream Holdings, Inc.

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		prepare courtesy copies and cover letters to relevant chambers and clerks from pleadings (.50); revise list of Charter's actions with new pleadings and facts (.30); research briefs and other court documents relating to contempt standard (2.20); call with S. Rochester regarding motion to dismiss (.20)	
07 Feb 20	Rochester, Shaya J.	Call with T. Ross regarding motion to dismiss (.70); call with G Thompson regarding same (.20); participate in call with T. Ross regarding filing of MTD Appeal (.20); attend to issues regarding MTD Appeal (.20)	1.30
07 Feb 20	DeLizio, Daria	Prepare deposition designations (2.00)	2.00
08 Feb 20	Thompson, Grace	Conduct research on contempt standard in cases involving automatic stay violations (2.40); revise legal section of memo on automatic stay sanctions incorporating the foregoing (1.00); revise application section of memo incorporating the foregoing and adding factual updates since June drafting (2.00); read and analyze caselaw from Opposition to Judgment on the Pleadings and Objection to Motion to continue related to automatic stay memo (1.10); review summary judgment and Daubert hearing transcripts and pull relevant quotations for memo (.60)	7.10
09 Feb 20	Thompson, Grace	Revise automatic stay sanctions memo (1.30); discussions with S. Rochester regarding same (.20); review and edit facts section and examples (1.70)	3.20
09 Feb 20	Rochester, Shaya J.	Prepare for final pre-trial conference and communications with T. Ross regarding same (.40); attend to issues regarding automatic stay research and communications with G. Thompson regarding same (.40)	0.80
10 Feb 20	Vazquez, Christopher	Attend to correspondence regarding state law remedies (.50); conduct research on state law damages case law (2.00); review briefings regarding motion to continue bench trial (1.50)	4.00
10 Feb 20	Peabody, Thomas P.	Review reply in support of motion for stay (.20)	0.20
10 Feb 20	Justus, Michael R.	Review and analyze Charter's reply brief in support of motion to continue trial (1.00)	1.00
10 Feb 20	Werlinger, Eric T.	Review and analyze Charter's reply in support of its motion for a continuance (1.90)	1.90
10 Feb 20	Ross, Terence P.	Email exchange with S. Rochester regarding agenda (1.00); email to K. Smith regarding trial (.30)	1.30
10 Feb 20	Yager, Allison E.	Review caselaw cited in Charter's reply in support of continuance of bench trial per inquiry from S. Rochester regarding same (.50)	0.50
10 Feb 20	Lockhart, Kristin	Review state law research relating to claiming damage under state statutes (3.00); discuss case research with D. DeLizio (.30); research case law on claiming damage under state statutes (4.30)	7.60
10 Feb 20	Thompson, Grace	Draft and revise email to client regarding Analysis	0.70

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
10 Feb 20	Thompson, Grace	Group Invoice (.70); Draft electronic device forms for the week's hearings (.40); coordinate authorities materials assignment with paralegals (.40); answer follow-up questions regarding the same (.30); call with S. Rochester regarding outstanding action items (.20); call with S. Rochester regarding automatic stay violations memo (.20); draft agenda for pre-trial conference and hearing (.40); prepare and organize materials for Judge for pre-trial conference and hearing (1.20); prepare and organize materials for team hearing prep (1.00); prepare and organize materials for team use at hearing (1.20); correspond with team regarding hearing logistics (.20); revise case calendar and associated materials (.40); correspond with K. Lockhart regarding hearing preparation (.50)	6.40
10 Feb 20	Rochester, Shaya J.	Communications with T. Ross and G. Thompson regarding prep for Final Pre-Trial Conference (.30); calls with G. Thompson regarding work-streams (.40); review and provide comments on automatic stay research (1.40); review and annotate Charter Reply in Support of Motion to Continue (1.70); attend to issues regarding equitable subordination (.50)	4.30
10 Feb 20	DeLizio, Daria	Conduct legal research on Charter's Motion to Continue the Trial Setting for Counts VI and VII Pending a Jury Trial on the Predicate Claims (Counts I-V), Debtors' Objection to Charter's Motion to Continue the Trial Setting for Counts VI and VII and Defendants' Reply in Support of Motion to Continue the Bench Trial on Counts VI and VII briefs (3.20); draft summary of research for G. Thompson (.50); draft index of authorities (1.00); confer with K. Lockhart regarding case research (.30)	5.00
11 Feb 20	Vazquez, Christopher	Conduct research on case law cited in defendants' reply in support of motion for continuance (1.50); revise summary of state law remedies (1.10); conduct further research on state law remedies (1.50)	4.10
11 Feb 20	Peabody, Thomas P.	Review Charter objections to bankruptcy judge's rulings and law cited therein (.40)	0.40
11 Feb 20	Justus, Michael R.	Analyze Charter brief in support of motion to stay trial (1.10); prepare for hearing and pre'strial conference (.70)	1.80
11 Feb 20	Ross, Terence P.	Analyze Charter reply brief on Motion to Continue Trial (1.50); attend to email to E. Werlinger regarding Charter reply (.30); prepare email to client regarding Charter reply (.20); review research on availability of jury trial under state laws (.70); prepare for Pre-Trial Hearing (2.50); travel to New York City for Pre-Trial Hearing (3.50 billed at half time)	7.00
11 Feb 20	Yager, Allison E.	Conduct research regarding Charter's reply in support	1.40

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PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
12 Feb 20	Lockhart, Kristin	Review docket sheet and send to G. Thompson (.50); research records and draft email to client regarding counter mailer advertising expense (.90); review Charter Reply Brief to Motion to Continue, and discuss with T. Ross research regarding same (.90); conduct research on cases cited in Charter Reply Brief in support of Motion to Continue and draft email to T. Ross regarding same (.90); discussions with G. Thompson regarding same (.40); review additional case law on state law claims (.60)	4.00
12 Feb 20	Thompson, Grace	Revise automatic stay sanctions memo following meeting with S. Rochester (1.40); continue preparing materials for internal team prep and use at pretrial conference and hearing on Charter's Motion to Continue (2.10); research details of Charter's structure and business relevant to upcoming hearing (1.00); perform follow-up research on Charter's arguments in DirecTV case (.90); participate in hearing prep discussions on Charter's automatic stay violation and relevant issues on Motion to Continue (2.00); discussions with K. Lockhart regarding the same (.40); participate in multiple calls with team and E. Werlinger regarding the same (.90); draft quick-sheet on contempt standard for automatic stay violations (.40)	9.10
12 Feb 20	Rochester, Shaya J.	Call with E. Werlinger, T. Ross and M. Justus regarding Charter Reply in Support of Charter Motion to Continue Trial (.90); review cases in connection with Charter Reply in Support of Charter Motion to Continue Trial (2.20); meetings with team regarding Pre-Trial Conference (1.30); extensive preparations and meetings with team regarding Charter Reply in support of Charter Motion to Continue Trial (3.40)	7.80
13 Feb 20	Vazquez, Christopher	Review defendants' objections to report and recommendations (1.00)	1.00
13 Feb 20	Justus, Michael R.	Prepare for motion to continue hearing (2.20); attend hearing (2.80); discussions with team regarding hearing follow-up (.60)	5.60
13 Feb 20	Werlinger, Eric T.	Correspond with S. Rochester regarding hearing on Charter's motion to continue (.40); review and prepare recommendations for responding to Charter's second purported objection to Judge Drain's report and recommendation (1.20)	1.60
13 Feb 20	Ross, Terence P.	Prepare for and attend hearing on Charter Motion to Continue Trial (4.20); attend hearing (2.80); multiple emails and telephone conferences regarding follow-up work on hearing (1.00); multiple telephone conferences with K. Smith regarding hearing (.50); travel from New York back to Washington, DC (3.00 billed at half time)	10.00
13 Feb 20	Yager, Allison E.	Review plan term sheet and summarize same for S.	0.70

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Feb 20	Lockhart, Kristin	Rochester (.40); review and summarize supplemental term sheets (.30)	2.50
13 Feb 20	Thompson, Grace	Conduct legal research for case cited by Charter in hearing (1.00); review objections to bankruptcy court's R&R filed by Charter (1.60); draft response to S. Rochester regarding same (.30); attend to discussion with D. DeLizio regarding deposition designations (.60)	5.30
13 Feb 20	Rochester, Shaya J.	Travel to White Plains for pre-trial conference and hearing on Charter's Motion to Continue the Trial (1.00 billed at half time); prepare for hearing (1.50); attend, take notes and assist with materials during hearing on Charter's Motion to Continue the Trial (2.80); travel from hearing in White Plains (1.50 billed at half time); call with S. Rochester regarding hearing follow-up action items (.20)	9.30
13 Feb 20	Churbuck, Bryant	Prepare for hearing on Charter Motion to Trial (2.50); attend and participate at hearing on Charter Motion to Continue Trial (2.80); attend to follow-up (1.20); attend to issues regarding Charter objection to Bankruptcy Court's Report and Recommendation from January 16 Hearing (.90); attend to issues regarding proposed form of order granting Windstream motion for proposed summary judgment (1.10); attend to issues regarding automatic stay (.80)	0.40
13 Feb 20	DeLizio, Daria	Review case law cited by Judge Drain at hearing and analyze its application to the Charter adversary proceeding (.40)	2.00
14 Feb 20	Vazquez, Christopher	Review Debtors' Statement of Facts, Response to Statement of Facts, Reply Statement of Facts and Sims Declaration for deposition transcript citations and highlight deposition transcripts (1.40); confer with K. Lockhart regarding deposition designations (.60)	0.50
14 Feb 20	Peabody, Thomas P.	Review notes from hearing (.50)	0.70
14 Feb 20	Justus, Michael R.	Analyze Charter's arguments in opposition to proposed findings and conclusions (.40); attend to emails regarding opposition response (.30)	2.10
14 Feb 20	Convissar, Craig A.	Review Charter's objections to Daubert rulings (1.00); consider strategy for response to Charter's objections to Daubert rulings (.50); confer with team regarding response to Charter's objections to Daubert rulings (.60)	1.80
14 Feb 20	Ross, Terence P.	Review of SDNY docket and recent orders/motions entered therein regarding propriety of appellate jurisdiction (1.80)	3.20
		Review and consider question from K. Smith regarding equitable subordination (.70); draft email to K. Smith regarding equitable subordination (.50); telephone conference with team to discuss summary judgment order and responses to Charter objections (.60); review	

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Feb 20	Thompson, Grace	Read and analyze Judge Drain Memorandum of Decision regarding Charter's Objection to the Bankruptcy Court's "R&R" (.20); review team emails on the same (.20); revise list of Charter's actions (.20); review and draft email to S. Rochester regarding Charter's Designations of the record for issues relevant to Bankruptcy Court's Memorandum of Decision (.30); coordinate with Veritext regarding additional transcription issues (.20); attend to calls with S. Rochester regarding automatic stay (.50)	1.60
19 Feb 20	Rochester, Shaya J.	Review Judge Drain opinion and communicate with team regarding same (.80); attend to issues regarding equitable subordination research per Feb 13 hearing (1.80); attend to call with A. Yager regarding court correspondence (.20); attend to issues regarding automatic stay research (3.70); calls with G. Thompson regarding same (.50); call with T. Ross regarding Order Regarding Charter's Objections to Bankruptcy Court's Report and Recommendation (.30); prepare proposed form of Order (1.00); revise Order based on comments from T. Ross (.30); attend to issues regarding budget (.30); prepare proposed Order Regarding Charter's Objections to December 18, 2019 Bankruptcy Court's Report and Recommendation (.60); prepare cover emails for Chambers regarding proposed Orders (.30)	9.80
19 Feb 20	Churbuck, Bryant	Review case law regarding equitable disallowance of claims under the Bankruptcy Code (1.90); prepare memo regarding equitable disallowance of claims under the Bankruptcy Code (1.10)	3.00
20 Feb 20	Smith, Robert T.	Analyze Charter's opposition to motion to dismiss appeal as of right (.80); review and revise reply in support of motion to dismiss appeal as of right (1.20); call with T. Peabody to discuss reply (.10)	2.10
20 Feb 20	Peabody, Thomas P.	Continue to draft reply in support of motion to dismiss appeal as of right (2.60); review internal edits to reply (.40); attend to call with R. Smith regarding same (.10)	3.10
20 Feb 20	Justus, Michael R.	Revise reply brief in support of motion to dismiss appeal (1.40); confer with T. Ross regarding reply brief (.40); revise correspondence regarding election of remedies (.40); review legal research regarding damages issues (1.30); prepare summary of damages issues (.80); confer with S. Rochester regarding trial issues (.40)	4.70
20 Feb 20	Werlinger, Eric T.	Analyze impact of Judge Drain's recent order on pending filings in Charter adversary action (.60); review draft reply brief in support of motion to dismiss appeal circulated by T. Peabody (.90)	1.50
20 Feb 20	Ross, Terence P.	Review draft reply brief in support of Motion to Dismiss (1.50); telephone conference with G.	9.20

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		Thompson regarding transcript of Feb. 13 hearing (.20); read inequitable subordination cases (.70); edit and revise draft reply brief in support of Motion to Dismiss Appeal (2.30); conference with M. Justus regarding reply brief (.40); telephone conference with S. Rochester regarding inequitable subordination (.30); review proposed edits from R. Smith to draft reply brief (.50); continue to edit and revise draft reply brief in support of Motion to Dismiss Appeal (3.30)	
20 Feb 20	Yager, Allison E.	Review M. Justus comments to correspondence to court regarding election of equities (.10)	0.10
20 Feb 20	Thompson, Grace	Call with S. Rochester regarding automatic stay memo (.30); call with T. Ross regarding transcript (.20); coordinate additional response regarding Veritext transcription (.30); analyze damages cases cited in automatic stay sanctions memo (.50); research and analyze previous motions for contempt (2.70)	4.00
20 Feb 20	Rochester, Shaya J.	Participate in call with G. Thompson regarding automatic stay (.30); attend to issues regarding submission of second order to Chambers (.20); attend to issues regarding Reply Brief in Support of Motion to Dismiss Charter Appeal as Matter of Right (.60); attend to issues regarding equitable subordination (1.00); call with T. Ross regarding same (.30); review and provide comments on Reply Brief in Support of Motion to Dismiss Charter Appeal as Matter of Right (.70); attend to issues regarding automatic stay (.60); call with M. Justus regarding same (.40)	4.10
21 Feb 20	Smith, Robert T.	Review revised Reply in Support of Motion to Dismiss Appeal as of Right (.60)	0.60
21 Feb 20	Peabody, Thomas P.	Continue to review caselaw for reply brief (.50); review and revise draft reply brief (.70); call with T. Ross regarding reply brief (.30)	1.50
21 Feb 20	Justus, Michael R.	Revise reply brief in support of motion to dismiss appeal (.40); review legal research regarding automatic stay violations (.40); discussion with S. Rochester and T. Ross regarding trial strategy (.40)	1.20
21 Feb 20	Ross, Terence P.	Telephone conference with K. Lockhart regarding citation (.30); telephone conference with T. Peabody regarding reply brief (.30); continue to edit and revise reply brief in support of Motion to Dismiss Appeal (1.60); finalize reply brief in support of Motion to Dismiss Appeal (1.50); read memo of law by G. Thompson on trial of Count VI (1.00); telephone conference with G. Thompson regarding filing reply brief (.30); read cases cited in memo of law on trial of Count VI (1.20); confer with S. Rochester and M. Justus regarding trial strategy (.40)	6.60
21 Feb 20	Lockhart, Kristin	Review hearing transcript (.10); call with T. Ross regarding citation (.30); call with G. Thompson	0.80

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
21 Feb 20	Thompson, Grace	regarding trial and timeline for exhibits (.40) Call with S. Rochester regarding automatic stay and contempt cases (.30); research and circulate additional opinions and briefs on the same for S. Rochester (.20); prepare to file and coordinate filing of reply to motion to dismiss (1.00); calls with T. Ross regarding motion to dismiss (.30); call with K. Lockhart regarding trial and timeline for exhibits (.40); research and circulate additional case pleadings for S. Rochester (.20)	2.40
21 Feb 20	Rochester, Shaya J.	Attend to issues regarding automatic stay (2.70); attend to call with G. Thompson regarding the same (.30); review and provide comments on revised draft Reply ISO Windstream motion to dismiss Charter appeal (.50); attend to issues regarding proposed order regarding December 18 R&R (.50); attend to issues regarding Analysis Group invoice (.20); attend to issues regarding Feb 13 Hearing Transcript and reviewing same for errors (1.60); confer with T. Ross and M. Justus regarding trial strategy (.40)	5.60
22 Feb 20	Rochester, Shaya J.	Review various emails from team (.20)	0.20
24 Feb 20	Peabody, Thomas P.	Review Judge Drain's ruling regarding continuing trial (.10)	0.10
24 Feb 20	Justus, Michael R.	Review correspondence from Court regarding trial (.40); confer with S. Rochester regarding same (.30)	0.70
24 Feb 20	Ross, Terence P.	Review and revise email regarding election of remedies on equitable subordination claims (1.80); continue preparation for damages phase of trial (1.50); analyze email on election of remedies from S. Rochester (.30); review cases regarding sanctions for violation of the automatic stay (2.30); review and analyze email from Judge Drain regarding trial (1.00)	6.90
24 Feb 20	Lockhart, Kristin	Review memorandum on contempt and related cases (1.50); draft email to G. Thompson regarding trial exhibit collection (.60); review election of remedies email to court (.40)	2.50
24 Feb 20	Thompson, Grace	Correspond and discuss with K. Lockhart trial exhibit prep (.20); office conference with S. Rochester regarding automatic stay (.20)	0.40
24 Feb 20	Rochester, Shaya J.	Office conference with G. Thompson regarding automatic stay (.20); attend to issues regarding equitable subordination (.80); attend to issues regarding election of remedies and send email to Chambers regarding same (.70); attend to issues regarding trial prep (.30); review February 13 hearing transcript and take notes (3.50); review email ruling (.30); call with M. Justus regarding same (.30); strategize potential options following email ruling (1.30)	7.40
25 Feb 20	Vazquez, Christopher	Confer with K. Lockhart regarding deposition designations (.30); designate portions of Jarosz	4.30

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
25 Feb 20	Justus, Michael R.	deposition testimony for trial (2.50); designate portions of Kamin deposition testimony for trial (1.50) Analyze and review trial strategy (.80); confer with S. Rochester, T. Ross, and K. Lockhart regarding email from Chambers (.70); prepare proposed Orders on the parties' cross motions for summary judgment (1.60)	3.10
25 Feb 20	Ross, Terence P.	Attend to email exchange with K. Lockhart regarding trial preparation (.20); analyze whether to recommend to client proceeding with March trial (1.20); prepare for and participate in telephone conference with S. Rochester, M. Justus and K. Lockhart regarding Judge Drain's email on issues to be tried (.80); attend to email exchange with G. Thompson regarding transcript (.20); draft email to client explaining Judge Drain's ruling on Motion to Continue and options (.50); strategize how to present damages on Count VI at trial (1.60); attend to call with S. Rochester regarding next steps (.20)	4.70
25 Feb 20	Lockhart, Kristin	Review memo on sanctions for violation of stay (1.60); review deposition testimony of subpoena witnesses (Walker) (1.60); attend call with M. Justus, S. Rochester, and T. Ross regarding email from Judge Drain (.70); review and revise deposition designations (3.90); further review and revise deposition designations (1.90); discussion with C. Vazquez regarding deposition designations (.30)	10.00
25 Feb 20	Rochester, Shaya J.	Review email from Chambers (.30); call with team regarding same (.70); follow-up regarding same (.20); call with T. Ross regarding next steps (.20); review prior pleadings in connection with next steps (.30)	1.70
26 Feb 20	Vazquez, Christopher	Designate portions of Kamin deposition testimony for use at trial (.90); Designate portions of Borders deposition testimony for use at trial (1.90); Designate portions of Kardos transcript for use at trial (3.00)	5.80
26 Feb 20	Peabody, Thomas P.	Review draft order regarding summary judgment rulings (.50); attend to internal correspondence regarding same (.30)	0.80
26 Feb 20	Justus, Michael R.	Prepare proposed Orders on parties' cross motions for summary judgment (3.40)	3.40
26 Feb 20	Ross, Terence P.	Prepare for and participate in telephone conference with K. Smith/N. Cox to discuss how to respond to Judge Drain's trial setting (.70); draft email to Judge Drain regarding trial setting (.50); review email from court confirming trial dates (.20); approve email to Judge Drain regarding trial (.20)	1.60
26 Feb 20	Lockhart, Kristin	Discuss deposition transcripts with D. Delizio (1.50); review deposition transcripts of Charter 30(b)(6) witness (2.60); review deposition transcripts of Windstream's 30(b)(6) Witnesses (2.40); review deposition transcripts of Charter's 30(b)(6) depositions from September (3.60)	10.10

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
26 Feb 20	Rochester, Shaya J.	Attend to issues regarding trial (.40); Rule 26(a)(3) disclosure (.40) and proposed summary judgment orders (.50); attend to issues regarding trial prep (.50); provide comments on email to chambers regarding trial (.40); revise email to Chambers (.20); review and provide comments on proposed orders (1.30)	3.70
26 Feb 20	DeLizio, Daria	Review deposition transcripts and highlight designations (3.00); discussions with K. Lockhart regarding designations and formatting (1.50); draft chart listing deposition designations by deponent (3.00)	7.50
27 Feb 20	Smith, Robert T.	Revise proposed orders on parties' motions for summary judgment on liability (.50)	0.50
27 Feb 20	Peabody, Thomas P.	Continue to analyze draft order regarding summary judgment rulings (.20)	0.20
27 Feb 20	Justus, Michael R.	Analyze revisions to proposed summary judgment orders (.60); revise proposed orders (.30)	0.90
27 Feb 20	Werlinger, Eric T.	Review and comment on draft summary judgment order (1.00)	1.00
27 Feb 20	Ross, Terence P.	Attend to email exchange with K. Smith regarding billing (.30); email exchange with K. Smith regarding J. Auman dates for trial (.30); telephone conference with J. Jarosz regarding trial dates (.30); email exchange with M. Siena regarding trial logistics (.20); review comments from E. Werlinger and R. Smith regarding draft order on summary judgment (.50); follow up on J. Jarosz testimony for trial (.20); attend to call with S. Rochester regarding trial (.30)	2.10
27 Feb 20	Lockhart, Kristin	Review deposition transcript of Jarosz (3.00); review deposition transcript of Kardos (3.30); review deposition transcript of Kamin (2.00); finalize draft deposition designation and draft email to T. Ross and D. DeLizio regarding same (1.60)	9.90
27 Feb 20	Rochester, Shaya J.	Attend to call with T. Ross regarding trial (.30); review new contempt case (.40); review comments on MSJ orders (.40)	1.10
27 Feb 20	DeLizio, Daria	Review and revise deposition designations (2.00); discussions with K. Lockhart regarding designation content and format (1.60); continue updating deposition designation cites chart (2.90); finalize deposition designation notebooks (1.00)	7.50
28 Feb 20	Peabody, Thomas P.	Review post-motion letter filed by Charter in appeal as of right (.10)	0.10
28 Feb 20	Justus, Michael R.	Prepare list of action items for trial preparation (.80)	0.80
28 Feb 20	Ross, Terence P.	Confer with K. Lockhart regarding deposition designations and review status of same (.50); review letter from Charter to Judge Seibel (.30); strategize whether expert depositions need to be designated (.80); review and edit deposition designations (1.80)	3.40
28 Feb 20	Lockhart, Kristin	Continue to review depositions of subpoenaed fact witnesses (3.60)	3.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
28 Feb 20	Rochester, Shaya J.	Attend to issues regarding trial (.30); review Charter letter to J. Seibel (.30)	0.60
28 Feb 20	DeLizio, Daria	Review deposition transcript designations and compile cited exhibits (3.00); prepare chart listing deponent and cited exhibits (.50)	3.50
TOTALS:			621.00

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45480	Cardona, Amanda	2.10	330.00	\$693.00
45542	Churbuck, Bryant	9.90	660.00	\$6,534.00
44413	Convissar, Craig A.	1.80	880.00	\$1,584.00
45597	DeLizio, Daria	49.20	400.00	\$19,680.00
43426	Justus, Michael R.	53.00	855.00	\$45,315.00
44862	Lewis, Anne	2.70	410.00	\$1,107.00
44572	Lockhart, Kristin	72.80	680.00	\$49,504.00
43388	Peabody, Thomas P.	38.10	760.00	\$28,956.00
44845	Rochester, Shaya J.	92.60	1,045.00	\$96,767.00
44455	Ross, Terence P.	124.40	1,045.00	\$129,998.00
42497	Smith, Robert T.	4.70	900.00	\$4,230.00
44616	Thompson, Grace	81.20	565.00	\$45,878.00
43190	Vazquez, Christopher	39.10	640.00	\$25,024.00
44199	Werlinger, Eric T.	41.20	855.00	\$35,226.00
44491	Yager, Allison E.	8.20	680.00	\$5,576.00
TOTAL:		621.00		\$496,072.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301611531
Invoice Date: March 19, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
21 Feb 20	VENDOR: Ross, Terence P. INVOICE#: 4006190302211922 DATE: 2/21/2020 Attend Hearing on Charter Motion to Continue Trial - various cash tips Date Incurred: 02/13/20	14.00
21 Feb 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5796390 DATE: 2/14/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 02/03/2020; Voucher# 369216	61.11
21 Feb 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5796390 DATE: 2/14/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 02/04/2020; Voucher# 371157	76.15
21 Feb 20	VENDOR: Vital Transportation, Inc. INVOICE#: 5796390 DATE: 2/14/2020 Local Travel: Pickup Address: 575 MADISON AVE Destination: 352 CROWN ST B on 02/06/2020; Voucher# 362863	71.69
21 Feb 20	VENDOR: Ross, Terence P. INVOICE#: 4006190302211922 DATE: 2/21/2020 Attend Hearing on Charter Motion to Continue Trial. Airfare Date Incurred: 02/05/20	796.80
24 Feb 20	VENDOR: Rochester, Shaya INVOICE#: 4025277902241744 DATE: 2/24/2020 Telephonic appearance at court hearing Date Incurred: 02/14/20	86.00
27 Feb 20	VENDOR: National Economic Research Associates, I; INVOICE#: US45157P001; DATE: 2/25/2020 - Invoice No. US45157P001; Project No. 115067; For professional services for the period 01/01/20-01/31/20 in connection with Windstream Holdings, Inc., et al. v. Charter Communications, Inc., et al., Adv. Pro. No. 19-08246 (RDD).	1,350.00
28 Feb 20	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 02/07/2020	74.00
28 Feb 20	Westlaw Legal Research: VAZQUEZ,CHRISTOPHER on 02/11/2020	74.00
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/05/2020	41.79
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/20/2020	48.99
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/26/2020	48.99
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/03/2020	188.76
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/21/2020	244.94
28 Feb 20	Westlaw Legal Research: PEABODY,THOMAS on 02/19/2020	342.92
28 Feb 20	Westlaw Legal Research: YAGER,ALLISON E on 02/03/2020	48.99
28 Feb 20	Westlaw Legal Research: YAGER,ALLISON E on 02/19/2020	244.94
28 Feb 20	Westlaw Legal Research: LEWIS,ANNE C on 02/04/2020	97.98
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/20/2020	18.48
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/04/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/05/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/18/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/21/2020	48.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/10/2020	83.50
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/09/2020	115.66
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/08/2020	186.84
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/12/2020	318.58
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/07/2020	357.93
28 Feb 20	Westlaw Legal Research: THOMPSON,GRACE on 02/11/2020	781.56
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/04/2020	48.93
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/19/2020	146.80
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/18/2020	188.54
28 Feb 20	Westlaw Legal Research: CHURBUCK,BRYANT on 02/13/2020	195.73
28 Feb 20	Westlaw Legal Research: WERLINGER,ERIC T on 02/03/2020	47.64

**575 Madison Avenue
New York, NY 10022-2585**

March 18, 2020

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

Invoice No. 1301611553
Client No. 392355
Matter No. 00011

FEIN: 36-2796532

Re: Case Administration (392355.00011)

For legal services rendered through February 29, 2020.....	\$2,361.50
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CURRENT INVOICE TOTAL: \$2,361.50

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

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

Hearing Date: TBD
Objection Deadline: TBD

MORRISON & FOERSTER LLP
250 West 55th Street
New York, New York 10019
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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)
)	

**COVERSHEET FOR THIRD 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 NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 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.kccllc.net/windstream>. The location of the Debtors' service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

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

Name of Applicant:	Morrison & Foerster LLP (“ Morrison & Foerster ” or “ Applicant ”)
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors (collectively, the “ Committee ”)
Date of Retention:	May 16, 2019 <i>nunc pro tunc</i> to March 12, 2019
Period for which Compensation and Reimbursement is sought:	November 1, 2019 through February 29, 2020 (the “ Application Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,773,525.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$68,538.74

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

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

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**THIRD 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 NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 2020**

Morrison & Foerster LLP (“**Morrison & Foerster**” or “**Applicant**”), counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of Windstream Holdings, Inc. *et al.* and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby submits its Third Interim application for compensation and reimbursement of expenses (the “**Application**”) for the period from

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

Monthly Application, Date Filed & Docket No.	Application Period	Requested Fees (100%)	Requested Expenses (100%)	Fees Allowed (80%)	Expenses Allowed (100%)	Fee Holdback (20%)
Ninth Monthly Filed 1/28/2020 ECF No. 1454	12/1/2019 – 12/31/2019	\$379,492.00	\$9,334.48	\$303,593.60	\$9,334.48	\$75,898.40
Tenth Monthly Filed 3/4/2020 ECF No. 1548	1/1/2020 – 1/31/2020	\$372,897.50	\$4,913.75	\$298,318.00	\$4,913.75	\$74,579.50
Eleventh Monthly Filed 4/3/2020 ECF No. 1642	2/1/2020 – 2/29/2020	\$544,313.75	\$23,499.53	\$435,451.00	\$23,499.53	\$108,862.75
TOTAL		\$1,773,525.50	\$68,538.74	\$1,418,820.40	\$68,538.74	\$354,705.10

11. The Monthly Invoices submitted by Applicant are subject to a 20% holdback as provided for in the Interim Compensation Order. The aggregate amount of Applicant's holdback during the Application Period is \$354,705.10. To date, no party has objected to the Monthly Invoices.

12. In the ordinary course of its business, Applicant maintains computerized records of the time spent in connection with providing professional services to the Committee in connection with these chapter 11 cases. 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 Application Period. In addition, attached hereto as **Exhibit C** is a billing summary for the Application Period, which identifies each attorney and paraprofessional who rendered services during the Application Period, each attorney's year of bar admission and area of practice, the aggregate time billed by each attorney and paraprofessional during the Application Period, the hourly billing rate for each attorney and paraprofessional, and the aggregate amount of fees generated by each professional and paraprofessional. The compensation requested by Applicant is based

- (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 pursuant to section 365 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) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if 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 Court and the United States Trustee, and protecting the interests of the Committee before the Court and before the United States Trustee; and
- (i) performing all other necessary legal services in these cases.

20. To provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Committee during the Application Period, Applicant established, in accordance with the Guidelines and its internal billing procedures, separate task codes in connection with the chapter 11 cases. The following is a summary of the most significant professional services rendered by Applicant during the Application Period organized in accordance with Applicant's internal system of task codes.

21. The summary is divided according to the project billing codes that Applicant created to best reflect the categories of tasks that it was required to perform in connection with

Fees: \$1,260.50; Total Hours: 1.40

(d) Business Operations – 006.

25. This category includes time spent by Morrison & Foerster on all matters relating to the Debtors' business operations. During the Application Period, Morrison & Foerster attorneys spent time: (a) analyzing various documents regarding the Debtors' capital structure, business operations, and related reporting; (b) 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 and business plan; (c) reviewing and analyzing the Debtors' monthly operating reports; and (d) coordinating with the Debtors and their contract counterparties regarding the status of negotiations.

(e) Case Administration – 007.

Fees: \$68,101.00; Total Hours: 92.10

26. This category includes all matters related to the internal administration of the Committee, including participating on weekly conference calls with the Committee's professionals, managing various task lists, monitoring the case docket, and tracking case deadlines.

(f) Claims Administration and Objections – 008.

Fees: \$20,462.50; Total Hours: 19.20

27. This category includes all matters relating to the administration and review of claims asserted against the Debtors. During the Application Period, Morrison & Foerster attorneys spent time: (a) analyzing the Debtors' various omnibus objections to claims [including Docket Nos. 1224, 1342, 1406], notices of satisfaction of claims [including Docket Nos. 1341, 1407, and 1552], and related pleadings; and (b) analyzing the Debtors' claims pool and coordinating with Alix regarding analyses into the various claims asserted against various Debtor entities.

(g) Corporate Governance and Board Matters – 009.

Fees: \$12,287.50; Total Hours: 14.20

28. 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.

October, November, December, and January, as well as the fee application for the second interim period. In addition, Morrison & Foerster attorneys and paraprofessionals helped prepare and file the monthly fee statements, as well as the fee applications for the second interim period on behalf of Perella and Alix.

(j) Other Litigation – 014.

Fees: \$475,578.00; Total Hours: 492.30

32. 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 legal and strategic 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.

33. In connection with the Committee’s involvement in the Uniti Litigation and the Charter Litigation, Morrison & Foerster prepared and filed various pleadings, including the *Joinder of the Official Committee of Unsecured Creditors to the Debtors’ Opposition to Charter’s Motion for Summary Judgment* [Charter Litigation Docket No. 149]; *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]; *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] ; *Joinder of the*

Fees: \$163,487.00; Total Hours: 181.30

35. 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. Given the level of activity in these chapter 11 cases to date, these Committee meetings and calls required extensive preparation by Morrison & Foerster attorneys.

Fees: \$49,077.00; Total Hours: 51.10

37. This category includes time spent by Morrison & Foerster attorneys in non-working 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 \$24,538.50, for time relating to non-working travel.

Fees: \$82,163.00; Total Hours: 76.70

38. This category includes time spent by Morrison & Foerster in connection with the *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**”). Morrison & Foerster spent time analyzing the terms of the Second Exclusivity Motion, as well as discussing the Second Exclusivity Motion with the

(n) Real Estate – 018.

40. 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.

Fees: \$18,094.50; Total Hours: 18.40

WIN Ex. 105
Page 18 of 181

Fees: \$166,899.50; Total Hours: 201.90

(t) Claims Investigation – 026.

Fees: \$48,810.50; Total Hours: 55.50

ny-1899456

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 in this Application (\$1,773,525.50) are less than the fees budgeted \$(3,556,800.00) 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 17.2 hours totaling \$14,604.00 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.

CONCLUSION

54. Applicant believes that the services rendered during the Application Period on behalf of the Committee were reasonable and necessary within the meaning of Bankruptcy Code

EXHIBIT A

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

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

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF THE THIRD 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 NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 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.kccllc.net/windstream>. The location of the Debtors’ service address for purposes of these chapter 11 cases is: 4001 North Rodney Parham Road, Little Rock, Arkansas 72212.

- (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 any 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.

WIN Ex. 105
Page 27 of 181

EXHIBIT B

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY
BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE FOR THE
PERIOD NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 2020**

Task Code	Matter Description	Total Billed Hours	Total Compensation
1	Asset Analysis and Recovery	10.20	\$11,582.50
3	Assumption and Rejection of Leases And Contracts	72.00	\$66,864.50
5	Budgeting (Case)	1.40	\$1,260.50
6	Business Operations	9.30	\$11,784.50
7	Case Administration	92.10	\$68,101.00
8	Claims Administration and Objections	19.20	\$20,462.50
9	Corporate Governance and Board Matters	14.20	\$12,287.50
10	Employee Benefits and Pensions	113.50	\$113,449.00
11	Employment and Fee Applications	35.60	\$21,749.50
14	Other Litigation	492.30	\$475,578.00
15	Meetings and Communications with Creditors	181.30	\$163,487.00
16	Non-Working Travel	51.10	\$49,077.00
17	Plan And Disclosure Statement	76.70	\$82,163.00
18	Real Estate	6.90	\$6,835.00
19	Relief From Stay and Adequate Protection	18.40	\$18,094.50
20	Reporting	5.70	\$6,157.50
21	Tax	0.70	\$787.00
23	Discovery	416.00	\$327,980.50
24	Hearings	201.90	\$166,899.50
26	Claims Investigation	55.50	\$48,810.50
27	Lien Investigation	20.00	\$17,352.00
29	Other Motions/Applications	4.50	\$3,107.50
30	Schedules and Statements	2.50	\$1,949.00
32	Time Entry Review	17.20	\$14,604.00
34	Mediation	96.30	\$102,244.50
Total Incurred:		2,014.5	\$1,812,668.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(24,538.50)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):			\$(14,604.00)
Total Requested:			\$1,773,525.50

EXHIBIT C

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROFESSIONAL
BY MORRISON & FOERSTER LLP ON BEHALF OF THE COMMITTEE
FOR THE PERIOD NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 2020**

Name of Professional Individual	Department and Earliest Year Admitted / Experience		Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Aikman, Amanda	Department: Litigation Licensure: 2008		\$925.00 (2019)	0.30	\$277.50
Dopsch, Peter C.	Department: Finance Licensure: 1983		\$1,150.00 (2019)	11.70	\$13,455.00
			\$1,225.00 (2020)	6.00	\$7,350.00
Goren, Todd M.	Department: Business Restructuring & Insolvency ¹ Licensure: 2003		\$1,150.00 (2019)	156.70	\$180,205.00
			\$1,225.00 (2020)	174.20	\$213,395.00
Kaufman, David H.	Department: Finance Licensure: 1984		\$1,225.00 (2019)	13.40	\$16,415.00
Lesmes, Scott	Department: Corporate Licensure: 1996		\$1,025.00 (2019)	0.20	\$205.00
Levitt, Jamie A.	Department: Litigation Licensure: 1992		\$1,225.00 (2019)	21.50	\$26,337.50
			\$1,325.00 (2020)	4.60	\$6,095.00
Marines, Jennifer L.	Department: BRIG Licensure: 2005		\$1,100.00 (2019)	3.30	\$3,630.00
			\$1,200.00 (2020)	10.80	\$12,960.00
Marinuzzi, Lorenzo	Department: BRIG Licensure: 1996		\$1,300.00 (2019)	104.20	\$135,460.00
			\$1,425.00 (2020)	140.20	\$199,785.00
Peck, Geoffrey R.	Department: Finance Licensure: 1999		\$1,125.00 (2019)	2.70	\$3,037.50
			\$1,200.00 (2020)	0.50	\$600.00
Rappoport, Steve	Department: Litigation Licensure: Of Counsel		\$895.00 (2019)	126.00	\$112,770.00
			\$930.00 (2020)	114.10	\$106,113.00
Richards, Erica J.	Department: BRIG Licensure: 2007		\$925.00 (2019)	79.40	\$73,445.00

¹ Hereinafter referred to as “BRIG”.

Name of Professional Individual	Department and Earliest Year Admitted / Experience	Hourly Billing Rate	Total Hours Billed	Total Compensation
Westergaard, Lily Vale	Department: Litigation Licensure: 2019	\$525.00 (2019)	50.20	\$26,355.00
		\$650.00 (2020)	22.70	\$14,755.00
Total Associates and Attorneys:			857.8	\$608,880.56
Total Attorneys (Incurred):			1,865.0	\$1,757,629.00
Paraprofessionals				
Bergelson, Vadim	Department: Litigation Position: eDiscovery Project Manager No. of Yrs. with Firm: 10 ½ years	\$345.00 (2019)	29.90	\$10,315.50
		\$375.00 (2020)	11.70	\$4,387.50
Cipiti, Annie	Department: Litigation Position: Litigation Docket Specialist No. of Yrs. with Firm: 3 years	\$250.00 (2020)	0.50	\$125.00
Franks, Matthew G.	Department: Litigation Position: Paralegal No. of Yrs. with Firm: 1 year	\$255.00 (2019)	8.80	\$2,244.00
Guido, Laura A.	Department: BRIG Position: Senior Paralegal No. of Yrs. with Firm: 12 years	\$375.00 (2019)	43.10	\$16,162.50
		\$400.00 (2020)	51.00	\$20,400.00
Stephenson, Ashley M.	Department: Litigation Position: Paralegal No. of Yrs. with Firm: 3 months	\$375.00 (2020)	0.90	\$337.50
Williams, Jenn J.	Department: Tax Position: Paralegal No. of Yrs. with Firm: 7 months	\$260.00 (2019)	1.20	\$312.00
		\$280.00 (2020)	0.80	\$224.00
Zaccarelli, Monet D.	Department: Finance Position: Paralegal No. of Yrs. with Firm: 3.5years	\$325.00 (2020)	0.50	\$162.50
eDiscovery Services ²	Department: Litigation Position: Various No. of Yrs. with Firm: Various	\$320.00 (2019)	0.80	\$256.00
		\$375.00 (2020)	0.30	\$112.50
Total Paraprofessionals (Incurred):			149.5	\$55,039.00
Total Incurred (All Professionals):			2,014.5	\$1,812,668.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):				\$(24,538.50)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):				\$(14,604.00)
Total Fees Requested:				\$1,773,525.50

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

Blended Rates

PROFESSIONALS	BLENDED RATES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,140.53	1,007.2	\$1,148,748.50
Associates and Attorneys	\$709.81	857.8	\$608,880.50
Total Incurred by All Attorneys:	\$942.42	1,865.0	\$1,757,629.00
Paraprofessionals and Non-Legal Staff	\$368.15	149.5	\$55,039.00
Subtotal:	\$899.81	2,014.5	\$1,812,668.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):			\$(24,538.50)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):			\$(14,604.00)
Total Requested:	\$880.37	2,014.5	\$1,773,525.50

EXHIBIT E

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES FOR THE PERIOD NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 2020

Category of Timekeeper	Blended Hourly Rate	
	Billed by New York Office February 1, 2019 to February 29, 2020 ¹	Billed to Committee November 1, 2019 to February 29, 2020
Senior/ Equity Partner/ Shareholder	\$1,072.02	\$1,262.09
Senior Counsel	\$1,042.98	\$1,175.42
Of Counsel	\$793.22	\$923.34
Attorneys and Senior Associate (7 or more years since first admission)	\$762.78	\$830.10
Associate (4-6 years since first admission)	\$649.40	\$768.62
Junior Associate (1-3 years since first admission)	\$515.53	\$606.53
Attorney	\$438.04	\$955.88
Senior Paralegal	\$370.39	\$388.54
Paralegal	\$264.78	\$268.85
eDiscovery Project Manager	\$314.19	\$335.00
Litigation Docket Specialist	\$224.83	\$250.00
eDiscovery Services	\$320.89	\$335.00
Total Attorney Rate	\$847.21	\$942.20
Total Blended Rate (Attorneys, Paraprofessionals)	\$793.79	\$880.37

¹ In accordance with the United States Trustee's guidelines, the data in this column excludes blended hourly rate information for bankruptcy law matters.

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
1	Asset Analysis and Recovery	25.0	\$20,000	10.2	\$11,582.50
2	Asset Disposition	50.0	\$40,000	0	\$0.00
3	Assumption and Rejection of Leases and Contracts	200.0	\$160,000	72.0	\$66,864.50
4	Avoidance Action Analysis	25.0	\$20,000	0	\$0.00
5	Budgeting (Case)	10.0	\$8,000	1.4	\$1,260.50
6	Business Operations	25.0	\$20,000	9.3	\$11,784.50
7	Case Administration	280.0	\$196,000	92.1	\$68,101.00
8	Claims Administration and Objections	35.0	\$28,000	19.2	\$20,462.50
9	Corporate Governance and Board Matters	30.0	\$24,000	14.2	\$12,287.50
10	Employee Benefits and Pensions	115.0	\$92,000	113.5	\$113,449.00
11	Employment and Fee Applications	90.0	\$72,000	35.6	\$21,749.50
12	Employment and Fee Application Objections	10.0	\$8,000	0	\$0.00
13	Financing and Cash Collateral	25.0	\$20,000	0	\$0.00
14	Other Litigation	850.0	\$680,000	492.3	\$475,578.00
15	Meetings and Communications with Creditors	375.0	\$300,000	181.3	\$163,487.00
16	Non-Working Travel	90.0	\$72,000	51.1	\$49,077.00
17	Plan and Disclosure Statement	220.0	\$176,000	76.7	\$82,163.00
18	Real Estate	25.0	\$20,000	6.9	\$6,835.00
19	Relief from Stay and Adequate Protection	45.0	\$36,000	18.4	\$18,094.50
20	Reporting	20.0	\$16,000	5.7	\$6,157.50
21	Tax	35.0	\$28,000	0.7	\$787.00
22	Valuation	50.0	\$40,000	0	\$0.00
23	Discovery	615.0	\$492,000	416.0	\$327,980.50

Task Code	Project Category	Estimated Hours	Estimated Fees	Actual Hours	Actual Fees
24	Hearings	310.0	\$248,000	201.9	\$166,899.50
25	First and Second Day Motions	0.0	\$0	0	\$0.00
26	Claims Investigation	115.0	\$92,000	55.5	\$48,810.50
27	Lien Investigation	255.0	\$204,000	20.0	\$17,352.00
28	Intercompany Claims	10.0	\$8,000	0	\$0.00
29	Other Motions/Applications	275.0	\$220,000	4.5	\$3,107.50
30	Schedules and Statements	15.0	\$12,000	2.5	\$1,949.00
31	Insurance	15.0	\$12,000	0	\$0.00
32	Time Entry Review	40.0	\$0	17.2	\$14,604.00
33	Fee Objection Discussion and Litigation	6.0	\$4,800	0	\$0.00
34	Mediation	200.0	\$160,000	96.3	\$102,244.50
35	Government/Regulatory	35.0	\$28,000	0	\$0.00
Totals:		4,521.0	\$3,556,800.00	2,014.5	\$1,812,668.00
Less Client Accommodation for Non-Working Travel (50% of Fees Incurred):					\$(24,538.50)
Less Client Accommodations for Time Entry Review (100% of Fees Incurred):					\$(14,604.00)
Total Requested:					\$1,773,525.50

EXHIBIT G

**STAFFING PLAN FOR THE PERIOD
NOVEMBER 1, 2019 THROUGH FEBRUARY 29, 2020**

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter during the Budget Period	Hourly Rates
Partner	13	\$925 per hour to \$1,425 per hour
Of Counsel	5	\$925 per hour to \$1,225 per hour
Associate	15	\$525 per hour to \$990 per hour
Paralegal	4	\$255 per hour to \$400 per hour

EXHIBIT H

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
01-Nov-19	Review notice of hearing regarding Debtors' motion to stay purported application of section 356(d)(4) deadline to Uniti arrangement.	Damast, Craig A.	0.20	185.00
01-Nov-19	Conduct and analyze legal research regarding various lease rejection/assumption scenarios.	Ferraioli, Raff	0.90	495.00
03-Nov-19	Conduct and analyze legal research regarding various lease rejection/assumption scenarios.	Ferraioli, Raff	1.40	770.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Damast, Craig A.	0.60	555.00
04-Nov-19	Conduct and analyze legal research regarding Uniti lease assumption/rejection issues (1.2); meet with internal working group regarding same (.6).	Ferraioli, Raff	1.80	990.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Goren, Todd M.	0.60	690.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Kaufman, David H.	0.60	735.00
04-Nov-19	Meet with internal working group regarding Uniti lease assumption/rejection issues.	Richards, Erica J.	0.60	555.00
05-Nov-19	Discuss research regarding potential assumption/rejection outcomes with A. Selick.	Ferraioli, Raff	0.20	110.00
05-Nov-19	Discuss research regarding potential assumption/rejection outcomes with R. Ferraioli.	Selick, Allison	0.20	110.00
07-Nov-19	Discuss potential lease assumption/rejection outcomes with A. Selick.	Ferraioli, Raff	0.20	110.00
07-Nov-19	Conduct legal research regarding rent payments under potential assumption/rejection scenarios (1.9); discuss potential lease assumption/rejection outcomes with R. Ferraioli (.2).	Selick, Allison	2.10	1,155.00
11-Nov-19	Conduct legal research regarding rights of legal vs. beneficial owners of property.	Richardson Arnould, Ka	3.20	1,680.00
12-Nov-19	Conduct and analyze legal research regarding lease rejection/assumption scenarios (.8); discuss outline of statement regarding 365(d)(4) extension motion with T. Goren (.3).	Ferraioli, Raff	1.10	605.00
12-Nov-19	Call with M. Brod (Milbank) regarding 365(d)(4) extension motion (.3); prepare outline of statement regarding same (.7); discuss same with R. Ferraioli (.3).	Goren, Todd M.	1.30	1,495.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
13-Nov-19	Review draft of ad hoc 2L's objection to Debtors' motion to stay application of 365(d)(4) deadline (.4); discuss draft Committee objection to same with R. Ferraioli (.4).	Damast, Craig A.	0.80	740.00
13-Nov-19	Conduct and analyze research regarding lease rejection/assumption scenarios (.9); analyze motion regarding purported stay of section 365(d)(4) deadline (.3); draft statement regarding same (3.2); discuss draft Committee objection to same with C. Damast (.4).	Ferraioli, Raff	4.80	2,640.00
13-Nov-19	Correspond with S. Khalil (Milbank) regarding master lease letter (.2); review and revise draft Committee statement regarding 365(d)(4) extension (.4); review Milbank draft (.3); correspond with White & Case and Milbank regarding same (.4).	Goren, Todd M.	1.30	1,495.00
14-Nov-19	Conduct and analyze legal research regarding lease rejection/assumption outcomes (.6); analyze and revise statement regarding application of purported 365(d)(4) deadline (.6).	Ferraioli, Raff	1.20	660.00
14-Nov-19	Review and revise statement regarding 365(d)(4) motion (.4); review White & Case statement regarding same (.3).	Goren, Todd M.	0.70	805.00
14-Nov-19	Review and revise draft statement regarding 365(d)(4) motion.	Marinuzzi, Lorenzo	0.70	910.00
15-Nov-19	Review indenture trustees' limited objection to Debtors' motion to stay application of section 365(d)(4).	Damast, Craig A.	0.40	370.00
15-Nov-19	Review updated draft of Committee statement regarding 365(d)(4) deadline (.4); discuss same with L. Marinuzzi (.3); review White & Case objection regarding same (.3); call with Milbank regarding same (.2).	Goren, Todd M.	1.20	1,380.00
15-Nov-19	Review and revise draft of Committee statement regarding 365(d)(4) deadline (.6); discuss same with T. Goren (.3); review draft of White & Case objection regarding same (.3); review 365 motion (.5).	Marinuzzi, Lorenzo	1.70	2,210.00
17-Nov-19	Correspond with Milbank regarding stay of 365(d)(4) deadline; analyze same.	Ferraioli, Raff	0.30	165.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
18-Nov-19	Correspond with internal working group and Intervenor's counsel regarding objections to Debtors' motion to stay application of section 365(d)(4) deadline to Uniti arrangement (.4); review ad hoc 2L's objection to same (.4); review indenture trustees' objection to same (.3); review Committee's statement regarding same (.3); correspond with R. Ferraioli and Committee members regarding same (.3).	Damast, Craig A.	1.70	1,572.50
18-Nov-19	Call with White & Case in connection with Committee statement regarding stay of 365(d)(4) deadline (.1); call with F. Munshi (Perella) regarding same (.1); discuss same with T. Goren (.1); analyze revised statement regarding stay of 365(d)(4) deadline (1.3); coordinate filing of same (.1).	Ferraioli, Raff	1.70	935.00
18-Nov-19	Review and revise updated draft of Committee statement regarding 365(d)(4) deadline (.4); discuss same with R. Ferraioli (.1); review updated drafts of Milbank and White & Case objections to same (.5); correspond with Milbank and White & Case regarding same (.2).	Goren, Todd M.	1.20	1,380.00
18-Nov-19	Finalize Committee limited objection to Debtors' 365(d)(4) motion.	Marinuzzi, Lorenzo	0.60	780.00
18-Nov-19	Review draft indenture trustee's objection to Debtors' 365(d)(4) motion.	Richards, Erica J.	0.10	92.50
21-Nov-19	Review master lease analysis from Debtors (.6); correspond with Alix and Perella regarding same (.3).	Goren, Todd M.	0.90	1,035.00
21-Nov-19	Review master lease analysis from Debtors (.4); review correspondence from Perella team regarding same (.4).	Marinuzzi, Lorenzo	0.80	1,040.00
22-Nov-19	Correspond (.1) and call (.7) with Alix and Perella teams regarding Windstream lease analysis; correspond with internal working group regarding Debtors' motion to stay application of section 365(d)(4) deadline, stipulation with Uniti and upcoming hearing (.6).	Damast, Craig A.	1.40	1,295.00
22-Nov-19	Analyze implications of rejection/assumption of master lease (.7); correspond with internal working group regarding status of motion to stay purported application of 365(d)(4) deadline and next steps (.1).	Ferraioli, Raff	0.80	440.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
22-Nov-19	Review Company presentation regarding impact of lease rejection (.4); call with Perella and Alix teams regarding same (.7); correspond with B. Weiland (Kirkland) regarding same (.2); correspond with Perella, Alix and Milbank/White & Case regarding 365(d)(4) extension (.6).	Goren, Todd M.	1.90	2,185.00
22-Nov-19	Review Company presentation regarding impact of lease rejection (.7); review with Perella benefit to business vs. loss of customers from rejection (.6); call with R. Kwastienet (Kirkland) regarding status of 365(d)(4) motion/extension (.4); draft memorandum to internal working group regarding status of 365(d)(4) motion and Uniti negotiations (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
22-Nov-19	Call with Perella and Alix teams regarding Windstream lease analysis.	Richards, Erica J.	0.70	647.50
22-Nov-19	Call with Perella and Alix teams regarding Windstream lease analysis.	Richardson Arnould, Ka	0.70	367.50
23-Nov-19	Review Uniti motion to file certain information/exhibits under seal regarding response to objection to Debtors' motion to stay section 365(d)(4) deadline regarding Uniti arrangement (.3); review Uniti's response to various objections to section 365(d)(4) motion (.6); correspond with internal working group regarding stipulation extending section 365(d)(4) deadline (.3); review same (.2).	Damast, Craig A.	1.40	1,295.00
23-Nov-19	Review proposed updated 365(d)(4) stipulation and related statement (.3); call with Milbank and White & Case regarding same (.4).	Goren, Todd M.	0.70	805.00
23-Nov-19	Correspond with E. Vonnegut (DPW) regarding objection to Debtors' motion regarding section 365(d)(4) (.2); review same (.7).	Marinuzzi, Lorenzo	0.90	1,170.00
24-Nov-19	Correspond with R. Ferraioli and Committee members regarding second stipulation extending section 365(d)(4) deadline regarding Uniti arrangement and summary (.2); review Debtors' notice of filing of such stipulation (.2); review notice of adjournment of hearing to stay section 365(d)(4) deadline (.1); correspond with R. Ferraioli and Committee members regarding as-filed stipulation (.1); review same (.1); correspond with internal working group regarding upcoming status conference regarding same (.2).	Damast, Craig A.	0.90	832.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
24-Nov-19	Analyze revised Uniti stipulation regarding section 365(d)(4) deadline (.2); analyze Uniti's response to statements regarding purported application of 365(d)(4) deadline (.6); draft update for Committee regarding same (.4).	Ferraioli, Raff	1.20	660.00
24-Nov-19	Correspond with Kirkland regarding 365(d)(4) (.4); call with R. Kwasteniet (Kirkland) regarding same (.2).	Goren, Todd M.	0.60	690.00
24-Nov-19	Review proposed stipulation between Uniti and Windstream regarding section 365(d)(4) (.8); call and correspond with S. Khalil (Milbank) and T. Lauria (UMB) regarding proposed stipulation (.7); review revised stipulation from T. Lauria (.4).	Marinuzzi, Lorenzo	1.90	2,470.00
25-Nov-19	Review Debtors' analysis of deemed rejection of Uniti arrangement (.3); correspond with internal working group regarding status conference on second section 365(d)(4) stipulation (.3).	Damast, Craig A.	0.60	555.00
25-Nov-19	Analyze revised stipulation regarding extension of 365(d)(4) deadline.	Ferraioli, Raff	0.80	440.00
25-Nov-19	Call with Milbank and White & Case regarding response to proposed Uniti stipulation regarding 365(d)(4) (.7); call with R. Kwasteniet (Kirkland) regarding same (.5); call and correspond with E. Vonnegut (DPW) regarding same (.4); review and revise drafts of 365(d)(4) stipulation (.6); correspond with Milbank and White & Case regarding same (.9).	Goren, Todd M.	3.10	3,565.00
25-Nov-19	Review draft of Uniti stipulation regarding 365(d)(4) (.5); call with Milbank and White & Case regarding response to proposed stipulation of same (.7); review proposed revisions of same (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
25-Nov-19	Review update regarding status conference on Uniti stipulation.	Richards, Erica J.	0.10	92.50
26-Nov-19	Analyze revised stipulation regarding 365(d)(4) deadline.	Ferraioli, Raff	0.30	165.00
26-Nov-19	Call (.7) and correspond (.3) with White & Case and Milbank regarding 365(d)(4) extension; correspond with DPW regarding same (.3); call (.3) and correspond (.1) with Kirkland regarding same; review and revise updated drafts of stipulation (.4).	Goren, Todd M.	2.10	2,415.00
26-Nov-19	Review revised stipulation regarding section 365(d)(4) deadline (.6); call with White & Case and Milbank regarding same (.7); call with Kirkland regarding same (.3); review legal arguments regarding reducing rent after rejection (.7).	Marinuzzi, Lorenzo	2.30	2,990.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
27-Nov-19	Correspond with internal working group regarding section 365(d)(4) extension stipulation regarding Uniti arrangement (.3); review stipulation and order extending section 365(d)(4) stipulation regarding Georgia Power (.3); review Charter motion to compel assumption of contract (.3).	Damast, Craig A.	0.90	832.50
27-Nov-19	Review Charter motion to compel assumption/rejection of contract.	Marinuzzi, Lorenzo	0.90	1,170.00
Total: 003	Assumption and Rejection of Leases and Contracts		63.00	58,342.50
Budgeting (Case)				
25-Nov-19	Finalize case budget; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
Total: 005	Budgeting (Case)		0.40	220.00
Case Administration				
01-Nov-19	Correspond with internal working group regarding Debtors' motion to extend time to file notices of removal.	Damast, Craig A.	0.20	185.00
01-Nov-19	Circulate notice of ECF filings to internal working group; prepare calendar to reflect upcoming hearing.	Williams, Jenn J.	0.40	104.00
04-Nov-19	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.30	78.00
05-Nov-19	Participate on weekly professionals' call (.2); follow-up discussion with internal working group regarding same and next steps (.2); correspond with R. Ferraioli and Committee members regarding status update (.3).	Damast, Craig A.	0.70	647.50
05-Nov-19	Prepare for (.2) and participate on (.2) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Ferraioli, Raff	0.60	330.00
05-Nov-19	Participate on weekly professionals' call (.2); follow-up discussion with internal working group regarding same and next steps (.2).	Richards, Erica J.	0.40	370.00
05-Nov-19	Prepare for (.2) and participate on (.2) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.2).	Richardson Arnould, Ka	0.60	315.00
05-Nov-19	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.20	52.00
06-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.4); update case calendar and provide updates to same (.8).	Guido, Laura	1.20	450.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
07-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
08-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar (.2).	Guido, Laura	0.30	112.50
11-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
12-Nov-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same (.2).	Damast, Craig A.	0.60	555.00
12-Nov-19	Prepare for (.2) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Ferraioli, Raff	0.80	440.00
12-Nov-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.60	690.00
12-Nov-19	Circulate notice of ECF filings to internal working group (.1); update case calendar and provide updates to same (.3).	Guido, Laura	0.40	150.00
12-Nov-19	Prepare for (.1) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.70	770.00
12-Nov-19	Participate on weekly professionals' call (.4); follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.60	555.00
12-Nov-19	Prepare for (.1) and participate on (.4) weekly professionals' call; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	0.70	367.50
13-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
14-Nov-19	Analyze case calendar.	Ferraioli, Raff	0.20	110.00
14-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
15-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.5); update case calendar and provide updates to same (.3).	Guido, Laura	0.80	300.00
18-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.60	225.00
18-Nov-19	Review 2L ad hoc group amended 2019 verified statement.	Marinuzzi, Lorenzo	0.30	390.00
19-Nov-19	Participate on weekly professionals' call.	Damast, Craig A.	0.60	555.00
19-Nov-19	Participate on weekly professionals' call.	Dopsch, Peter C.	0.60	690.00
19-Nov-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

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19-Nov-19	Circulate notice of ECF filings to internal working group (.2); update case calendar and provide updates to same (.6).	Guido, Laura	0.80	300.00
19-Nov-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.60	660.00
19-Nov-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
19-Nov-19	Prepare for (.1) and participate on (.6) weekly professionals' call.	Richardson Arnould, Ka	0.70	367.50
20-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
21-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
22-Nov-19	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	150.00
25-Nov-19	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	150.00
26-Nov-19	Participate on weekly professionals' call.	Damast, Craig A.	0.60	555.00
26-Nov-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.60	330.00
26-Nov-19	Participate on weekly professionals' call.	Goren, Todd M.	0.60	690.00
26-Nov-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.60	420.00
26-Nov-19	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	150.00
26-Nov-19	Participate on weekly professionals' call.	Levitt, Jamie A.	0.60	735.00
26-Nov-19	Participate on weekly professionals' call.	Rappoport, Steve	0.60	537.00
26-Nov-19	Participate on weekly professionals' call.	Richards, Erica J.	0.60	555.00
26-Nov-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
27-Nov-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
Total: 007	Case Administration		23.20	16,163.50

Claims Administration and Objections

18-Nov-19	Review Debtors' first omnibus claims objection (.3); correspond with internal working group and Committee members regarding same and summary (.3).	Damast, Craig A.	0.60	555.00
18-Nov-19	Analyze omnibus claims objection.	Ferraioli, Raff	0.60	330.00
18-Nov-19	Review omnibus claims objection (.4); correspond with R. Ferraioli regarding review of same (.2).	Marinuzzi, Lorenzo	0.60	780.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
22-Nov-19	Review Ohio Edison motion to allow late claim.	Marinuzzi, Lorenzo	0.40	520.00
Total: 008	Claims Administration and Objections		2.20	2,185.00
Corporate Governance and Board Matters				
03-Nov-19	Correspond with internal working group and Milbank team regarding draft letter to Debtors' board regarding Uniti arrangement and next steps.	Damast, Craig A.	0.30	277.50
03-Nov-19	Review draft letter regarding lease status and next steps (.4); correspond with M. Brod (Milbank) regarding same (.1).	Goren, Todd M.	0.50	575.00
04-Nov-19	Correspond with internal working group regarding comments to creditor constituents' letter to Debtors board regarding master lease (.4); review and revise same (.4); correspond with internal working group and other creditor constituents regarding same and revisions (.4); correspond with R. Ferraioli and Committee members regarding same (.2); call with Milbank and White & Case regarding letter to Debtors (.4).	Damast, Craig A.	1.80	1,665.00
04-Nov-19	Analyze letter to Debtors board regarding master lease (.2); analyze comments to same (.3); revise same (.5); correspond with internal working group regarding same (.2); analyze correspondence from Milbank, White & Case and internal working group regarding same (.2); call with Milbank and White & Case regarding same (.4).	Ferraioli, Raff	1.80	990.00
04-Nov-19	Call with S. Lesmes regarding securities issues with Debtors' board of directors.	Goren, Todd M.	0.20	230.00
04-Nov-19	Review and revise letter to Debtors regarding master lease.	Goren, Todd M.	0.80	920.00
04-Nov-19	Call with T. Goren regarding securities issues with Debtors' board of directors.	Lesmes, Scott	0.20	205.00
04-Nov-19	Review and revise proposed joint letter to Debtors' board regarding payment of Uniti rent and preferred course of conduct (1.3); call with Milbank and White & Case regarding letter to Debtors (.4); review additional revisions and comments with T. Goren (.4).	Marinuzzi, Lorenzo	2.10	2,730.00
04-Nov-19	Review comments regarding letter to Windstream's board relating to Uniti lease in connection with lease recharacterization claim.	Melendez, Miranda Bull	0.10	55.00
04-Nov-19	Review draft letter to Windstream board regarding approach to Uniti lease.	Richards, Erica J.	0.20	185.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
05-Nov-19	Review revised/final creditor constituents' letter to Debtors' board regarding Uniti arrangement and next steps (.4); correspond with internal working group and other Intervenor's counsel regarding same (.2).	Damast, Craig A.	0.60	555.00
06-Nov-19	Conduct legal research regarding stay of rent payments.	Selick, Allison	3.50	1,925.00
12-Nov-19	Analyze letters to Windstream board of directors regarding status of Uniti extension (.3) and comments to same (.3).	Ferraioli, Raff	0.60	330.00
12-Nov-19	Review and revise updated draft of letter to board regarding Uniti lease concerns (.4); correspond (.4) and call (.2) with Milbank, White & Case and Kirkland regarding same.	Goren, Todd M.	1.00	1,150.00
12-Nov-19	Review and revise board letter regarding status of Uniti extension.	Marinuzzi, Lorenzo	0.30	390.00
12-Nov-19	Finalize letter to Debtors' board.	Richardson Arnould, Ka	0.20	105.00
Total: 009	Corporate Governance and Board Matters		14.20	12,287.50

Employment and Fee Applications

04-Nov-19	Correspond with L. Marinuzzi and Kirkland regarding fee application; analyze interim fee order.	Ferraioli, Raff	0.20	110.00
05-Nov-19	Coordinate with internal working group regarding fee application (.1); draft same (.3); correspond with Debtors regarding same (.2).	Ferraioli, Raff	0.60	330.00
06-Nov-19	Correspond with J. Bregman regarding expenses for fee applications; review status of same.	Ferraioli, Raff	0.20	110.00
13-Nov-19	Finalize fee application; correspond with Company advisors regarding same.	Ferraioli, Raff	0.20	110.00
22-Nov-19	Finalize monthly fee application and coordinate filing of same.	Ferraioli, Raff	0.80	440.00
22-Nov-19	Prepare MoFo's October fee statement (1.1); file and coordinate service of same (.3).	Guido, Laura	1.40	525.00
22-Nov-19	Review and finalize October monthly statement.	Marinuzzi, Lorenzo	0.40	520.00
25-Nov-19	Correspond with internal working group regarding interim fee application; analyze Perella's monthly fee application; coordinate filing of same.	Ferraioli, Raff	0.40	220.00
25-Nov-19	File and coordinate service of Perella's October fee statement.	Guido, Laura	0.20	75.00
26-Nov-19	Review Milbank October bill.	Goren, Todd M.	0.20	230.00
Total: 011	Employment and Fee Applications		4.60	2,670.00

Other Litigation

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
01-Nov-19	Call with Intervenor regarding litigation strategy (.6); correspond with internal working group regarding Intervenor's objections to Uniti partial motion to dismiss complaint and Committee joinder (.3).	Damast, Craig A.	0.90	832.50
01-Nov-19	Correspond with Intervenor regarding joinder to Uniti motion to dismiss (.1); revise same (.5).	Ferraioli, Raff	0.60	330.00
01-Nov-19	Call with Intervenor regarding litigation strategy (.6); correspond with litigation parties regarding same (.3); review U.S. Trustee response to Uniti motion to dismiss (.3); review strategy regarding same with L. Marinuzzi (.6).	Goren, Todd M.	1.80	2,070.00
01-Nov-19	Call with Intervenor regarding litigation strategy (.6); review strategy regarding same with T. Goren (.6).	Marinuzzi, Lorenzo	1.20	1,560.00
01-Nov-19	Correspond with P. Dopsch regarding true lease opinion in connection with lease recharacterization analysis.	Melendez, Miranda Bull	0.10	55.00
01-Nov-19	Review joinder for opposition to Charter motion to withdraw reference (.7); review Uniti motion to dismiss opposition joinder (.7).	Rappoport, Steve	1.40	1,253.00
03-Nov-19	Review updated draft response to Uniti motion to dismiss.	Goren, Todd M.	0.80	920.00
04-Nov-19	File joinder to motion to dismiss.	Cipiti, Annie	0.50	125.00
04-Nov-19	Correspond with internal working group regarding draft of Debtors' opposition to Uniti's partial motion to dismiss complaint (.2); review same (.6); review and revise Committee's joinder to Debtors' opposition to Uniti's partial motion to dismiss (.7); discuss same with R. Ferraioli (.3).	Damast, Craig A.	1.80	1,665.00
04-Nov-19	Finalize Committee's joinder to Debtors' opposition to Uniti's motion to dismiss (1.1); discuss same with C. Damast (.3).	Ferraioli, Raff	1.40	770.00
04-Nov-19	Review and revise updated draft response to Uniti motion to dismiss (1.1); call (.3) and correspond (.1) with Kirkland regarding same (.4); review and revise draft Committee joinder (.3); review U.S. Trustee response to Uniti motion to dismiss (.3); review additional revisions and comments with L. Marinuzzi (.4); call (.4) and correspond (.2) with Milbank and White & Case regarding same.	Goren, Todd M.	3.50	4,025.00
04-Nov-19	Review revised draft of Debtors' response to Uniti motion to dismiss.	Richards, Erica J.	0.40	370.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
05-Nov-19	Review indenture trustees' supplemental objection to Uniti partial motion to dismiss (.3); correspond with internal working group and Intervenor's counsel regarding possible hearing date for Uniti partial motion to dismiss (.3).	Damast, Craig A.	0.60	555.00
05-Nov-19	Call with M. Melendez to discuss research relating to Committee questions regarding recharacterization.	Dopsch, Peter C.	0.20	230.00
05-Nov-19	Review Uniti motion to dismiss opposition brief.	Levitt, Jamie A.	1.20	1,470.00
05-Nov-19	Review filed Committee joinder regarding motion to dismiss.	Marinuzzi, Lorenzo	0.60	780.00
05-Nov-19	Call with P. Dopsch to discuss research relating to Committee questions regarding recharacterization.	Melendez, Miranda Bull	0.20	110.00
06-Nov-19	Conduct legal research regarding recharacterization of master lease in connection with recharacterization claim.	Melendez, Miranda Bull	1.20	660.00
06-Nov-19	Review Safadi complaint against Uniti.	Rappoport, Steve	0.40	358.00
11-Nov-19	Correspond with internal working group regarding Uniti adversary proceeding and next steps.	Damast, Craig A.	0.40	370.00
11-Nov-19	Review Uniti notice of appearance (.3); correspond with internal working group regarding same (.1); call with B. Weiland (Kirkland) regarding same (.2).	Goren, Todd M.	0.60	690.00
11-Nov-19	Correspond with J. Greer regarding Uniti litigation.	Rappoport, Steve	0.40	358.00
12-Nov-19	Correspond with R. Ferraioli and Committee members regarding Uniti adversary proceeding next steps.	Damast, Craig A.	0.20	185.00
12-Nov-19	Call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Goren, Todd M.	0.80	920.00
12-Nov-19	Call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Greer, Jocelyn Edith	0.80	560.00
12-Nov-19	Prepare for (.3) and participate on (.6) call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding; follow-up discussion with litigation team regarding same (.2).	Marinuzzi, Lorenzo	1.10	1,430.00
12-Nov-19	Call with Debtors and Intervenor's regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Rappoport, Steve	0.80	716.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
12-Nov-19	Call with Debtors and Intervenor regarding motion for summary judgment in Uniti adversary proceeding (.6); follow-up discussion with litigation team regarding same (.2).	Richards, Erica J.	0.80	740.00
13-Nov-19	Meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding (.7); analyze White & Case outline of same (.3); correspond with internal working group regarding same (.1).	Goren, Todd M.	1.10	1,265.00
13-Nov-19	Meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding.	Greer, Jocelyn Edith	0.70	490.00
13-Nov-19	Review Uniti court filings (.6); meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding (.7); prepare points regarding summary judgment and review UMB's points regarding same (2.4).	Rappoport, Steve	3.70	3,311.50
13-Nov-19	Meet with internal working group regarding motion for summary judgment topics in Uniti adversary proceeding.	Richards, Erica J.	0.70	647.50
14-Nov-19	Discuss case law regarding recharacterization claim on third-party creditors with M. Melendez.	Dopsch, Peter C.	0.40	460.00
14-Nov-19	Correspond with Intervenor regarding potential motion for summary judgment in Uniti adversary proceeding (.4); call with J. Winters (White & Case) regarding same (.2); analyze case law regarding potential motion for summary judgment topics in Uniti adversary proceeding (1.3); call with Perella and Alix regarding litigation update (.7).	Goren, Todd M.	2.60	2,990.00
14-Nov-19	Correspond with Intervenor regarding potential motion for summary judgment in Uniti adversary proceeding (.4); analyze legal positions regarding potential motion for summary judgment topics in Uniti adversary proceeding (1.5); call with Perella and Alix regarding litigation update (.7).	Marinuzzi, Lorenzo	2.60	3,380.00
14-Nov-19	Discuss case law research regarding recharacterization claim on third-party creditors with P. Dopsch (.4); send update to L. Marinuzzi regarding same (.2).	Melendez, Miranda Bull	0.60	330.00
14-Nov-19	Conduct legal research regarding beneficial owner rights in connection with Uniti litigation.	Richardson Arnould, Ka	2.40	1,260.00
15-Nov-19	Correspond with T. Goren and Intervenor's counsel regarding motion for partial summary judgment regarding Uniti adversary proceeding (.3); review Charter reply in support of motion to withdraw reference (.4).	Damast, Craig A.	0.70	647.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
15-Nov-19	Review materials regarding motion for summary judgment in Uniti adversary proceeding (.5); call with Kirkland regarding same (.4); call with M. Brod (Milbank) regarding same (.6); call with J. Greer and S. Rappoport regarding preparation of motion (.6).	Goren, Todd M.	2.10	2,415.00
15-Nov-19	Call with Kirkland regarding motion for summary judgment in Uniti adversary proceeding (.4); call with S. Rappoport and T. Goren regarding preparation of same (.6).	Greer, Jocelyn Edith	1.00	700.00
15-Nov-19	Review scheduling order regarding motion for summary judgment regarding Uniti claims (.4); review correspondence from White & Case regarding motion for summary judgment on Uniti claims (.4); call with Kirkland regarding motion for summary judgment (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
15-Nov-19	Call with J. Greer and T. Goren regarding preparation of motion for summary judgment in Uniti adversary proceeding (.6); prepare summary judgment brief in connection with same (.5).	Rappoport, Steve	1.10	984.50
16-Nov-19	Review motion for summary judgment and other motion papers filed in Charter proceeding.	Rappoport, Steve	1.80	1,611.00
17-Nov-19	Correspond with S. Rappoport regarding documents for draft motion for summary judgment in Uniti proceeding; analyze and compile same.	Ferraioli, Raff	0.30	165.00
17-Nov-19	Begin drafting motion for summary judgment motion in Uniti proceeding.	Rappoport, Steve	2.60	2,327.00
18-Nov-19	Follow up on issues related to real estate portion of true sale assets in connection with claims against Uniti.	Dopsch, Peter C.	0.70	805.00
18-Nov-19	Correspond with internal working group regarding motion for summary judgment in Uniti adversary proceeding (.2); correspond with S. Rappoport regarding documents in connection with same (.4).	Ferraioli, Raff	0.60	330.00
18-Nov-19	Review Charter motion for summary judgment pleadings (1.3); review case law and key facts regarding potential Uniti motion for summary judgment topics (1.4); review strategy regarding Uniti motion for summary judgment with L. Marinuzzi and S. Rappoport (.6).	Goren, Todd M.	3.30	3,795.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
19-Nov-19	Call with J. Dobrosielski, J. Radzinski and P. Dopsch regarding motion for summary judgment in Uniti adversary proceeding (.6); review research and correspondence regarding fixtures (.7).	Rappoport, Steve	1.30	1,163.50
20-Nov-19	Conduct legal research regarding applicable law on trade fixtures and constructive severance.	Dobrosielski, Jan	1.80	945.00
20-Nov-19	Review pleadings relating to Uniti litigation and true lease issues.	Dopsch, Peter C.	0.20	230.00
20-Nov-19	Call with B. Weiland (Kirkland) regarding potential motion for summary judgment in Uniti adversary proceeding (.3); correspond with Intervenor and internal working group regarding same (.4).	Goren, Todd M.	0.70	805.00
20-Nov-19	Review strategy regarding motion to dismiss Uniti litigation (.7); analyze topics for Uniti motion for summary judgment and legal standards (.9); review correspondence from Intervenor regarding motion to dismiss Uniti litigation (.3); review correspondence from Charter regarding briefing and Katten correspondence requesting leave to file Surreply (.4).	Marinuzzi, Lorenzo	2.30	2,990.00
20-Nov-19	Draft and research motion for summary judgment in Uniti adversary proceeding.	Radzinski, Julian N.	3.20	2,576.00
21-Nov-19	Review results of research relating to cable assets as fixtures (.4); call with M. Melendez regarding fixtures research in connection with Uniti motion for summary judgment (.3); meet with L. Marinuzzi regarding research of real property and fixtures for purposes of Uniti motion for summary judgment (.4).	Dopsch, Peter C.	1.10	1,265.00
21-Nov-19	Compile and distribute Uniti adversary proceeding pleadings.	Guido, Laura	0.20	75.00
21-Nov-19	Review updated research regarding real property and fixtures for purposes of Uniti motion for summary judgment (.8); meet with P. Dopsch regarding same (.4).	Marinuzzi, Lorenzo	1.20	1,560.00
21-Nov-19	Call with P. Dopsch regarding fixtures research in connection with Uniti motion for summary judgment.	Melendez, Miranda Bull	0.30	165.00
21-Nov-19	Conduct legal research and draft motion for summary judgment in Uniti adversary proceeding.	Radzinski, Julian N.	6.10	4,910.50
21-Nov-19	Call with lienholders and UMB regarding motion for summary judgment.	Rappoport, Steve	0.30	268.50
22-Nov-19	Correspond with internal working group regarding potential motion for summary judgment in Uniti adversary proceeding.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
25-Nov-19	Analyze Uniti's motion for summary judgment (.6); draft update for Committee regarding same (.3); correspond with internal working group regarding same (.2).	Ferraioli, Raff	1.10	605.00
25-Nov-19	Review Uniti motion for summary judgment (.5); correspond with internal working group regarding same (.3).	Goren, Todd M.	0.80	920.00
25-Nov-19	Discuss Uniti case status with S. Rappoport (.3); review correspondence regarding Uniti motion for summary judgment and protective order (.8).	Greer, Jocelyn Edith	1.10	770.00
25-Nov-19	Review Uniti's motion for summary judgment in connection with analysis of recharacterization claims.	Melendez, Miranda Bull	0.10	55.00
25-Nov-19	Discuss Uniti case status with J. Greer (.3); review Uniti motion for summary judgment (1.0).	Rappoport, Steve	1.30	1,163.50
26-Nov-19	Review Uniti motion for summary judgment and supporting memorandum of law (1.3); correspond with internal working group regarding same (.4); correspond with R. Ferraioli and Committee members regarding same (.2).	Damast, Craig A.	1.90	1,757.50
26-Nov-19	Draft memorandum regarding Uniti motion for summary judgment (3.7); discuss same with J. Greer (.2).	Dobrosielski, Jan	3.90	2,047.50
26-Nov-19	Review Uniti motion for summary judgment (1.3); call with Debtors and Intervenor regarding same (.9).	Goren, Todd M.	2.20	2,530.00
26-Nov-19	Call with Debtors and Intervenor regarding Uniti motion for summary judgment (.9); review and circulate memorandum of Uniti motion for summary judgment (.1); discuss same with J. Dobrosielski (.2).	Greer, Jocelyn Edith	1.20	840.00
26-Nov-19	Review and redact highly confidential references in unredacted forms of Uniti's motion for summary judgment and related filings.	Guido, Laura	0.60	225.00
26-Nov-19	Review Uniti summary judgment motion.	Levitt, Jamie A.	1.90	2,327.50
26-Nov-19	Review Uniti motion for summary judgment (1.3); call with Debtors and Intervenor regarding Uniti motion for summary judgment (.9); review Windstream surreply regarding motion to withdraw reference (.6); review Uniti statement of undisputed facts (.6).	Marinuzzi, Lorenzo	3.40	4,420.00
26-Nov-19	Call with Debtors and Intervenor regarding Uniti motion for summary judgment.	Radzinski, Julian N.	0.90	724.50
26-Nov-19	Review Uniti motion for summary judgment (.9); call with Debtors and Intervenor regarding Uniti motion for summary judgment (.9).	Rappoport, Steve	1.80	1,611.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
26-Nov-19	Review unredacted memorandum in support of Uniti's motion for summary judgment (.4); review latest draft of 365(d)(4) stipulation between Debtors and Uniti (.2).	Richardson Arnould, Ka	0.60	315.00
27-Nov-19	Review Uniti reply in support of partial motion to dismiss complaint (.4); correspond with internal working group regarding summary of Uniti motion for summary judgment (.3); review same (.4).	Damast, Craig A.	1.10	1,017.50
27-Nov-19	Review and circulate summary of Uniti motion for summary judgment to internal working group.	Dobrosielski, Jan	0.40	210.00
27-Nov-19	Correspond with Kirkland regarding Uniti motion to dismiss hearing (.3); review Uniti motion to dismiss reply (.8); review summary of Uniti motion for summary judgment (.8); review and revise correspondence to Committee regarding same and motion to dismiss reply (.2).	Goren, Todd M.	2.10	2,415.00
27-Nov-19	Review and revise J. Dobrosielski's draft memorandum regarding Uniti motion for summary judgment.	Greer, Jocelyn Edith	0.60	420.00
27-Nov-19	Review Uniti summary judgment motion memorandum (.8); review Uniti motion to dismiss reply (.5).	Levitt, Jamie A.	1.30	1,592.50
27-Nov-19	Review and revise internal memorandum for Committee regarding Uniti motion to summary judgment.	Marinuzzi, Lorenzo	0.70	910.00
27-Nov-19	Review complaint, partial motion to dismiss and motion for summary judgment in connection with analyzing master lease.	Melendez, Miranda Bull	1.10	605.00
27-Nov-19	Revise memorandum to Committee regarding Uniti motion for summary judgment (1.7); review correspondence regarding motion for summary judgment hearing (.2); correspond with internal working group regarding same (.1); review Uniti motion for summary judgment reply (.3).	Rappoport, Steve	2.30	2,058.50
27-Nov-19	Draft Committee update regarding memorandum summarizing Uniti's motion for summary judgment and reply brief in support of its motion to dismiss complaint (.3); revise same per comments from T. Goren (.1).	Richardson Arnould, Ka	0.40	210.00
29-Nov-19	Review Uniti reply regarding motion to dismiss.	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 014	Other Litigation		138.80	129,064.00
Meetings and Communications with Creditors				
04-Nov-19	Review and revise update to Committee regarding Uniti strategy.	Goren, Todd M.	0.30	345.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
05-Nov-19	Draft update for Committee; correspond with internal working group regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.40	220.00
05-Nov-19	Review and revise update to Committee.	Goren, Todd M.	0.40	460.00
05-Nov-19	Review and revise Committee update regarding mediation, scheduling and next steps.	Marinuzzi, Lorenzo	0.40	520.00
06-Nov-19	Review and revise correspondence to Committee regarding mediation update (.2); correspond with J. Grudus (AT&T) regarding same (.2).	Goren, Todd M.	0.40	460.00
06-Nov-19	Correspond with Committee regarding mediation developments.	Richards, Erica J.	0.20	185.00
08-Nov-19	Review and revise correspondence to Committee regarding mediation update.	Goren, Todd M.	0.20	230.00
08-Nov-19	Correspond with Committee regarding status of mediation.	Richards, Erica J.	0.70	647.50
11-Nov-19	Call with D. Clark (Stinson) regarding case status.	Goren, Todd M.	0.20	230.00
12-Nov-19	Analyze materials for upcoming Committee call; correspond with K. Richardson regarding same; analyze correspondence to Committee regarding same.	Ferraioli, Raff	0.40	220.00
12-Nov-19	Review and revise correspondence to internal working group (.2); review agenda for Committee call (.2).	Goren, Todd M.	0.40	460.00
12-Nov-19	Correspond with J. Wooding (Alix) and F. Munzi (Perella) regarding materials for upcoming Committee call (.3); review weekly financial presentation (.7); provide comments to same to J. Wooding (Alix) (.2); analyze recent pleadings and upcoming material dates (.5); draft agenda for Committee call (.3); revise agenda per T. Goren's comments (.2); draft transmittal to Committee (.4).	Richardson Arnould, Ka	2.60	1,365.00
13-Nov-19	Prepare for (.2) and participate on (1.1) weekly Committee call.	Damast, Craig A.	1.30	1,202.50
13-Nov-19	Participate on weekly Committee call.	Ferraioli, Raff	1.10	605.00
13-Nov-19	Prepare for (.2) and participate on (1.1) weekly Committee call; review and analyze Perella and Alix materials for call (.6).	Goren, Todd M.	1.90	2,185.00
13-Nov-19	Prepare for (.6) and participate on (1.1) weekly Committee call.	Marinuzzi, Lorenzo	1.70	2,210.00
13-Nov-19	Participate on weekly Committee call.	Richards, Erica J.	1.10	1,017.50
13-Nov-19	Prepare for (.6) and participate on (1.1) weekly Committee call; analyze recent pleadings (.4); revise schedule of material dates (.3); draft initial agenda for next Committee call (.2).	Richardson Arnould, Ka	2.60	1,365.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
14-Nov-19	Correspond with Committee regarding statement in connection with motion to stay application of purported 365(d)(4) deadline.	Ferraioli, Raff	0.20	110.00
14-Nov-19	Review and revise correspondence to Committee regarding 365(d)(4) deadline.	Goren, Todd M.	0.30	345.00
18-Nov-19	Correspond with E. Wilson (UMB) regarding hearing dates and agenda.	Goren, Todd M.	0.20	230.00
19-Nov-19	Review agenda for upcoming Committee call (.2); discuss same with K. Richardson (.1).	Damast, Craig A.	0.30	277.50
19-Nov-19	Review and revise agenda for upcoming Committee call.	Goren, Todd M.	0.30	345.00
19-Nov-19	Call with counsel for various unsecured creditors regarding case status.	Richards, Erica J.	0.20	185.00
19-Nov-19	Review pleadings and revise schedule of material dates and deadlines (.6); draft agenda for upcoming Committee call (.2); discuss same with C. Damast (.1); review financial presentation from Alix (.6); provide J. Wooding (Alix) comments regarding same (.2); draft Committee memorandum (.2); correspond with internal working group regarding same (.1); review Charter pleadings and related summaries (.4); draft Committee memorandum regarding same (.8).	Richardson Arnould, Ka	3.20	1,680.00
20-Nov-19	Participate on weekly Committee call.	Dopsch, Peter C.	0.60	690.00
20-Nov-19	Prepare for (.2) and participate on (.6) weekly Committee call.	Ferraioli, Raff	0.80	440.00
20-Nov-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Goren, Todd M.	0.90	1,035.00
20-Nov-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	660.00
20-Nov-19	Prepare for (.3) and participate on (.6) weekly Committee call.	Marinuzzi, Lorenzo	0.90	1,170.00
20-Nov-19	Participate on weekly Committee call.	Rappoport, Steve	0.60	537.00
20-Nov-19	Participate on weekly Committee call (partial).	Richards, Erica J.	0.40	370.00
24-Nov-19	Review and revise update to Committee regarding 365(d)(4) (.2); correspond with Milbank and White & Case regarding same (.4).	Goren, Todd M.	0.60	690.00
25-Nov-19	Discuss update for Committee with R. Ferraioli (.3); review same (.3); correspond with internal working group regarding same and next steps (.2).	Damast, Craig A.	0.80	740.00
25-Nov-19	Correspond with internal working group regarding update for Committee (.2); discuss same with C. Damast (.3); correspond with Committee regarding status (.4).	Ferraioli, Raff	0.90	495.00
25-Nov-19	Review and revise update for Committee regarding hearing update.	Goren, Todd M.	0.30	345.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
25-Nov-19	Review Committee update regarding status conference.	Richardson Arnould, Ka	0.30	157.50
26-Nov-19	Review agenda for upcoming Committee call (.3); discuss same with K. Richardson (.2); correspond with J. Wooding (Alix) regarding Enterprise update (.2); review and revise agenda for upcoming Committee call (.4).	Damast, Craig A.	1.10	1,017.50
26-Nov-19	Analyze agenda for upcoming Committee call; analyze update for Committee in advance of same.	Ferraioli, Raff	0.30	165.00
26-Nov-19	Review and revise correspondence to Committee regarding 365(d)(4) stipulation and Uniti status (.3); review and revise agenda for Committee call (.3).	Goren, Todd M.	0.60	690.00
26-Nov-19	Review update from J. Wooding (Alix) regarding status of Enterprise operations.	Richards, Erica J.	0.10	92.50
26-Nov-19	Review recent pleadings regarding material dates (.3); correspond with J. Greer regarding same (.2) draft agenda for upcoming Committee call (.3); discuss same with C. Damast (.2); revise agenda per comments from C. Damast (.2); draft Committee update (.7); revise same per comments from T. Goren (.2); coordinate distribution of materials for Committee call (.3); correspond with internal working group regarding same (.2); review weekly financial presentation (.6); provide comments of same to J. Wooding (Alix) (.2).	Richardson Arnould, Ka	3.40	1,785.00
27-Nov-19	Prepare for (.2) and participate on (.4) weekly Committee call.	Damast, Craig A.	0.60	555.00
27-Nov-19	Prepare for (.2) and participate on (.4) weekly Committee call.	Ferraioli, Raff	0.60	330.00
27-Nov-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Goren, Todd M.	0.70	805.00
27-Nov-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.40	280.00
27-Nov-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Marinuzzi, Lorenzo	0.70	910.00
27-Nov-19	Participate on weekly Committee call.	Richards, Erica J.	0.40	370.00
27-Nov-19	Prepare for (.3) and participate on (.4) weekly Committee call.	Richardson Arnould, Ka	0.70	367.50
Total: 015	Meetings and Communications with Creditors		38.30	31,797.00
Non-Working Travel				
01-Nov-19	Return travel from Los Angeles following J. Kamin deposition.	Rappoport, Steve	1.00	895.00
07-Nov-19	Travel to/from Connecticut for deposition of Charter expert Kardos.	Rappoport, Steve	3.30	2,953.50
08-Nov-19	Return travel from mediation session.	Rappoport, Steve	0.40	358.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
14-Nov-19	Travel to Little Rock for Fletcher deposition.	Richards, Erica J.	7.50	6,937.50
15-Nov-19	Return travel following Fletcher deposition.	Richards, Erica J.	6.70	6,197.50
Total: 016	Non-Working Travel		18.90	17,341.50
Relief from Stay and Adequate Protection				
01-Nov-19	Correspond with internal working group regarding Debtors' motion to modify automatic stay regarding certain pending litigation.	Damast, Craig A.	0.20	185.00
01-Nov-19	Analyze motion for order modifying stay regarding Georgia litigation.	Ferraioli, Raff	0.40	220.00
01-Nov-19	Analyze Debtors' motion for relief from stay (.5); correspond with internal working group regarding same (.3).	Richardson Arnould, Ka	0.80	420.00
26-Nov-19	Correspond with internal working group regarding Niagara motion for relief from stay (.2); review same (.2); correspond with internal working group regarding summary of same (.2); review same (.2).	Damast, Craig A.	0.80	740.00
26-Nov-19	Analyze memorandum regarding NIMO stay motion.	Ferraioli, Raff	0.10	55.00
26-Nov-19	Analyze NIMO lift stay motion (.7); draft summary of same for Committee update (.4).	Richardson Arnould, Ka	1.10	577.50
Total: 019	Relief from Stay and Adequate Protection		3.40	2,197.50
Reporting				
01-Nov-19	Review first day reporting documents.	Goren, Todd M.	0.40	460.00
13-Nov-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
22-Nov-19	Review first day reporting documents.	Goren, Todd M.	0.30	345.00
26-Nov-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		0.90	990.00
Discovery				
01-Nov-19	Download and update Relativity with newly produced WIN ADV documents.	Bergelson, Vadim	1.30	448.50
01-Nov-19	Review 30(b)(6) deposition notices (.9); correspond with Debtors and DPW regarding status of document searches (.3); review summaries of Charter expert depositions (.4).	Goren, Todd M.	1.60	1,840.00
01-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	3.10	3,797.50
01-Nov-19	Review report from deposition of Charter damages expert.	Marinuzzi, Lorenzo	0.80	1,040.00
01-Nov-19	Review document production relating to lease recharacterization analysis.	Melendez, Miranda Bull	0.20	110.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
01-Nov-19	Conduct first pass review of Windstream productions (2.6); review final Aurelius production (1.1).	Westergaard, Lily Vale	3.70	1,942.50
03-Nov-19	Review proposed deposition schedule.	Goren, Todd M.	0.20	230.00
03-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	2.90	3,552.50
04-Nov-19	Download and update Relativity with newly produced WIN ADV (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
04-Nov-19	Conduct document review of Windstream production.	Francia, Cesar Augusto	3.70	2,775.00
04-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	2.30	2,817.50
04-Nov-19	Analyze summaries of Charter depositions.	Richards, Erica J.	0.20	185.00
04-Nov-19	Conduct review of Windstream documents.	Westergaard, Lily Vale	0.90	472.50
04-Nov-19	Profile documents for case management database.	Williams, Jenn J.	0.30	78.00
05-Nov-19	Continue to review document production by Aurelius.	Kaufman, David H.	3.80	4,655.00
05-Nov-19	Prepare for Kardos deposition.	Rappoport, Steve	0.80	716.00
06-Nov-19	Continue review of document production by Aurelius.	Kaufman, David H.	0.70	857.50
06-Nov-19	Review Charter deposition summaries.	Levitt, Jamie A.	1.10	1,347.50
07-Nov-19	Prepare documents for attorney review.	Chan, David**	0.80	256.00
07-Nov-19	Attend deposition of Charter expert Kardos.	Rappoport, Steve	5.60	5,012.00
08-Nov-19	Update internal database with recently added dataroom files (1.5); review internal database for deposition documents and correspondence per S. Rappoport regarding same (.4).	Guido, Laura	1.90	712.50
08-Nov-19	Review correspondence regarding Uniti discovery.	Levitt, Jamie A.	0.60	735.00
08-Nov-19	Call with court in Charter matter regarding expert reports.	Rappoport, Steve	0.80	716.00
08-Nov-19	Conduct first pass review of Windstream document productions.	Westergaard, Lily Vale	1.80	945.00
09-Nov-19	Conduct first pass review of Windstream document productions.	Westergaard, Lily Vale	3.90	2,047.50
10-Nov-19	Correspond with S. Rappoport and J. Greer regarding deposition scheduling.	Aikman, Amanda	0.10	92.50
10-Nov-19	Correspond with internal working group regarding Uniti adversary proceeding depositions and attendance.	Damast, Craig A.	0.30	277.50
10-Nov-19	Correspond with internal working group regarding deposition schedule/coverage.	Goren, Todd M.	0.30	345.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
11-Nov-19	Download and update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.90	655.50
11-Nov-19	Review correspondence regarding cleansing documents.	Dopsch, Peter C.	0.30	345.00
11-Nov-19	Analyze draft cleansing documents.	Ferraioli, Raff	0.30	165.00
11-Nov-19	Correspond with internal working group regarding deposition coverage (.4); review correspondence regarding 30(b)(6) topics (.3); review updated draft of cleansing materials (.6).	Goren, Todd M.	1.30	1,495.00
12-Nov-19	Update Relativity with newly produced WIN ADV and SA (Kirkland) documents.	Bergelson, Vadim	1.60	552.00
12-Nov-19	Correspond with internal working group regarding Uniti cleansing materials.	Damast, Craig A.	0.20	185.00
12-Nov-19	Analyze final cleansing materials; correspond with Committee regarding same.	Ferraioli, Raff	0.20	110.00
12-Nov-19	Correspond with internal working group regarding 30(b)(6) topics and deposition coverage (.3); review updated draft cleansing materials (.4).	Goren, Todd M.	0.70	805.00
12-Nov-19	Call with Uniti regarding 30(b)(6) topics.	Rappoport, Steve	1.10	984.50
13-Nov-19	Correspond with internal working group regarding upcoming depositions and case developments.	Aikman, Amanda	0.20	185.00
13-Nov-19	Update Relativity with newly produced WIN ADV and SA (Kirkland) documents (1.4); batch incoming production documents for review (.8).	Bergelson, Vadim	2.20	759.00
13-Nov-19	Correspond with Alix and litigation team regarding deposition coverage.	Goren, Todd M.	0.40	460.00
13-Nov-19	Document review in Windstream vs. Uniti.	Greer, Jocelyn Edith	0.60	420.00
13-Nov-19	Call with R. Shanker (Kirkland) regarding Uniti discovery.	Rappoport, Steve	0.40	358.00
13-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	6.60	3,465.00
14-Nov-19	Download and update Relativity with newly produced WIN ADV, SA and WS (Kirkland) documents.	Bergelson, Vadim	2.40	828.00
14-Nov-19	Call with J. Wooding (Alix) regarding coverage for upcoming depositions.	Richards, Erica J.	0.10	92.50
14-Nov-19	Conduct first pass review of Windstream documents.	Westergaard, Lily Vale	3.90	2,047.50
15-Nov-19	Download and update Relativity with newly produced WIN ADV, KE SA and WS (Kirkland) documents.	Bergelson, Vadim	2.20	759.00
15-Nov-19	Call with J. Riley (Riley) regarding accounting expert report.	Greer, Jocelyn Edith	0.40	280.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

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15-Nov-19	Review Charter motion to exclude Jarosz expert testimony.	Marinuzzi, Lorenzo	0.80	1,040.00
15-Nov-19	Attend Fletcher deposition.	Richards, Erica J.	8.10	7,492.50
16-Nov-19	Review proposed list of expert topics.	Goren, Todd M.	0.30	345.00
17-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	4.90	2,572.50
18-Nov-19	Update Relativity with newly produced WIN ADV, KE SA and WS (Kirkland) documents.	Bergelson, Vadim	2.10	724.50
18-Nov-19	Correspond with internal working group regarding Uniti adversary proceeding depositions and attendance (.3); review summary of Fletcher deposition regarding Uniti adversary proceeding (.2).	Damast, Craig A.	0.50	462.50
18-Nov-19	Review draft of expert disclosures and proposed changes to same (.4); review Uniti expert disclosures (.2); review deposition summaries (.5); correspond with internal working group regarding deposition coverage (.2).	Goren, Todd M.	1.30	1,495.00
18-Nov-19	Draft expert disclosure.	Greer, Jocelyn Edith	0.70	490.00
18-Nov-19	Compile and distribute unredacted documents per S. Rappoport.	Guido, Laura	0.60	225.00
18-Nov-19	Review summaries of Charter depositions (.4); review correspondence regarding discovery issues in Uniti litigation (.4).	Levitt, Jamie A.	0.80	980.00
18-Nov-19	Review E. Richards summary of Uniti examination of former Windstream GC (.3); review Uniti revised discovery responses and objections (.3).	Marinuzzi, Lorenzo	0.60	780.00
18-Nov-19	Draft summary of Fletcher deposition.	Richards, Erica J.	0.90	832.50
18-Nov-19	Review recent pleadings in Charter adversary proceeding (.4); correspond with J. Greer and S. Rappoport regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
18-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	6.10	3,202.50
19-Nov-19	Update Relativity with newly produced WIN ADV, KE SA and WS (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
19-Nov-19	Attend R. Gunderman deposition.	Ferraioli, Raff	9.20	5,060.00
19-Nov-19	Review R. Gunderman deposition summary.	Marinuzzi, Lorenzo	0.40	520.00
19-Nov-19	Attend R. Gunderman deposition (9.2); draft summary of deposition (.9).	Rappoport, Steve	10.10	9,039.50
19-Nov-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	5.30	2,782.50
20-Nov-19	Download and analyze incoming Kirkland (Windstream) productions.	Bergelson, Vadim	0.80	276.00
20-Nov-19	Analyze update regarding T. Thomas deposition.	Ferraioli, Raff	0.20	110.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
26-Nov-19	Review draft letter to Davis Polk regarding privilege issues.	Richards, Erica J.	0.10	92.50
Total: 023	Discovery		191.40	142,925.00
Hearings				
14-Nov-19	Correspond with internal working group regarding upcoming hearing.	Ferraioli, Raff	0.50	275.00
19-Nov-19	Correspond with B. Weiland (Kirkland) regarding upcoming hearing.	Goren, Todd M.	0.20	230.00
22-Nov-19	Correspond with internal working group regarding upcoming hearing; correspond with B. Feder (UMB) regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.50	275.00
22-Nov-19	Review and revise update for Committee regarding upcoming hearing.	Goren, Todd M.	0.20	230.00
22-Nov-19	Compile materials for upcoming hearing (.9); coordinate telephonic appearance for same (.2).	Guido, Laura	1.10	412.50
22-Nov-19	Prepare for upcoming hearing (.4); revise materials regarding same and coordinate with L. Guido (.2).	Richardson Arnould, Ka	0.60	315.00
25-Nov-19	Attend status conference (telephonically).	Goren, Todd M.	0.60	690.00
25-Nov-19	Coordinate 11/25 telephonic status conference appearances.	Guido, Laura	0.30	112.50
25-Nov-19	Attend status conference.	Marinuzzi, Lorenzo	0.60	780.00
25-Nov-19	Prepare for (.2) and attend (.6) status conference (telephonically).	Richardson Arnould, Ka	0.80	420.00
Total: 024	Hearings		5.40	3,740.00
Claims Investigation				
05-Nov-19	Review impact of mortgages recorded by Uniti creditors.	Marinuzzi, Lorenzo	0.40	520.00
14-Nov-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.40	370.00
14-Nov-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.40	460.00
14-Nov-19	Prepare for (.4) and participate in (.4) weekly claims investigation meeting.	Ferraioli, Raff	0.80	440.00
14-Nov-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.40	280.00
14-Nov-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.40	220.00
14-Nov-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.40	210.00
14-Nov-19	Prepare for (.3) and participate in (.4) weekly claims investigation meeting.	Westergaard, Lily Vale	0.70	367.50
21-Nov-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.40	460.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

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21-Nov-19	Prepare for (.2) and participate in (.4) weekly claims investigation meeting.	Ferraioli, Raff	0.60	330.00
21-Nov-19	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.40	460.00
21-Nov-19	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.40	210.00
21-Nov-19	Prepare for (.2) and participate in (.4) weekly claims investigation meeting.	Westergaard, Lily Vale	0.60	315.00
Total: 026	Claims Investigation		6.30	4,642.50
Lien Investigation				
04-Nov-19	Correspond with G. Peck.	Sullivan, Lauren Marie	0.10	75.00
Total: 027	Lien Investigation		0.10	75.00
Other Motions/Applications				
01-Nov-19	Analyze motion to extend time to file notices of removal of civil actions.	Richardson Arnould, Ka	0.40	210.00
12-Nov-19	Correspond with internal working group regarding Committee's standing motion and adjournment.	Damast, Craig A.	0.20	185.00
12-Nov-19	Correspond with internal working group regarding adjournment of Committee standing motion.	Goren, Todd M.	0.30	345.00
12-Nov-19	Prepare notice of adjournment of Committee standing motion.	Guido, Laura	0.20	75.00
12-Nov-19	Correspond with E. Vonnegut (DPW) regarding Committee standing motion.	Marinuzzi, Lorenzo	0.20	260.00
13-Nov-19	File and coordinate service of notice of adjournment of hearing regarding Committee standing motion (.2); prepare courtesy copies of same for Chambers (.2).	Guido, Laura	0.40	150.00
13-Nov-19	Finalize notice of adjournment of Committee standing motion (.4); correspond with L. Guido regarding same (.2).	Richardson Arnould, Ka	0.60	315.00
Total: 029	Other Motions/Applications		2.30	1,540.00
Time Entry Review				
18-Nov-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	220.00
19-Nov-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.60	880.00
20-Nov-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	1.40	770.00
21-Nov-19	Review and revise October time entries for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.40	1,820.00
Total: 032	Time Entry Review		4.80	3,690.00

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
Mediation				
01-Nov-19	Review correspondence relating to recharacterization issues in mediation proceeding.	Dopsch, Peter C.	0.30	345.00
05-Nov-19	Correspond with Judge Chapman and mediation parties regarding upcoming mediation session (.3); call with Judge Chapman regarding same (.4).	Damast, Craig A.	0.70	647.50
05-Nov-19	Analyze correspondence regarding mediation (.1); coordinate with internal working group regarding same (.2); call with mediator regarding status of same (.3).	Ferraioli, Raff	0.60	330.00
05-Nov-19	Call with Judge Chapman regarding upcoming mediation session (.4); review status and strategy of same with L. Marinuzzi (.6); correspond with case parties regarding status of mediation (.1); call with mediator regarding same (.3).	Goren, Todd M.	1.40	1,610.00
05-Nov-19	Call with Judge Chapman regarding upcoming mediation session.	Levitt, Jamie A.	0.40	490.00
05-Nov-19	Review mediation strategy and status with T. Goren (.6); review correspondence from T. Lauria (UMB) to Judge Chapman regarding mediation (.5); call with Judge Chapman regarding upcoming mediation session (.4); call with mediator regarding status (.3).	Marinuzzi, Lorenzo	1.80	2,340.00
05-Nov-19	Review financing covenants in connection with mediation proposal.	Peck, Geoffrey R.	0.80	900.00
05-Nov-19	Prepare for mediation Uniti session.	Rappoport, Steve	0.90	805.50
05-Nov-19	Correspond with J. Greer and S. Rappoport regarding upcoming mediation session and related materials (.2); correspond with Alix and Perella regarding presentations for Committee (.2); review internal correspondence regarding upcoming mediation session (.4).	Richardson Arnould, Ka	0.80	420.00
05-Nov-19	Review Uniti credit agreement and amendments in connection with potential mediation proposal.	Sullivan, Lauren Marie	0.20	150.00
06-Nov-19	Attend mediation session at Kirkland (8.4); correspond with internal working group and Committee members regarding mediation status, mediator's proposal and next steps (.7).	Damast, Craig A.	9.10	8,417.50
06-Nov-19	Review correspondence relating to status of mediation.	Dopsch, Peter C.	0.60	690.00
06-Nov-19	Analyze mediation proposal.	Ferraioli, Raff	0.60	330.00
06-Nov-19	Attend mediation session at Kirkland (8.4); call with L. Marinuzzi regarding status of mediation and next steps (.4).	Goren, Todd M.	8.80	10,120.00
06-Nov-19	Review correspondence regarding Uniti mediation.	Levitt, Jamie A.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Date	Services	Timekeeper	Hours	Value
06-Nov-19	Review mediation proposal (.6); discuss same with Perella (.4); call with T. Goren regarding status of mediation and next steps (.4).	Marinuzzi, Lorenzo	1.40	1,820.00
06-Nov-19	Review financing covenants.	Peck, Geoffrey R.	1.90	2,137.50
06-Nov-19	Attend Uniti mediation (partial) (.8); discuss proposal with Judge Chapman (.4).	Rappoport, Steve	1.20	1,074.00
06-Nov-19	Attend mediation session at Kirkland.	Richards, Erica J.	8.40	7,770.00
06-Nov-19	Review internal working group's correspondence and Committee memorandum regarding mediation session (.3); review mediation proposal (.5).	Richardson Arnould, Ka	0.80	420.00
07-Nov-19	Correspond with internal working group and T. Scheffer (Kirkland) regarding upcoming mediation session (.2); correspond with internal working group regarding same and attendance (.4).	Damast, Craig A.	0.60	555.00
07-Nov-19	Correspond with internal working group regarding upcoming mediation session.	Goren, Todd M.	0.30	345.00
08-Nov-19	Correspond with internal working group regarding mediation session and next steps.	Damast, Craig A.	0.30	277.50
08-Nov-19	Attend mediation session.	Goren, Todd M.	5.90	6,785.00
08-Nov-19	Review correspondence regarding Uniti mediation.	Levitt, Jamie A.	0.60	735.00
08-Nov-19	Attend mediation session (partial).	Rappoport, Steve	3.50	3,132.50
08-Nov-19	Attend mediation session.	Richards, Erica J.	5.90	5,457.50
12-Nov-19	Review field cleansing materials in connection with mediation and internal correspondence regarding same.	Richardson Arnould, Ka	0.90	472.50
Total: 034	Mediation		59.30	59,312.00

Current Fees	476,822.25
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MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

Task Code Summary

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	63.00	58,342.50
005	Budgeting (Case)	0.40	220.00
007	Case Administration	23.20	16,163.50
008	Claims Administration and Objections	2.20	2,185.00
009	Corporate Governance and Board Matters	14.20	12,287.50
011	Employment and Fee Applications	4.60	2,670.00
014	Other Litigation	138.80	129,064.00
015	Meetings and Communications with Creditors	38.30	31,797.00
016	Non-Working Travel	18.90	17,341.50
019	Relief from Stay and Adequate Protection	3.40	2,197.50
020	Reporting	0.90	990.00
023	Discovery	191.40	142,925.00
024	Hearings	5.40	3,740.00
026	Claims Investigation	6.30	4,642.50
027	Lien Investigation	0.10	75.00
029	Other Motions/Applications	2.30	1,540.00
032	Time Entry Review	4.80	3,690.00
034	Mediation	59.30	59,312.00
	Client Accommodation – ½ Non-Working Travel		(8,670.75)
	Client Accommodation – Time Entry Review		(3,690.00)
	TOTAL	577.50	476,822.25

Invoice Summary

		<u>U.S.Dollars</u>
Total Fees		476,822.25
Total Disbursements		30,790.98
Total Amount Due		507,613.23

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5877787
Invoice Date: December 23, 2019

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
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	446,029.06	110,505.50
18-Oct-19	5859762	USD	491,832.02	396,102.42	95,729.60
22-Nov-19	5869006	USD	490,572.38	395,289.48	95,282.90

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Time Detail

Date	Services	Timekeeper	Hours	Value
Assumption and Rejection of Leases and Contracts				
02-Dec-19	Correspond with internal working group regarding Charter motion to compel assumption of contract.	Damast, Craig A.	0.30	277.50
02-Dec-19	Review status of analysis of Charter motion to compel assumption and rejection and open points.	Marinuzzi, Lorenzo	0.70	910.00
03-Dec-19	Correspond with internal working group regarding Charter motion to compel assumption of contracts and summary for Committee (.3); review unredacted version of such motion (.8); review summary of same for Committee (.4); correspond with internal working group regarding same and revisions (.4).	Damast, Craig A.	1.90	1,757.50
03-Dec-19	Review unredacted Charter motion to compel assumption and rejection.	Marinuzzi, Lorenzo	0.40	520.00
03-Dec-19	Revise draft summary of Charter motion to compel assumption.	Richards, Erica J.	1.10	1,017.50
03-Dec-19	Analyze Charter's motion to compel Debtors to assume or reject certain executory service contracts (.6); draft summary of same (.6).	Richardson Arnould, Ka	1.20	630.00
05-Dec-19	Review unredacted Uniti pleading in response to Committee, 2nd Lien and UMB objection to Debtors' motion to extend 365(d)(4) deadline.	Marinuzzi, Lorenzo	0.60	780.00
06-Dec-19	Review Uniti's response to objections to Debtors' motion to stay application of section 365(d)(4) deadline.	Damast, Craig A.	0.40	370.00
11-Dec-19	Review Debtors' objection to Charter's motion to compel assumption or rejection of contracts (.4); review Committee's joinder (.2).	Damast, Craig A.	0.60	555.00
11-Dec-19	Review and revise objection to Charter motion to compel assumption or rejection of contracts.	Goren, Todd M.	0.40	460.00
11-Dec-19	Cite check joinder to Debtors' objection to Charter's motion to compel assumption or rejection of contracts (.2); file and coordinate service of same (.1); prepare courtesy copies of same for Chambers (.1).	Guido, Laura	0.40	150.00
11-Dec-19	Revise joinder to Debtors' objection to Charter motion to compel.	Richards, Erica J.	0.40	370.00
Total: 003	Assumption and Rejection of Leases and Contracts		8.40	7,797.50
Budgeting (Case)				
10-Dec-19	Analyze budget; correspond with L. Marinuzzi regarding same.	Ferraioli, Raff	0.10	55.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
16-Dec-19	Review budget and staffing plan.	Goren, Todd M.	0.30	345.00
Total: 005	Budgeting (Case)		0.40	400.00
Business Operations				
02-Dec-19	Review counter-party negotiation overview from Debtors.	Goren, Todd M.	0.40	460.00
11-Dec-19	Review Alix report regarding performance.	Marinuzzi, Lorenzo	0.40	520.00
21-Dec-19	Review materials regarding status of contract negotiations.	Richards, Erica J.	0.20	185.00
Total: 006	Business Operations		1.00	1,165.00
Case Administration				
02-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
03-Dec-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Damast, Craig A.	0.40	370.00
03-Dec-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	220.00
03-Dec-19	Participate on weekly professionals' call (.3); call with B. Weiland (Kirkland) regarding status and next steps (.3).	Goren, Todd M.	0.60	690.00
03-Dec-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.30	210.00
03-Dec-19	Circulate notice of ECF filings to internal working group.	Guido, Laura	0.20	75.00
03-Dec-19	Participate on weekly professionals' call.	Rappoport, Steve	0.30	268.50
03-Dec-19	Participate on weekly professionals' call.	Richardson Arnould, Ka	0.30	157.50
04-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.5).	Guido, Laura	0.60	225.00
05-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
06-Dec-19	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	150.00
10-Dec-19	Prepare for (.1) and participate on (.3) weekly professionals' call.	Damast, Craig A.	0.40	370.00
10-Dec-19	Participate on weekly professionals' call.	Ferraioli, Raff	0.30	165.00
10-Dec-19	Participate on weekly professionals' call.	Goren, Todd M.	0.30	345.00
10-Dec-19	Participate on weekly professionals' call.	Greer, Jocelyn Edith	0.30	210.00
10-Dec-19	Participate on weekly professionals' call.	Marines, Jennifer L.	0.30	330.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
10-Dec-19	Participate on weekly professionals' call.	Rappoport, Steve	0.30	268.50
10-Dec-19	Participate on weekly professionals' call.	Richards, Erica J.	0.30	277.50
10-Dec-19	Prepare for (.3) and participate on (.3) weekly professionals' call.	Richardson Arnould, Ka	0.60	315.00
11-Dec-19	Correspond with internal working group regarding upcoming omnibus hearing and logistics.	Damast, Craig A.	0.20	185.00
11-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.4); update case calendar and provide updates to same (1.5).	Guido, Laura	1.90	712.50
12-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
13-Dec-19	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	225.00
16-Dec-19	Circulate notice of ECF filings to internal working group (.2); distribute recently filed pleadings to same (.2).	Guido, Laura	0.40	150.00
17-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	75.00
18-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.6).	Guido, Laura	0.70	262.50
19-Dec-19	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	150.00
20-Dec-19	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	112.50
20-Dec-19	Revise Committee administrative documents and circulate to internal working group.	Richardson Arnould, Ka	0.30	157.50
23-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	112.50
26-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.5); update case calendar and provide updates to same (.6).	Guido, Laura	1.10	412.50
27-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); provide calendar updates to same (.1).	Guido, Laura	0.20	75.00
30-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
31-Dec-19	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	37.50
Total: 007	Case Administration		13.60	7,539.50
Claims Administration and Objections				
02-Dec-19	Correspond with internal working group regarding Verizon claim negotiations.	Damast, Craig A.	0.30	277.50
05-Dec-19	Review Mach Resources reply to claim objection.	Marinuzzi, Lorenzo	0.40	520.00
17-Dec-19	Analyze notice of satisfied claims (.3) and second omnibus claims objection (.4).	Ferraioli, Raff	0.70	385.00
17-Dec-19	Review second omnibus objection to claims.	Marinuzzi, Lorenzo	0.60	780.00
19-Dec-19	Correspond with internal working group and Alix teams regarding Verizon claim negotiations status (.2); review summary and timeline (.2).	Damast, Craig A.	0.40	370.00
19-Dec-19	Review update from J. Luze (Kirkland) regarding Verizon claim negotiations and supporting materials.	Marinuzzi, Lorenzo	0.60	780.00
Total: 008	Claims Administration and Objections		3.00	3,112.50
Employee Benefits and Pensions				
19-Dec-19	Review and analyze KEIP/KERP materials.	Goren, Todd M.	1.20	1,380.00
20-Dec-19	Call with Alix team regarding Debtors' proposed 2020 KEIP and KERP motion (.7); correspond with R. Ferraioli and Committee members regarding same (.2).	Damast, Craig A.	0.90	832.50
20-Dec-19	Analyze KEIP/KERP materials (.7); correspond with Committee regarding same (.1).	Ferraioli, Raff	0.80	440.00
20-Dec-19	Review and analyze KEIP/KERP motions (.6); correspond with internal working group and Alix regarding same (.3).	Goren, Todd M.	0.90	1,035.00
20-Dec-19	Review proposed KEIP/KERP presentation materials (.6); review preliminary comments from Alix regarding program (.3); call with B. Weiland (Kirkland) regarding KEIP/KERP process (.4); draft memorandum to internal working group regarding B. Weiland call and next steps (.3).	Marinuzzi, Lorenzo	1.60	2,080.00
20-Dec-19	Prepare for (.2) and participate on (.7) call with Debtors' advisors regarding 2020 KEIP and KERP motions; call with Alix team regarding same (.7); call with J. Graham (Kirkland) regarding same (.2).	Richards, Erica J.	1.80	1,665.00
20-Dec-19	Review analysis of 2020 KEIP and KERP proposals from Debtors' advisors.	Richardson Arnould, Ka	0.90	472.50

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
23-Dec-19	Review Debtors' motions to approve 2020 KEIP (.8) and KERP (.8); correspond with internal working group regarding same (.1); call with M. Brod (Milbank) regarding same (.3); correspond with internal working group and Alix team regarding same and scheduling call (.3).	Damast, Craig A.	2.30	2,127.50
23-Dec-19	Analyze proposed KEIP/KERP materials (.9); analyze KEIP (.4) and KERP (.5) motions; analyze declarations in support of KEIP (.3) and KERP (.2) motions.	Ferraioli, Raff	2.30	1,265.00
23-Dec-19	Review Debtors' motions to approve 2020 KEIP/KERP (.9); call with M. Brod (Milbank) regarding same (.3); correspond with Alix team regarding same (.2).	Goren, Todd M.	1.40	1,610.00
23-Dec-19	Review correspondence regarding proposed 2020 KEIP and KERP between Alix and internal working group.	Richardson Arnould, Ka	0.20	105.00
26-Dec-19	Correspond with internal working group and Alix team regarding Debtors' proposed KEIP/KERP motions and scheduling call.	Damast, Craig A.	0.40	370.00
26-Dec-19	Prepare for (.1) and participate on (.5) call with Alix team regarding KEIP/KERP analysis.	Ferraioli, Raff	0.60	330.00
26-Dec-19	Review KEIP/KERP materials (.7); call with Alix team regarding same (.5); correspond with K. McGlynn (Alix) regarding same (.2).	Goren, Todd M.	1.40	1,610.00
26-Dec-19	Call with Alix team regarding KEIP/KERP analysis (.5); review status of Company response regarding due diligence requests (.3).	Marinuzzi, Lorenzo	0.80	1,040.00
26-Dec-19	Call with Alix team regarding KEIP/KERP analysis.	Rappoport, Steve	0.50	447.50
26-Dec-19	Call with Alix team regarding KEIP/KERP analysis.	Richards, Erica J.	0.50	462.50
27-Dec-19	Analyze Alix update regarding KEIP/KERP diligence; analyze correspondence from Committee professionals regarding same.	Ferraioli, Raff	0.20	110.00
27-Dec-19	Correspond with Alix regarding KEIP status.	Goren, Todd M.	0.20	230.00
27-Dec-19	Review status of KEIP proposal and scheduling (.5); call with B. Weiland (Kirkland) regarding KEIP and timing (.4); correspond with Alix regarding review of KEIP (.1); call with B. Weiland regarding same (.2).	Marinuzzi, Lorenzo	1.20	1,560.00
28-Dec-19	Analyze correspondence between internal working group and Alix regarding KEIP/KERP status and next steps.	Ferraioli, Raff	0.10	55.00
28-Dec-19	Correspond with Alix regarding status of KEIP diligence.	Goren, Todd M.	0.30	345.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
29-Dec-19	Call and correspond with Milbank regarding KEIP/KERP (.3); review and revise draft of Alix presentation regarding same (.6).	Goren, Todd M.	0.90	1,035.00
29-Dec-19	Review draft analysis of KEIP/KERP from Alix.	Marinuzzi, Lorenzo	0.70	910.00
30-Dec-19	Review Alix presentation regarding KEIP/KERP (.7); call with Milbank regarding same (.4).	Goren, Todd M.	1.10	1,265.00
30-Dec-19	Review KEIP/KERP status and Alix recommendations.	Marinuzzi, Lorenzo	0.80	1,040.00
Total: 010	Employee Benefits and Pensions		24.00	23,822.50
Employment and Fee Applications				
02-Dec-19	Prepare MoFo's second interim fee application.	Guido, Laura	2.40	900.00
03-Dec-19	Discuss interim fee application with L. Guido; discuss same with K. Richardson; correspond with Committee professionals regarding same.	Ferraioli, Raff	0.30	165.00
03-Dec-19	Update MoFo's second interim fee application (.1); discuss interim fee application with R. Ferraioli (.1).	Guido, Laura	0.20	75.00
03-Dec-19	Discuss interim fee application with R. Ferraioli.	Richardson Arnould, Ka	0.10	52.50
06-Dec-19	Review and revise October fee application summary (.2); correspond with L. Marinuzzi and Debtors regarding same (.2).	Richardson Arnould, Ka	0.40	210.00
09-Dec-19	Draft second interim fee application.	Ferraioli, Raff	0.30	165.00
10-Dec-19	Draft second interim fee application (2.1); analyze Perella's interim fee application (.2).	Ferraioli, Raff	2.30	1,265.00
10-Dec-19	File and coordinate service of Alix October fee statement (.2); update MoFo's second interim fee application (.4).	Guido, Laura	0.60	225.00
11-Dec-19	Finalize second interim fee application (1.3); correspond with L. Marinuzzi regarding same (.1); analyze comments to (.2) and revise (.3) same.	Ferraioli, Raff	1.90	1,045.00
11-Dec-19	Review correspondence regarding interim fee application.	Guido, Laura	0.10	37.50
11-Dec-19	Review and revise MoFo's second interim fee application (.9); correspond with R. Ferraioli regarding comments to same (.4).	Marinuzzi, Lorenzo	1.30	1,690.00
13-Dec-19	Correspond with L. Bonito (Alix) regarding interim fee application.	Richardson Arnould, Ka	0.30	157.50
16-Dec-19	Finalize second interim fee application (.6); arrange filing of same (.1); analyze Alix's second interim fee application (.3); arrange filing of same (.1); analyze Perella's second interim fee application (.3); correspond with Perella regarding same (.1); arrange filing of same (.1).	Ferraioli, Raff	1.60	880.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
16-Dec-19	Finalize, file and coordinate service of professionals' interim fee applications.	Guido, Laura	1.10	412.50
16-Dec-19	Review and finalize MoFo's second interim fee application (.8); review Perella's fee application for filing (.5).	Marinuzzi, Lorenzo	1.30	1,690.00
17-Dec-19	Correspond with J. Bregman regarding 2020 rate increase; analyze notice requirements in connection with same.	Ferraioli, Raff	0.10	55.00
17-Dec-19	Prepare courtesy copies of Committee professionals' interim fee applications for delivery to Chambers.	Guido, Laura	0.20	75.00
18-Dec-19	Correspond with internal working group regarding notice of increased billing rates.	Damast, Craig A.	0.20	185.00
18-Dec-19	Coordinate with internal working group regarding rate increase; analyze same; provide requisite notice of same to Debtors and U.S. Trustee.	Ferraioli, Raff	0.20	110.00
23-Dec-19	Finalize exhibits to monthly fee application (.4); analyze data for same (.5).	Ferraioli, Raff	0.90	495.00
26-Dec-19	Analyze November fee statement (.7); correspond with L. Marinuzzi regarding same (.1); coordinate filing of same (.1).	Ferraioli, Raff	0.90	495.00
26-Dec-19	Prepare MoFo's November fee statement.	Guido, Laura	1.30	487.50
26-Dec-19	Review and revise MoFo's November fee statement.	Marinuzzi, Lorenzo	0.60	780.00
27-Dec-19	Finalize, file and coordinate service of MoFo's November fee statement.	Guido, Laura	0.30	112.50
Total: 011	Employment and Fee Applications		18.90	11,765.00
Other Litigation				
02-Dec-19	Correspond with internal working group regarding objection to Uniti motion for summary judgment.	Goren, Todd M.	0.40	460.00
02-Dec-19	Review Charter and Windstream motion for summary judgment and related statements of uncontroverted fact.	Greer, Jocelyn Edith	3.90	2,730.00
02-Dec-19	Call with H. Hockberger (Kirkland) regarding Uniti motion for summary judgement.	Radzinschi, Julian N.	0.30	241.50
02-Dec-19	Call with H. Hockberger (Kirkland) regarding Uniti motion for summary judgment.	Rappoport, Steve	0.30	268.50
03-Dec-19	Review outline of motion for Uniti summary judgment opposition.	Goren, Todd M.	0.40	460.00
03-Dec-19	Correspond with K. Lockhart and G. Thompson regarding opposition to Uniti motion for summary judgment.	Greer, Jocelyn Edith	0.30	210.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
03-Dec-19	Revise Committee memorandum regarding Charter's motion to compel (.6); revise memorandum per comments from T. Goren (.3); analyze recent pleadings and revise schedule of material deadlines (.4).	Richardson Arnould, Ka	1.30	682.50
04-Dec-19	Review outline of Debtors' opposition to Uniti motion for summary judgment.	Damast, Craig A.	0.40	370.00
04-Dec-19	Review motion with respect to summary judgment for purposes of true sale analysis.	Dopsch, Peter C.	0.50	575.00
04-Dec-19	Review Charter motion to compel (.4); correspond with Debtors regarding same (.2).	Goren, Todd M.	0.60	690.00
04-Dec-19	Conduct legal research and draft joinder to opposition to Charter's motion for summary judgment.	Greer, Jocelyn Edith	3.60	2,520.00
04-Dec-19	Correspond with B. Weiland (Kirkland) and S. Rochester (Katten) regarding Debtors' response to Charter motion (.4); review status of Charter litigation reply and joinder (.3); review draft Uniti summary judgment brief (.6).	Marinuzzi, Lorenzo	1.30	1,690.00
04-Dec-19	Review draft Uniti summary judgment brief in connection with recharacterization claims.	Melendez, Miranda Bull	0.10	55.00
04-Dec-19	Analyze recent filings in Charter adversary proceeding.	Richards, Erica J.	0.70	647.50
05-Dec-19	Review draft of joinder to Debtors' opposition to Charter motion for summary judgment (.3); correspond with internal working group regarding same (.1).	Damast, Craig A.	0.40	370.00
05-Dec-19	Review Uniti motion for summary judgment opposition outline (.6); meet with Alix and Perella regarding status of litigation workstreams (.7); review and revise draft opposition to Charter motion for summary judgment (.4); review Debtors' opposition to same (.4).	Goren, Todd M.	2.10	2,415.00
05-Dec-19	Review Debtors' draft opposition to Charter's motion for summary judgment (1.3); revise joinder to Debtors' opposition to Charter's motion for summary judgment (.9); correspond with S. Rappoport regarding redactions to joinder (.4); review redactions in other filings in Windstream vs. Charter to determine redactions to joinder (.4); conduct legal research and outline potential joinder to Debtors' opposition to Uniti's motion for summary judgment (.7).	Greer, Jocelyn Edith	3.70	2,590.00
05-Dec-19	Review Debtors' draft reply regarding Charter motion to dismiss.	Marinuzzi, Lorenzo	0.60	780.00
05-Dec-19	Revise joinder to Charter motion for summary judgment response.	Rappoport, Steve	1.10	984.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
06-Dec-19	Review current draft of Committee's joinder to Debtors' opposition to Charter motion for summary judgment (.3); correspond with internal working group and Committee members regarding same (.2); review draft of Debtors' initial opposition to Uniti's motion for summary judgment (.6); correspond with internal working group regarding same (.7); review comments to same (.4).	Damast, Craig A.	2.20	2,035.00
06-Dec-19	Review motion for summary judgment brief relating to true sale issues.	Dopsch, Peter C.	0.30	345.00
06-Dec-19	Cite check and review joinder to Debtors' opposition to summary judgment for filing.	Franks, Matthew G.	1.90	484.50
06-Dec-19	Review and revise draft opposition to Uniti motion for summary judgment (1.4); review updated draft of Committee opposition to Charter motion for summary judgment (.4); review summary of securities class action vs. Uniti (.4).	Goren, Todd M.	2.20	2,530.00
06-Dec-19	Finalize and file joinder to opposition to Charter's motion for summary judgment (2.6); correspond with K. Lockhart, S. Rappoport and L. Guido regarding same (.2); draft motion to seal joinder to opposition to Charter's motion for summary judgment (1.6); review Debtors' opposition to Uniti's motion for summary judgment (1.3); review correspondence regarding same (.4).	Greer, Jocelyn Edith	6.10	4,270.00
06-Dec-19	Coordinate filing of joinder to Debtors' opposition to Charter's summary judgment motion (.4); prepare service materials for same (.2); finalize, file and coordinate service of same and motion to seal (.6); review correspondence regarding same (.4).	Guido, Laura	1.60	600.00
06-Dec-19	Review Windstream opposition to motion for summary judgment (.6); review summary of Uniti securities litigation (.4).	Levitt, Jamie A.	1.00	1,225.00
06-Dec-19	Review and revise draft reply to Uniti motion to dismiss (1.6); correspond with P. Dopsch regarding arguments in connection with same (.3); review status of Charter joinder and Debtors' reply (.6); review securities complaint vs. Uniti (.6).	Marinuzzi, Lorenzo	3.10	4,030.00
06-Dec-19	Review draft of Debtors' initial opposition to Uniti's motion for summary judgment (.3); correspond with P. Dopsch regarding same (.3).	Melendez, Miranda Bull	0.60	330.00
06-Dec-19	Revise joinder to opposition to Charter motion for summary judgment (.3); review and revise Windstream opposition to Uniti motion for summary judgment (1.8); review new Uniti securities suit and summarize for internal working group (.8); review new filings in Charter litigation (.8).	Rappoport, Steve	3.70	3,311.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
10-Dec-19	Review responses to Charter (.7) and Windstream motions for summary judgment (.7).	Marinuzzi, Lorenzo	1.40	1,820.00
10-Dec-19	Review summary of Charter filings for Committee (.5); review and revise joinder of Charter motion to dismiss opposition (1.9); comment on joinder regarding assumption and rejection of lease (.2).	Rappoport, Steve	2.60	2,327.00
10-Dec-19	Analyze summaries of Charter motion for summary judgment filings (.3); review draft opposition of Debtors to same (.3); draft joinder to Debtors' opposition to motion to compel (.7).	Richards, Erica J.	1.30	1,202.50
10-Dec-19	Call with J. Greer regarding Committee's joinder to Debtors' opposition to Uniti's motion to dismiss (.2); review same for circulation to Committee (.2).	Richardson Arnould, Ka	0.40	210.00
11-Dec-19	Correspond with internal working group regarding joinder to Debtors' opposition to Uniti's motion to dismiss (.2); review same (.2).	Damast, Craig A.	0.40	370.00
11-Dec-19	Review draft expert report in connection with accounting analysis.	Dopsch, Peter C.	0.30	345.00
11-Dec-19	Cite check and review joinder to Debtors' opposition to Charter motion to dismiss for filing.	Franks, Matthew G.	1.90	484.50
11-Dec-19	Call with Debtors regarding Uniti motion to dismiss hearing (.9); review motion to dismiss pleadings and prepare argument for hearing (2.3); review and revise draft accounting expert report (.7); correspond with internal working group regarding same (.4).	Goren, Todd M.	4.30	4,945.00
11-Dec-19	Correspond with L. Guido and M. Franks regarding cite-checking and filing joinder to opposition to Charter's motion to dismiss.	Greer, Jocelyn Edith	0.50	350.00
11-Dec-19	Review draft expert report (.9); correspond with Alix regarding call regarding expert report (.2); finalize joinder to opposition to Charter's motion to dismiss for filing (.4); correspond with Katten team regarding reply in support of Debtors' motion for summary judgment (.1); conduct legal research and outline draft joinder to Debtors' reply in support of motion for summary judgment (1.2).	Greer, Jocelyn Edith	2.80	1,960.00
11-Dec-19	File and coordinate service of joinder to opposition to Charter's motion to dismiss (.3); prepare courtesy copies of same for Chambers (.1).	Guido, Laura	0.40	150.00
11-Dec-19	Review joinder to Charter motion to dismiss opposition (.3); review correspondence regarding expert report and review same (1.3).	Levitt, Jamie A.	1.60	1,960.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
11-Dec-19	Review joinder to opposition to Charter motion to dismiss (.3); review Uniti response to 56(d) statement (.4); call with Debtors regarding Uniti motion to dismiss hearing (.9); review materials for Uniti motion to dismiss hearing (.6); review and provide comments to expert report (1.4).	Rappoport, Steve	3.60	3,222.00
12-Dec-19	Correspond with internal working group regarding expert report and deadline regarding Uniti adversary proceeding.	Damast, Craig A.	0.30	277.50
12-Dec-19	Draft joinder to reply in support of Debtors' motion for summary judgment (2.6); correspond with S. Rappoport and Katten team regarding summary judgment reply and pretrial conference (.2).	Greer, Jocelyn Edith	2.80	1,960.00
12-Dec-19	Review update of Uniti litigation status and next steps.	Marines, Jennifer L.	0.60	660.00
13-Dec-19	Correspond with internal working group and Kirkland team regarding Charter motions, response deadlines and hearing dates (.3); review draft of Committee's joinder to Debtors' reply in support of motion for summary judgment regarding Charter (.3).	Damast, Craig A.	0.60	555.00
13-Dec-19	Cite check and review joinder to Debtors' reply in support of motion for summary judgment in Charter for filing.	Franks, Matthew G.	1.10	280.50
13-Dec-19	Call with accounting expert regarding report and next steps (.4); review joinder to Charter motion for summary judgment reply (.3); review correspondence regarding status of Charter hearing (.4).	Goren, Todd M.	1.10	1,265.00
13-Dec-19	Correspond with L. Guido and M. Franks regarding filing joinder to Debtors' reply in support of motion for summary judgment (.3); finalize same for filing (.8); correspond with internal working group and Katten regarding same (.2); incorporate Katten's comments into draft reply (.3); call with accounting expert regarding report and next steps (.4).	Greer, Jocelyn Edith	2.00	1,400.00
13-Dec-19	File and coordinate service of joinder in support of Debtors' reply in support of summary judgment motion.	Guido, Laura	0.20	75.00
13-Dec-19	Review Charter reply regarding motion for summary judgment (.9); review Windstream summary judgment reply (.9).	Marinuzzi, Lorenzo	1.80	2,340.00
13-Dec-19	Revise joinder to Windstream motion for summary judgment reply (.5); review Windstream motion for summary judgment reply (.4); call with expert regarding report and next steps (.4).	Rappoport, Steve	1.30	1,163.50

Date	Services	Timekeeper	Hours	Value
13-Dec-19	Review and provide comments to draft joinder to Debtors' reply in support of motion for summary judgment.	Richards, Erica J.	0.10	92.50
16-Dec-19	Review pleadings regarding Charter motion for summary judgment (1.2); correspond with Debtors regarding status of updated Uniti complaint (.2).	Goren, Todd M.	1.40	1,610.00
16-Dec-19	Prepare courtesy copies of joinder to Debtors' reply in support of Debtors' summary judgment motion (.2) and limited objection to Debtors' exclusivity motion (.2) for delivery to Chambers.	Guido, Laura	0.40	150.00
16-Dec-19	Review next steps in Uniti adversary proceeding (.6); analyze complaint (.6) and expert reports (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
17-Dec-19	Review Charter's reply in support of motion to dismiss.	Greer, Jocelyn Edith	0.90	630.00
17-Dec-19	Review Charter reply regarding motion to dismiss for lack of jurisdiction.	Marinuzzi, Lorenzo	0.60	780.00
18-Dec-19	Review Charter reply regarding motion to exclude Jarosz testimony.	Marinuzzi, Lorenzo	0.40	520.00
20-Dec-19	Correspond with internal working group and White & Case team regarding comments to stipulation regarding Uniti Count 2 (.2); review same and comments (.4).	Damast, Craig A.	0.60	555.00
20-Dec-19	Analyze stipulation regarding Uniti Count 2 (.4); correspond with Kirkland regarding same (.2).	Ferraioli, Raff	0.60	330.00
20-Dec-19	Review and revise Uniti Count 2 stipulation (.5); call with White & Case and Milbank regarding same (.3); correspond with parties regarding revisions to same (.3).	Goren, Todd M.	1.10	1,265.00
20-Dec-19	Review stipulation regarding Uniti Count 2 complaint.	Rappoport, Steve	0.40	358.00
23-Dec-19	Review filings in Charter litigation relating to exclusion of expert testimony.	Rappoport, Steve	0.90	805.50
24-Dec-19	Correspond with internal working group regarding various pleadings filed in Charter adversary proceeding.	Damast, Craig A.	0.30	277.50
26-Dec-19	Review Windstream motion to exclude Borders' testimony in Charter litigation (.6) and motion to exclude Kardos testimony (.6).	Marinuzzi, Lorenzo	1.20	1,560.00
26-Dec-19	Review new Uniti securities complaint.	Rappoport, Steve	0.30	268.50
30-Dec-19	Correspond with internal working group and Kirkland team regarding status of amended complaint against Uniti.	Damast, Craig A.	0.10	92.50

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
30-Dec-19	Draft order granting sealing motion for motion for summary judgment in Windstream vs. Charter (.4); correspond with Chambers regarding filing order granting motion to seal in Windstream v. Charter (.4).	Greer, Jocelyn Edith	0.80	560.00
30-Dec-19	Review Daubert briefs in Charter adversary proceeding.	Rappoport, Steve	0.80	716.00
31-Dec-19	Review amended Uniti complaint.	Goren, Todd M.	0.80	920.00
31-Dec-19	Analyze Charter motion to strike Jarosz declaration.	Richards, Erica J.	0.10	92.50
Total: 014	Other Litigation		121.40	103,883.50

Meetings and Communications with Creditors

02-Dec-19	Call with counsel for unsecured creditor regarding case status.	Richards, Erica J.	0.10	92.50
03-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.3); review same (.1).	Damast, Craig A.	0.40	370.00
03-Dec-19	Review and revise agenda and correspondence to Committee regarding upcoming call.	Goren, Todd M.	0.40	460.00
03-Dec-19	Draft agenda for upcoming Committee call (.3); revise same per comments from T. Goren (.2); correspond with Perella and Alix regarding materials for Committee call (.2); review weekly financial presentation (.6); correspond with J. Wooding (Alix) regarding same (.3); analyze Debtors' schedules in connection with motion's allegations (.9).	Richardson Arnould, Ka	2.50	1,312.50
04-Dec-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Damast, Craig A.	0.90	832.50
04-Dec-19	Prepare for (.3) and participate on (.8) weekly Committee call; review Alix materials for call (.6).	Goren, Todd M.	1.70	1,955.00
04-Dec-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.80	560.00
04-Dec-19	Prepare for (.3) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.10	1,430.00
04-Dec-19	Participate on weekly Committee call.	Rappoport, Steve	0.80	716.00
04-Dec-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
04-Dec-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Richardson Arnould, Ka	1.20	630.00
06-Dec-19	Review and revise case status update to Committee.	Goren, Todd M.	0.20	230.00
06-Dec-19	Review correspondence from White & Case regarding case developments.	Richards, Erica J.	0.20	185.00
09-Dec-19	Call with B. Lohan (AT&T) regarding exclusivity (.3); review and revise correspondence to Committee regarding Uniti status (.3).	Goren, Todd M.	0.60	690.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
09-Dec-19	Call with B. Lohan (AT&T) regarding exclusivity.	Marinuzzi, Lorenzo	0.30	390.00
10-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.2).	Damast, Craig A.	0.40	370.00
10-Dec-19	Review and revise draft agenda for upcoming Committee call (.2); correspond with Committee regarding upcoming call (.2).	Goren, Todd M.	0.40	460.00
10-Dec-19	Call with Perella to discuss Committee strategy regarding plan matters and case update.	Marinuzzi, Lorenzo	0.40	520.00
10-Dec-19	Review and comment on draft agenda for upcoming Committee call.	Richards, Erica J.	0.20	185.00
10-Dec-19	Correspond with Perella and Alix regarding various matters relating to upcoming Committee call (.3); review presentation materials for Committee (.7); provide comments to Perella and Alix (.4); call with Perella to discuss Committee strategy regarding plan matters and case update (.4); review weekly financial presentation (.3); provide J. Wooding (Alix) with comments to same (.2); revise schedule of material dates and draft agenda for upcoming Committee call (.4); draft memorandum for Committee in advance of weekly call (.3); revise same per comments from T. Goren (.2).	Richardson Arnould, Ka	3.20	1,680.00
11-Dec-19	Prepare for (.1) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Damast, Craig A.	0.90	832.50
11-Dec-19	Prepare for (.1) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Ferraioli, Raff	0.90	495.00
11-Dec-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1); correspond with Committee regarding exclusivity status (.3) and status report (.2).	Goren, Todd M.	1.70	1,955.00
11-Dec-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same (.1).	Greer, Jocelyn Edith	0.80	560.00
11-Dec-19	Prepare for (.4) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Marinuzzi, Lorenzo	1.20	1,560.00
11-Dec-19	Participate on weekly Committee call (.7); follow-up discussion with internal working group regarding same (.1).	Rappoport, Steve	0.80	716.00
11-Dec-19	Prepare for (.3) and participate on (.7) weekly Committee call; follow-up discussion with internal working group regarding same (.1).	Richardson Arnould, Ka	1.10	577.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
12-Dec-19	Review and revise correspondence to Committee regarding hearing summary.	Goren, Todd M.	0.70	805.00
13-Dec-19	Correspond with Committee regarding exclusivity status.	Goren, Todd M.	0.30	345.00
13-Dec-19	Correspond with Committee regarding status of negotiations on exclusivity motion.	Richards, Erica J.	0.30	277.50
16-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.3); review and revise same (.3).	Damast, Craig A.	0.60	555.00
16-Dec-19	Discuss upcoming Committee call with K. Richardson (.2); analyze agenda for same (.1); correspond with Committee regarding same (.1); analyze materials in connection with same (.2).	Ferraioli, Raff	0.60	330.00
16-Dec-19	Review draft agenda and correspondence regarding upcoming Committee call (.4); call with B. Feder (UMB) regarding case status (.2).	Goren, Todd M.	0.60	690.00
16-Dec-19	Review and revise agenda for upcoming Committee call (.2); review status of presentation with Alix (.2).	Marinuzzi, Lorenzo	0.40	520.00
16-Dec-19	Review recent pleadings and revise schedule of material dates (.3); discuss upcoming Committee call with R. Ferraioli (.2); draft agenda for same (.3); revise per comments from C. Damast (.1); review weekly financial presentation (.6); provide comments to J. Wooding (Alix) regarding same (.2); correspond with Perella regarding materials for Committee call (.1).	Richardson Arnould, Ka	1.80	945.00
17-Dec-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Damast, Craig A.	0.80	740.00
17-Dec-19	Prepare for (.4) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.90	495.00
17-Dec-19	Prepare for (.3) and participate on (.5) weekly Committee call.	Goren, Todd M.	0.80	920.00
17-Dec-19	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.50	350.00
17-Dec-19	Participate on weekly Committee call.	Marines, Jennifer L.	0.50	550.00
17-Dec-19	Prepare for (.4) and participate on (.5) weekly Committee call.	Marinuzzi, Lorenzo	0.90	1,170.00
17-Dec-19	Correspond with Committee regarding update on recharacterization claims.	Melendez, Miranda Bull	0.10	55.00
17-Dec-19	Participate on weekly Committee call.	Rappoport, Steve	0.50	447.50
17-Dec-19	Participate on weekly Committee call.	Richards, Erica J.	0.50	462.50
17-Dec-19	Participate on weekly Committee call.	Richardson Arnould, Ka	0.50	262.50
18-Dec-19	Call with counsel to Altec regarding outcome of exclusivity hearing.	Guido, Laura	0.10	37.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
19-Dec-19	Call with counsel to Altec regarding hearing update and exclusivity status.	Richardson Arnould, Ka	0.40	210.00
26-Dec-19	Call with creditor regarding status and next steps (.8); correspond with L. Marinuzzi regarding same (.1).	Ferraioli, Raff	0.90	495.00
29-Dec-19	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.1).	Damast, Craig A.	0.30	277.50
29-Dec-19	Correspond with K. Richardson regarding upcoming Committee call; analyze materials for same.	Ferraioli, Raff	0.30	165.00
29-Dec-19	Review and revise agenda for Committee call (.2); correspond with internal working group regarding updates of same (.2).	Goren, Todd M.	0.40	460.00
29-Dec-19	Review recent pleadings (.6); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.3); correspond with S. Rappoport and T. Goren regarding same and update to Committee (.5); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.7); correspond with Alix regarding same (.4); draft transmittal for Committee and circulate to same (.2).	Richardson Arnould, Ka	3.20	1,680.00
30-Dec-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Damast, Craig A.	0.90	832.50
30-Dec-19	Participate on weekly Committee call.	Ferraioli, Raff	0.80	440.00
30-Dec-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Goren, Todd M.	1.20	1,380.00
30-Dec-19	Prepare for (.4) and participate on (.8) weekly Committee call.	Marinuzzi, Lorenzo	1.20	1,560.00
30-Dec-19	Participate on weekly Committee call.	Melendez, Miranda Bull	0.80	440.00
30-Dec-19	Participate on weekly Committee call.	Rappoport, Steve	0.80	716.00
30-Dec-19	Participate on weekly Committee call.	Richards, Erica J.	0.80	740.00
30-Dec-19	Prepare for (.1) and participate on (.8) weekly Committee call.	Richardson Arnould, Ka	0.90	472.50
Total: 015	Meetings and Communications with Creditors		48.30	40,330.50
Non-Working Travel				
12-Dec-19	Travel to/from White Plains for hearing.	Goren, Todd M.	3.00	3,450.00
12-Dec-19	Travel to/from White Plains for hearing.	Rappoport, Steve	2.50	2,237.50
18-Dec-19	Travel to/from White Plains for omnibus hearing.	Goren, Todd M.	4.10	4,715.00
18-Dec-19	Travel to/from White Plains for omnibus hearing.	Greer, Jocelyn Edith	2.60	1,820.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
18-Dec-19	Travel to/from White Plains for omnibus hearing.	Rappoport, Steve	3.30	2,953.50
Total: 016	Non-Working Travel		15.50	15,176.00
Plan and Disclosure Statement				
03-Dec-19	Review exclusivity extension request.	Marinuzzi, Lorenzo	0.50	650.00
04-Dec-19	Review draft of Debtors' second motion to extend exclusivity periods.	Damast, Craig A.	0.40	370.00
04-Dec-19	Review draft motion to extend exclusivity (.4); calls with B. Weiland (Kirkland) (.2) and M. Brod (Milbank) (.2) regarding same.	Goren, Todd M.	0.80	920.00
05-Dec-19	Review potential restructuring framework (1.1); correspond with Perella and Alix regarding same (.2).	Goren, Todd M.	1.30	1,495.00
05-Dec-19	Review exclusivity motion and consider possible timelines (.7); review potential restructuring framework (.7).	Marinuzzi, Lorenzo	1.40	1,820.00
06-Dec-19	Call with M. Brod (Milbank) regarding exclusivity and potential restructuring framework (.3); correspond with L. Marinuzzi regarding same (.1).	Goren, Todd M.	0.40	460.00
06-Dec-19	Analyze potential restructuring framework.	Richards, Erica J.	1.20	1,110.00
07-Dec-19	Correspond with internal working group, Perella and Alix teams regarding potential restructuring framework.	Damast, Craig A.	0.30	277.50
07-Dec-19	Correspond with Alix and Perella regarding potential restructuring framework.	Goren, Todd M.	0.30	345.00
09-Dec-19	Correspond with internal working group regarding limited objection to Debtors' exclusivity motion (.2); call with internal working group and Committee professionals regarding potential restructuring framework (.5); review same (.4).	Damast, Craig A.	1.10	1,017.50
09-Dec-19	Analyze potential restructuring framework (.7); call with internal working group and Committee professionals regarding same (.4).	Ferraioli, Raff	1.10	605.00
09-Dec-19	Review potential restructuring framework (.8); call with internal working group and Committee professionals regarding same (.4); calls with Milbank (.3), Paul Weiss (.2) and Kirkland (.2) regarding exclusivity.	Goren, Todd M.	1.90	2,185.00
09-Dec-19	Call with internal working group and Committee professionals regarding potential restructuring framework.	Levitt, Jamie A.	0.40	490.00
09-Dec-19	Review potential restructuring framework (1.6); call with internal working group and Committee professionals regarding same (.4); review status of exclusivity request (.6).	Marinuzzi, Lorenzo	2.60	3,380.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
16-Dec-19	Finalize objection to Debtors' exclusivity motion (.8); arrange for filing of same (.2); analyze objections of 2L ad hoc group (.3), 1L ad hoc group (.2) and indenture trustees (.3) to Debtors' exclusivity motion.	Ferraioli, Raff	1.80	990.00
16-Dec-19	Review and revise draft objection to exclusivity (.6); review 2L, trustee and 1L objections to same (.8); calls with S. Lovett (Paul Weiss), H. Denman (White & Case) and M. Brod (Milbank) regarding same (.4); call with B. Weiland (Kirkland) regarding same (.2); review Committee position regarding exclusivity (.3).	Goren, Todd M.	2.30	2,645.00
16-Dec-19	Review and finalize Committee objection to exclusivity extension request (.6); review 2L exclusivity objection (.4), 1L exclusivity objection (.3) and UMB exclusivity objection (.4); review strategy and Committee recommendation regarding exclusivity compromise (.6); review potential restructuring framework (.9).	Marinuzzi, Lorenzo	3.20	4,160.00
16-Dec-19	Further revise draft objection to plan exclusivity motion.	Richards, Erica J.	0.30	277.50
16-Dec-19	Review limited objections to Debtors' second motion to extend exclusivity periods.	Richardson Arnould, Ka	0.90	472.50
17-Dec-19	Review Debtors' reply in support of second exclusivity motion (.3) and notice of proposed order (.4); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.90	832.50
17-Dec-19	Analyze Debtors' reply to various objections to second exclusivity request; analyze revised proposed order granting Debtors' second exclusivity motion; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	220.00
17-Dec-19	Review revised exclusivity order with L. Marinuzzi (.3); call with B. Weiland (Kirkland) regarding exclusivity (.4); review Debtors' reply and updated exclusivity order (.5); prepare for exclusivity hearing (.7).	Goren, Todd M.	1.90	2,185.00
17-Dec-19	Review Debtors' reply to exclusivity objections (.6); review revised exclusivity order (.3); review same with T. Goren (.3); call with B. Weiland (Kirkland) regarding exclusivity (.4).	Marinuzzi, Lorenzo	1.60	2,080.00
Total: 017	Plan and Disclosure Statement		57.90	56,739.00
Real Estate				
04-Dec-19	Call with M. Melendez regarding status of analysis relating to real estate assets and real estate list.	Dopsch, Peter C.	0.30	345.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
04-Dec-19	Call with P. Dopsch regarding status of analysis relating to real estate assets and real estate list.	Melendez, Miranda Bull	0.30	165.00
05-Dec-19	Call with Alix regarding real estate analysis and list of real estate assets.	Dopsch, Peter C.	0.40	460.00
05-Dec-19	Correspond with Alix regarding real property analysis.	Goren, Todd M.	0.30	345.00
06-Dec-19	Review Alix real property analysis (.2); call with internal working group regarding same (.2); call with Alix regarding same (.6).	Dopsch, Peter C.	1.00	1,150.00
06-Dec-19	Review and analyze Alix real property analysis (.6); call with internal working group regarding same (.2); call with Alix regarding same (.6).	Goren, Todd M.	1.40	1,610.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Levitt, Jamie A.	0.80	980.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Melendez, Miranda Bull	0.80	440.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Richards, Erica J.	0.80	740.00
06-Dec-19	Call with internal working group regarding real property analysis (.2); call with Alix regarding same (.6).	Sullivan, Lauren Marie	0.80	600.00
Total: 018	Real Estate		6.90	6,835.00
Relief from Stay and Adequate Protection				
17-Dec-19	Review Serrano stay relief motion.	Richards, Erica J.	0.30	277.50
19-Dec-19	Review Serrano stay relief motion (.2); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.40	370.00
24-Dec-19	Review Sprint stay relief motion.	Damast, Craig A.	0.40	370.00
26-Dec-19	Review recent stay relief motions (.6); review and revise memorandum to Committee regarding same (.5).	Goren, Todd M.	1.10	1,265.00
30-Dec-19	Analyze stay relief motions filed by Sprint and Serrano (.9); draft summary of same for internal working group (.8); draft revised schedule of material dates and pleadings in Charter adversary proceeding (.4).	Richardson Arnould, Ka	2.10	1,102.50
Total: 019	Relief from Stay and Adequate Protection		4.30	3,385.00
Reporting				
04-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.20	185.00
06-Dec-19	Review first day reporting package.	Goren, Todd M.	0.40	460.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
10-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
13-Dec-19	Review first day reporting documents.	Goren, Todd M.	0.40	460.00
17-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
26-Dec-19	Update weekly fee tracker.	Ferraioli, Raff	0.30	165.00
27-Dec-19	Correspond with T. Scheffer (Kirkland) regarding first day and cash reporting (.1); review same (.3).	Damast, Craig A.	0.40	370.00
31-Dec-19	Review first day reporting.	Goren, Todd M.	0.40	460.00
31-Dec-19	Update weekly fee tracker.	Richards, Erica J.	0.10	92.50
Total: 020	Reporting		2.40	2,377.50
Discovery				
02-Dec-19	Update Relativity with newly produced documents from Kirkland.	Bergelson, Vadim	1.80	621.00
02-Dec-19	Update internal database with deposition transcripts and exhibits.	Guido, Laura	0.30	112.50
02-Dec-19	Analyze deposition transcripts.	Radzinski, Julian N.	0.90	724.50
03-Dec-19	Review Windstream responses and objections to RFPs.	Goren, Todd M.	0.40	460.00
06-Dec-19	Update internal database with dataroom files.	Guido, Laura	0.80	300.00
11-Dec-19	Update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.80	621.00
11-Dec-19	Conduct first pass review of Windstream productions.	Westergaard, Lily Vale	2.40	1,260.00
12-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.90	655.50
13-Dec-19	Update internal database with dataroom files.	Guido, Laura	0.60	225.00
16-Dec-19	Conduct first pass review of Windstream productions (1.8); review correspondence regarding same (.6).	Westergaard, Lily Vale	2.40	1,260.00
17-Dec-19	Correspond with Thompson Coburn regarding unredacted documents.	Greer, Jocelyn Edith	0.60	420.00
18-Dec-19	Organize materials for upcoming deposition.	Franks, Matthew G.	0.60	153.00
18-Dec-19	Review Debtors' proposed E&Y 30(b)(6) requests.	Marinuzzi, Lorenzo	0.40	520.00
20-Dec-19	Review responses and objections to Uniti interrogatories.	Marinuzzi, Lorenzo	0.40	520.00
21-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.10	379.50
23-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.40	483.00
27-Dec-19	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.20	414.00
Total: 023	Discovery		19.00	9,129.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
Hearings				
10-Dec-19	Prepare and submit order regarding electronic devices for December 12 hearing (.2); schedule telephonic appearance for same (.2).	Guido, Laura	0.40	150.00
10-Dec-19	Coordinate preparations for December 12 hearing.	Richardson Arnould, Ka	0.20	105.00
11-Dec-19	Discuss upcoming hearing with K. Richardson; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	110.00
11-Dec-19	Prepare and review materials for upcoming hearing (.8); discuss same with K. Richardson (.2); follow-up with Chambers regarding electronics order for upcoming hearing (.2).	Guido, Laura	1.20	450.00
11-Dec-19	Prepare for upcoming hearing (.3); discuss same with R. Ferraioli (.1); discuss same with L. Guido (.2).	Richardson Arnould, Ka	0.60	315.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.9); correspond with internal working group regarding same (.3); discuss same with K. Richardson (.2); correspond with E. Richards and K. Richardson regarding same (.3); correspond with S. Rappoport regarding same and partial summary (.2); correspond with K. Richardson regarding same (.2); review final summary for Committee (.2).	Damast, Craig A.	5.30	4,902.50
12-Dec-19	Prepare for (.8) and attend (6.6) hearing regarding Uniti motion to dismiss; call with L. Marinuzzi regarding hearing status (.3).	Goren, Todd M.	7.70	8,855.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial).	Greer, Jocelyn Edith	3.00	2,100.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.0); correspond with internal working group regarding summary of Uniti motion to dismiss hearing and Judges's rulings (.3).	Levitt, Jamie A.	3.30	4,042.50
12-Dec-19	Call with T. Goren regarding hearing status (.3); review S. Rappoport memorandum regarding hearing status and expected outcome (.3).	Marinuzzi, Lorenzo	0.60	780.00
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (6.6); revise summary of Uniti hearing (.3).	Rappoport, Steve	6.90	6,175.50
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.7); review and revise draft summary of same (.5).	Richards, Erica J.	4.20	3,885.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
12-Dec-19	Attend hearing regarding Uniti motion to dismiss (telephonically) (partial) (3.8); correspond with internal working group regarding same (.7); discuss same with C. Damast (.2); draft memorandum for Committee regarding same (.8); revise same per comments from S. Rappoport and T. Goren (.6).	Richardson Arnould, Ka	6.10	3,202.50
16-Dec-19	Prepare and submit order for electronic devices regarding December 18 hearing (.2); coordinate telephonic appearance for same (.2).	Guido, Laura	0.40	150.00
17-Dec-19	Analyze revised agenda for upcoming omnibus hearing; coordinate with internal working group regarding same; correspond with Committee regarding same.	Ferraioli, Raff	0.40	220.00
17-Dec-19	Prepare binder for upcoming hearing regarding Charter motions to dismiss and for summary judgment.	Franks, Matthew G.	3.30	841.50
17-Dec-19	Analyze materials for hearing regarding Charter motions to dismiss and for summary judgment.	Greer, Jocelyn Edith	0.90	630.00
17-Dec-19	Prepare materials for upcoming omnibus hearing (4.4); coordinate December 18 telephonic appearance for L. Marinuzzi (.3).	Guido, Laura	4.70	1,762.50
17-Dec-19	Review agenda for omnibus hearing.	Marinuzzi, Lorenzo	0.40	520.00
17-Dec-19	Prepare for Charter hearing.	Rappoport, Steve	0.60	537.00
18-Dec-19	Correspond with internal working group regarding status of omnibus hearing (.3) and court ruling (.3); review summary of hearing for Committee (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,202.50
18-Dec-19	Prepare for (.3) and attend (3.6) omnibus hearing regarding Charter motion for summary judgment (telephonically) (partial).	Ferraioli, Raff	3.90	2,145.00
18-Dec-19	Prepare for (.9) and attend (6.9) omnibus hearing regarding Charter motion for summary judgment; review and revise correspondence to Committee regarding hearing summary (.3).	Goren, Todd M.	8.10	9,315.00
18-Dec-19	Attend omnibus hearing regarding Charter motion for summary judgment (6.9); draft summary of omnibus hearing for Committee (1.1).	Greer, Jocelyn Edith	8.00	5,600.00
18-Dec-19	Calls with S. Rappoport and Katten regarding omnibus hearing and arguments on Charter summary judgment motion (.7); review summary regarding court decisions on motion and next steps (1.1).	Levitt, Jamie A.	1.80	2,205.00
18-Dec-19	Participate in omnibus hearing regarding Charter motion for summary judgment (telephonically) (partial).	Marinuzzi, Lorenzo	5.80	7,540.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
18-Dec-19	Attend omnibus hearing regarding Charter regarding motion for summary judgment (6.9); revise summary of hearings for Committee (.4).	Rappoport, Steve	7.30	6,533.50
18-Dec-19	Attend omnibus hearing regarding Charter motion for summary judgment (telephonically) (partial) (4.6); draft Committee memorandum regarding same (1.1); revise same per comments from E. Richards (.8); correspond with T. Goren and S. Rappoport regarding same and revise per comments from same (.3).	Richardson Arnould, Ka	6.80	3,570.00
19-Dec-19	Discuss result of omnibus hearing with R. Ferraioli.	Damast, Craig A.	0.20	185.00
19-Dec-19	Discuss result of omnibus hearing with C. Damast.	Ferraioli, Raff	0.20	110.00
Total: 024	Hearings		93.80	78,140.00

Claims Investigation

05-Dec-19	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.60	555.00
05-Dec-19	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.60	690.00
05-Dec-19	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.60	420.00
05-Dec-19	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.60	780.00
05-Dec-19	Participate in weekly claims investigation meeting.	Melendez, Miranda Bull	0.60	330.00
05-Dec-19	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.60	555.00
05-Dec-19	Participate in weekly claims investigation meeting (telephonically).	Richardson Arnould, Ka	0.60	315.00
05-Dec-19	Prepare for (.6) and participate in (.6) weekly claims investigation meeting.	Westergaard, Lily Vale	1.20	630.00
26-Dec-19	Discuss analysis of master lease with M. Melendez in connection with claims analysis.	Dopsch, Peter C.	0.20	230.00
26-Dec-19	Discuss analysis of master lease with P. Dopsch in connection with claims analysis.	Melendez, Miranda Bull	0.20	110.00
Total: 026	Claims Investigation		5.80	4,615.00

Lien Investigation

05-Jun-19	Review document productions to find lien-related documentation (.8); update status charts accordingly (.4).	Sullivan, Lauren Marie	1.20	900.00
07-Jun-19	Correspond with IP team regarding lien searches.	Sullivan, Lauren Marie	0.20	150.00
01-Aug-19	Conduct legal research regarding liens on certain assets (2.3); conduct legal research regarding effect of bankruptcy code section 544(a)(3) (2.1); draft summary of findings (.2); correspond with G. Peck regarding same (.2).	Sullivan, Lauren Marie	4.80	3,600.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

Date	Services	Timekeeper	Hours	Value
06-Aug-19	Conduct legal research regarding liens on certain assets.	Sullivan, Lauren Marie	1.40	1,050.00
08-Aug-19	Draft summary of research findings regarding perfection of certain security interest.	Sullivan, Lauren Marie	3.60	2,700.00
22-Aug-19	Review Debtors' chart of real property assets and descriptions to determine whether any are excluded assets from secured creditors' liens.	Sullivan, Lauren Marie	0.40	300.00
16-Sep-19	Review Uniti debt baskets and summarize findings for review.	Sullivan, Lauren Marie	0.40	300.00
06-Nov-19	Conduct legal research regarding ability to perfect security interest in fixtures through Committee central filing.	Sullivan, Lauren Marie	0.40	300.00
Total: 027	Lien Investigation		12.40	9,300.00
Other Motions/Applications				
04-Dec-19	Correspond with E. Moskowitz (DPW) regarding Committee standing motion.	Marinuzzi, Lorenzo	0.30	390.00
13-Dec-19	Correspond with E. Richards and K. Richardson regarding notice of adjournment of Committee's standing motion (.2); review and revise same (.3); correspond with J. Greer regarding same (.1).	Damast, Craig A.	0.60	555.00
13-Dec-19	Prepare notice of adjournment of hearing regarding standing motion (.2); file and coordinate service of same (.2).	Guido, Laura	0.40	150.00
13-Dec-19	Revise and finalize notice of adjournment of Committee's standing motion (.6); correspond with C. Damast regarding same (.1); revise same accordingly (.2).	Richardson Arnould, Ka	0.90	472.50
Total: 029	Other Motions/Applications		2.20	1,567.50
Time Entry Review				
19-Dec-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.30	165.00
20-Dec-19	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,320.00
23-Dec-19	Review and revise November time entries for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.40	1,820.00
Total: 032	Time Entry Review		4.10	3,305.00
			Current Fees	379,492.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,150.00	77.70	89,355.00
04458	Levitt, Jamie A.	1,225.00	11.20	13,720.00
17456	Marines, Jennifer L.	1,100.00	1.40	1,540.00
14116	Marinuzzi, Lorenzo	1,300.00	54.20	70,460.00
22652	Dobrosielski, Jan	525.00	6.40	3,360.00
22181	Ferraioli, Raff	550.00	34.20	18,810.00
23534	Greer, Jocelyn Edith	700.00	52.60	36,820.00
20387	Melendez, Miranda Bull	550.00	3.60	1,980.00
22265	Radzinski, Julian N.	805.00	1.20	966.00
21823	Richardson Arnould, Ka	525.00	47.90	25,147.50
23425	Sullivan, Lauren Marie	750.00	13.20	9,900.00
21829	Westergaard, Lily Vale	525.00	6.00	3,150.00
08676	Dopsch, Peter C.	1,150.00	3.60	4,140.00
19721	Rappoport, Steve	895.00	42.80	38,306.00
14078	Richards, Erica J.	925.00	22.50	20,812.50
17323	Damast, Craig A.	925.00	39.00	36,075.00
13849	Guido, Laura	375.00	27.80	10,425.00
20440	Franks, Matthew G.	255.00	8.80	2,244.00
15029	Bergelson, Vadim	345.00	9.20	3,174.00
	Client Accommodation – ½ Non-Working Travel			(7,588.00)
	Client Accommodation – Time Entry Review			(3,305.00)
	TOTAL		463.30	379,492.00

Invoice Number: 5883307
Invoice Date: January 23, 2020

Task Code	Description	Hours	Value
003	Assumption and Rejection of Leases and Contracts	8.40	7,797.50
005	Budgeting (Case)	0.40	400.00
006	Business Operations	1.00	1,165.00
007	Case Administration	13.60	7,539.50
008	Claims Administration and Objections	3.00	3,112.50
010	Employee Benefits and Pensions	24.00	23,822.50
011	Employment and Fee Applications	18.90	11,765.00
014	Other Litigation	121.40	103,883.50
015	Meetings and Communications with Creditors	48.30	40,330.50
016	Non-Working Travel	15.50	15,176.00
017	Plan and Disclosure Statement	57.90	56,739.00
018	Real Estate	6.90	6,835.00
019	Relief from Stay and Adequate Protection	4.30	3,385.00
020	Reporting	2.40	2,377.50
023	Discovery	19.00	9,129.00
024	Hearings	93.80	78,140.00
026	Claims Investigation	5.80	4,615.00
027	Lien Investigation	12.40	9,300.00
029	Other Motions/Applications	2.20	1,567.50
032	Time Entry Review	4.10	3,305.00
	Client Accommodation – ½ Non-Working Travel		(7,588.00)
	Client Accommodation – Time Entry Review		(3,305.00)
	TOTAL	463.30	379,492.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5883307
Invoice Date: January 23, 2020

Disbursement Detail

Date	Description	Value
31-Dec-19	On-line Research - WESTLAW	1,701.70
31-Dec-19	Air Freight	84.73
11-Dec-19	Reporting fees, Veritext/New York Reporting Company, Mark Wallace transcript on 11/22/19	3,293.30
12-Dec-19	Travel, parking, T. Goren, traveling to White Plains for hearing, 12/12/19	9.00
12-Dec-19	Travel, parking, T. Goren, traveling to White Plains for hearing, 12/12/19	3.20
18-Dec-19	Travel, parking, T. Goren, traveling to White Plains for hearing, 12/18/19	12.20
18-Dec-19	Travel, mileage, T. Goren, traveling to White Plains for hearing, 12/18/19	124.70
18-Dec-19	Travel, parking, S. Rappoport, traveling to White Plains for hearing, 12/18/19	8.00
01-Dec-19	EDiscovery, Epiq Managed Services, November 2019	2,343.37
18-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/18/19	120.00
19-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/19/19	55.80
25-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/25/19	53.48
25-Nov-19	Business meals, 6 attendees, Windstream meeting, 11/25/19	120.00
02-Dec-19	Business meals, 6 attendees, Windstream meeting, 12/2/19	55.80
02-Dec-19	Business meals, 6 attendees, Windstream meeting, 12/2/19	120.00
09-Dec-19	Business meals, 5 attendees, Windstream meeting, 12/9/19	100.00
16-Dec-19	Business meals, 6 attendees, Windstream meeting, 12/16/19	120.00
12-Dec-19	Travel meals, T. Goren, lunch, in White Plains for hearing, 12/12/19	10.99
18-Dec-19	Travel meals, S. Rappoport, T. Goren, J. Greer, lunch, in White Plains for hearing, 12/18/19	110.30
09-Dec-19	Messenger service, order #: W1654173, to White Plains, 12/9/19	201.09
09-Dec-19	Messenger service, order #: W1654173, to White Plains, 12/9/19	162.82
13-Dec-19	Court filing service, CourtCall, K. Richardson, 12/12/19 hearing	149.00
20-Dec-19	Court filing service, CourtCall, K. Richardson, 12/18/19 hearing	163.00
20-Dec-19	Court filing service, CourtCall, L. Marinuzzi, 12/18/19 hearing	212.00
Current Disbursements		9,334.48

Invoice Number: 5883307
Invoice Date: January 23, 2020

		<u>U.S.Dollars</u>
Total Fees		379,492.00
Total Disbursements		9,334.48
Total Amount Due		388,826.48

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
28-Aug-19	5847321	USD	874,378.40	701,356.35	173,022.05
26-Sep-19	5853864	USD	556,534.56	446,029.06	110,505.50
18-Oct-19	5859762	USD	491,832.02	396,102.42	95,729.60
22-Nov-19	5869006	USD	490,572.38	395,289.48	95,282.90
23-Dec-19	5877787	USD	507,613.23	0.00	507,613.23

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
23-Jan-20	Review status of real estate analysis and values (.9); review additional due diligence items regarding real estate with Alix (.4).	Marinuzzi, Lorenzo	1.30	1,852.50
31-Jan-20	Review and analyze real property analysis from Alix.	Goren, Todd M.	0.60	735.00
Total: 001	Asset Analysis and Recovery		1.90	2,587.50
Assumption and Rejection of Leases and Contracts				
06-Jan-20	Review Charter notice of withdrawal of motion to compel assumption or rejection.	Damast, Craig A.	0.10	99.00
16-Jan-20	Review stipulation between Debtors and various parties extending date by which to assume or reject contracts.	Marinuzzi, Lorenzo	0.30	427.50
31-Jan-20	Review stipulation extending time to assume or reject certain leases.	Damast, Craig A.	0.20	198.00
Total: 003	Assumption and Rejection of Leases and Contracts		0.60	724.50
Budgeting (Case)				
27-Jan-20	Draft budget and staffing plan for third interim period.	Ferraioli, Raff	0.30	213.00
28-Jan-20	Review draft budget from R. Ferraioli.	Marinuzzi, Lorenzo	0.30	427.50
Total: 005	Budgeting (Case)		0.60	640.50
Business Operations				
15-Jan-20	Review Alix update regarding business performance.	Marinuzzi, Lorenzo	0.80	1,140.00
23-Jan-20	Call with Sprint regarding status of negotiations with Company (.3); draft memorandum to internal working group regarding same (.3).	Marinuzzi, Lorenzo	0.60	855.00
27-Jan-20	Correspond with Kirkland and Alvarez regarding Sprint status.	Goren, Todd M.	0.20	245.00
27-Jan-20	Correspond with B. Weiland (Kirkland) regarding Sprint relationship (.2); review Sprint update and motion (.4).	Marinuzzi, Lorenzo	0.60	855.00
28-Jan-20	Call with Kirkland and Alvarez regarding Sprint negotiations.	Goren, Todd M.	0.40	490.00
28-Jan-20	Review status of Sprint negotiations (.3); call with Kirkland and Alvarez regarding same (.4).	Marinuzzi, Lorenzo	0.70	997.50
28-Jan-20	Review Alix weekly business update.	Marinuzzi, Lorenzo	0.40	570.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
31-Jan-20	Correspond with Kirkland (.3) and Alix (.3) regarding update on negotiations with contract counterparty.	Damast, Craig A.	0.60	594.00
31-Jan-20	Review status update regarding negotiations with contract counterparty.	Ferraioli, Raff	0.40	284.00
31-Jan-20	Review presentation regarding status of counterparty negotiations (.5); correspond with Alix, Perella and Kirkland regarding same (.3).	Goren, Todd M.	0.80	980.00
31-Jan-20	Review status report on Verizon negotiations.	Marinuzzi, Lorenzo	0.90	1,282.50
Total: 006	Business Operations		6.40	8,293.00

Case Administration

02-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.5).	Guido, Laura	0.70	280.00
03-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar (.2).	Guido, Laura	0.40	160.00
06-Jan-20	Correspond with L. Guido regarding docket and calendar matters.	Damast, Craig A.	0.20	198.00
06-Jan-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.10	40.00
07-Jan-20	Prepare for (.2) and participate on (.6) weekly professionals' call; follow-up discussion with internal working group regarding same (.4).	Damast, Craig A.	1.20	1,188.00
07-Jan-20	Prepare for (.2) and participate on (.6) weekly professionals' call; follow-up discussion with internal working group regarding same (.4).	Ferraioli, Raff	1.20	852.00
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Goren, Todd M.	1.00	1,225.00
07-Jan-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
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Marines, Jennifer L.	1.00	1,200.00
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Rappoport, Steve	1.00	930.00
07-Jan-20	Participate on weekly professionals' call (.6); follow-up discussion with internal working group regarding same (.4).	Richards, Erica J.	1.00	995.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
06-Jan-20	Discuss KEIP/KERP with J. Greer (.3); finalize and serve deposition notices regarding KEIP/KERP (.5).	Rappoport, Steve	0.80	744.00
07-Jan-20	Correspond with internal working group regarding KEIP/KERP discovery.	Damast, Craig A.	0.30	297.00
07-Jan-20	Discuss KEIP objection with T. Goren (.2); discuss same and next steps with E. Richards (.2); discuss same with Alix team (.3); conduct and analyze legal research regarding same (1.8); draft objection to KEIP/KERP (3.1).	Ferraioli, Raff	5.60	3,976.00
07-Jan-20	Review and analyze key points for KEIP/KERP objection with L. Marinuzzi (.6); discuss KEIP objection with R. Ferraioli (.2); call with Alix team regarding same (.3); call and correspond with B. Weiland (Kirkland) regarding same (.4); call and correspond with M. Brod (Milbank) regarding same (.4).	Goren, Todd M.	1.90	2,327.50
07-Jan-20	Meet with S. Rappoport regarding KEIP/KERP objection depositions (.3); prepare same (3.3).	Greer, Jocelyn Edith	3.60	2,916.00
07-Jan-20	Conduct research regarding KEIP/KERP motion precedent (.5); compile materials regarding Debtors' KEIP/KERP motion (.6); review same (.1); serve deposition notices related to KEIP/KERP motions upon Debtors' counsel (.4).	Guido, Laura	1.60	640.00
07-Jan-20	Review possible testimony in opposition to KEIP/KERP (.7); review and analyze key points for KEIP/KERP objection with T. Goren (.6); review Alix presentation regarding KEIP/KERP programs for Committee (.6).	Marinuzzi, Lorenzo	1.90	2,707.50
07-Jan-20	Review KEIP/KERP motions (1.4); meet with J. Greer regarding KEIP/KERP objection depositions (.3); prepare for potential depositions (1.7).	Rappoport, Steve	3.40	3,162.00
07-Jan-20	Discuss KEIP objection and next steps with R. Ferraioli (.2); review and revise draft objection to same (2.1).	Richards, Erica J.	2.30	2,288.50
08-Jan-20	Review U.S. Trustee's response to Debtors' KEIP/KERP motion (.3); review draft of KEIP/KERP objection (.5).	Damast, Craig A.	0.80	792.00
08-Jan-20	Analyze comments to KEIP/KERP objection (.4); discuss same with E. Richards (.3); revise same (3.1); discuss same with L. Marinuzzi (.4); discuss same with Alix (.4); analyze materials in connection with same (.3).	Ferraioli, Raff	4.90	3,479.00
08-Jan-20	Review and revise draft of KEIP/KERP objection (1.3); discuss same with Alix (.4); correspond with Kirkland and Milbank regarding same (.6).	Goren, Todd M.	2.30	2,817.50
08-Jan-20	Draft KEIP/KERP deposition outlines.	Greer, Jocelyn Edith	1.10	891.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
08-Jan-20	Review and revise KEIP objection.	Marines, Jennifer L.	1.90	2,280.00
08-Jan-20	Review updated KEIP metrics and strategy regarding objection (.9); review and revise KEIP/KERP objection (.6); discuss same with R. Ferraioli (.4).	Marinuzzi, Lorenzo	1.90	2,707.50
08-Jan-20	Prepare for KEIP/KERP depositions.	Rappoport, Steve	2.30	2,139.00
08-Jan-20	Continue to revise draft objection to KEIP/KERP (1.2); call with Alix regarding same (.4); analyze U.S. Trustee statement regarding KEIP/KERP (.3); discuss KEIP/KERP objection with R. Ferraioli (.3); review and revise draft objection to same (.9).	Richards, Erica J.	3.10	3,084.50
09-Jan-20	Correspond with internal working group and Alix team regarding possible KEIP/KERP settlement and Debtors' counterproposal (.4); review same (.2); correspond with internal working group and Committee members regarding same and settlement authority (.2).	Damast, Craig A.	0.80	792.00
09-Jan-20	Review correspondence from R. Ferraioli regarding status of Windstream claims regarding KEIP.	Dopsch, Peter C.	0.20	245.00
09-Jan-20	Analyze comments to draft objection to KEIP/KERP (.4); revise same (.9); correspond with internal working group and Alix regarding same (.3); discuss Debtors' counterproposal of same with T. Goren (.2); call with Alix regarding same (.6); discuss same with C. Koster (White & Case) (.3).	Ferraioli, Raff	2.70	1,917.00
09-Jan-20	Review and revise updated draft objection to KEIP/KERP (.8); review Debtors' counterproposal of same (.6); discuss same with R. Ferraioli (.2) and L. Marinuzzi (.4); call with Milbank regarding same (.8); call with Alix regarding same (.6); call with B. Weiland (Kirkland) regarding KEIP proposal (.2).	Goren, Todd M.	3.60	4,410.00
09-Jan-20	Cite- and fact-check KEIP/KERP objection.	Guido, Laura	2.10	840.00
09-Jan-20	Review Debtors' counterproposal regarding KEIP/KERP (.9) discuss same with T. Goren (.4); review updated Committee objection to KEIP/KERP (.5).	Marinuzzi, Lorenzo	1.80	2,565.00
09-Jan-20	Review revised KEIP order.	Richards, Erica J.	0.30	298.50
09-Jan-20	Review and provide comments to Committee's objection to Debtors' KEIP/KERP motions.	Richardson Arnould, Ka	1.40	910.00
10-Jan-20	Correspond with internal working group and Alix team regarding status of settlement discussions regarding KEIP/KERP motion.	Damast, Craig A.	0.40	396.00
10-Jan-20	Discuss status of KEIP negotiations with T. Goren (.1); analyze correspondence regarding same (.2); revise objection to KEIP/KERP (.6).	Ferraioli, Raff	0.90	639.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
10-Jan-20	Review and revise updated draft objection regarding KEIP/KERP (.7); call and correspond with K. McGlynn (Alix) (.4), B. Weiland (Kirkland) (.6) and M. Brod (Milbank) (.5) regarding KEIP/KERP status; discuss status of KEIP negotiations with R. Ferraioli (.1).	Goren, Todd M.	2.30	2,817.50
10-Jan-20	Correspond with S. Rappoport and T. Goren regarding KEIP/KERP motion.	Greer, Jocelyn Edith	0.10	81.00
10-Jan-20	Review analysis of possible updates to KEIP (.5); review settlement strategy and position of 2Ls regarding KEIP (.6); review correspondence from T. Goren regarding discussions with B. Weiland (Kirkland) and formulation of counterproposals regarding KEIP (.6).	Marinuzzi, Lorenzo	1.70	2,422.50
11-Jan-20	Review list of KERP participants (.4); call with K. McGlynn (Alix) regarding same (.3); correspond with B. Weiland (Kirkland) regarding same and KEIP status (.4).	Goren, Todd M.	1.10	1,347.50
12-Jan-20	Correspond with internal working group and Alix team regarding KEIP settlement (.3); correspond with internal working group and Committee members regarding same (.3).	Damast, Craig A.	0.60	594.00
12-Jan-20	Analyze correspondence among internal working group and Alix team regarding status of KEIP negotiations; correspond with T. Goren regarding same.	Ferraioli, Raff	0.30	213.00
12-Jan-20	Call with B. Weiland (Kirkland) regarding KEIP/KERP status (.2); correspond with Debtors, Milbank and internal working group regarding same (.4).	Goren, Todd M.	0.60	735.00
13-Jan-20	Correspond with internal working group and Alix team regarding proposed revised KEIP/KERP order.	Damast, Craig A.	0.40	396.00
13-Jan-20	Analyze revised KEIP order; analyze correspondence with Alix regarding same.	Ferraioli, Raff	0.20	142.00
13-Jan-20	Review updated draft of KEIP order (.3); correspond with Alix (.4) and Kirkland (.2) regarding same.	Goren, Todd M.	0.90	1,102.50
13-Jan-20	Review status of proposed compromise regarding KEIP/KERP (.6); review correspondence from Alix regarding updated KEIP/KERP (.4); review U.S. Trustee's statement regarding KEIP (.4); review revised KEIP order (.3).	Marinuzzi, Lorenzo	1.70	2,422.50
13-Jan-20	Review proposed KEIP order.	Rappoport, Steve	0.30	279.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
14-Jan-20	Review notice of proposed order regarding KEIP/KERP motion (.1); correspond with internal working group and Alix team regarding same (.2); correspond with internal working group regarding U.S. Trustee's response to KEIP/KERP motion (.3).	Damast, Craig A.	0.60	594.00
14-Jan-20	Review updated draft of KEIP/KERP with L. Marinuzzi (.3); correspond with Kirkland and Alix regarding same (.4); correspond with B. Weiland (Kirkland) and K. McGlynn (Alix) regarding KERP agreement (.4).	Goren, Todd M.	1.10	1,347.50
14-Jan-20	Review updated draft of KEIP/KERP (.3); discuss same with T. Goren (.3).	Marinuzzi, Lorenzo	0.60	855.00
15-Jan-20	Correspond with B. Weiland (Kirkland) regarding KERP.	Goren, Todd M.	0.30	367.50
21-Jan-20	Review signed KEIP/KERP orders.	Damast, Craig A.	0.20	198.00
Total: 010	Employee Benefits and Pensions		89.50	89,626.50

Employment and Fee Applications

03-Jan-20	Finalize, file and coordinate service of Alix's eighth monthly fee statement.	Guido, Laura	0.30	120.00
13-Jan-20	Analyze status of fee application; correspond with Kirkland and Alvarez regarding same.	Ferraioli, Raff	0.30	213.00
17-Jan-20	Analyze updated interested parties list; correspond with Perella and Alix regarding same.	Ferraioli, Raff	0.40	284.00
23-Jan-20	Prepare MoFo's December fee statement.	Guido, Laura	0.70	280.00
24-Jan-20	Analyze draft monthly fee statement.	Ferraioli, Raff	0.20	142.00
24-Jan-20	Redact, finalize and file Perella's December fee statement.	Guido, Laura	0.30	120.00
27-Jan-20	Finalize December monthly fee statement.	Ferraioli, Raff	0.80	568.00
28-Jan-20	Finalize December monthly fee statement.	Ferraioli, Raff	0.20	142.00
28-Jan-20	Finalize, file and coordinate service of MoFo's December fee statement.	Guido, Laura	0.30	120.00
28-Jan-20	Finalize December fee statement for filing.	Marinuzzi, Lorenzo	0.40	570.00
29-Jan-20	Prepare schedules to supplemental declaration in support of MoFo retention.	Guido, Laura	1.80	720.00
30-Jan-20	Analyze Alix's monthly fee statement; arrange for filing of same.	Ferraioli, Raff	0.20	142.00
30-Jan-20	Complete schedules to supplemental declaration in support of MoFo retention (2.1); prepare and file Alix's ninth monthly fee statement (.2).	Guido, Laura	2.30	920.00
Total: 011	Employment and Fee Applications		8.20	4,341.00

Other Litigation

Date	Services	Timekeeper	Hours	Value
02-Jan-20	Correspond with S. Rappoport regarding Debtors' subpoenas for E&Y and J. Chao in Uniti litigation (.1); review same (.2); correspond with internal working group, Alix and Perella teams regarding Debtors' draft of amended complaint against Uniti (.3); review same (.5).	Damast, Craig A.	1.10	1,089.00
02-Jan-20	Review draft amended complaint (1.2); correspond with Alix and Perella regarding same (.4).	Goren, Todd M.	1.60	1,960.00
02-Jan-20	Call with S. Rappoport regarding accounting expert report (.2); review same (.8); review draft amended complaint in Uniti dispute (1.1); incorporate T. Goren's comments in draft amended complaint (.5).	Greer, Jocelyn Edith	2.60	2,106.00
02-Jan-20	Review status of Charter litigation and next steps.	Marinuzzi, Lorenzo	0.70	997.50
02-Jan-20	Review Uniti amended complaint (.4); review Charter appeal papers (.3); call with J. Greer regarding accounting expert report (.2).	Rappoport, Steve	0.90	837.00
02-Jan-20	Analyze Debtors' amended complaint against Uniti.	Richardson Arnould, Ka	1.80	1,170.00
03-Jan-20	Correspond with internal working group regarding Charter notice of appeal (.2); correspond with internal working group regarding comments to draft of amended complaint against Uniti (.4); correspond with Alix and Perella teams regarding same (.3); review further comments of same (.3).	Damast, Craig A.	1.20	1,188.00
03-Jan-20	Review and revise updated draft of amended complaint (.7); correspond with Alix and Perella regarding same (.4).	Goren, Todd M.	1.10	1,347.50
03-Jan-20	Incorporate comments from Perella and Alix in draft amended complaint and circulate same.	Greer, Jocelyn Edith	0.90	729.00
03-Jan-20	Compile unredacted forms of Charter summary judgment pleadings.	Guido, Laura	0.60	240.00
03-Jan-20	Review edits to amended Uniti complaint.	Rappoport, Steve	0.60	558.00
06-Jan-20	Review updated draft of Uniti complaint (.6); correspond with internal working group regarding same (.3); review correspondence from J. Winters (White & Case) regarding same (.2).	Goren, Todd M.	1.10	1,347.50
06-Jan-20	Correspond with Katten team and S. Rappoport regarding scheduling in Windstream vs. Charter case.	Greer, Jocelyn Edith	0.30	243.00
07-Jan-20	Correspond with internal working group regarding Charter appeal of motion for summary judgment decision.	Damast, Craig A.	0.20	198.00
07-Jan-20	Review correspondence relating to amended Uniti complaint.	Dopsch, Peter C.	0.30	367.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
07-Jan-20	Review updated draft of Uniti complaint (.4); call with Kirkland regarding same (.3); call with White & Case regarding same (.6).	Goren, Todd M.	1.30	1,592.50
07-Jan-20	Call with Alix regarding expert report (.2); call with Kirkland regarding updated draft of Uniti complaint (.3); call with White & Case regarding same (.6).	Greer, Jocelyn Edith	1.10	891.00
07-Jan-20	Review Charter appeal papers.	Marinuzzi, Lorenzo	0.30	427.50
08-Jan-20	Review updated drafts of Uniti Count 2 stipulation (.7); call with Kirkland regarding same (.5).	Goren, Todd M.	1.20	1,470.00
08-Jan-20	Call with Kirkland regarding Uniti Count 2 stipulation.	Greer, Jocelyn Edith	0.50	405.00
08-Jan-20	Review Uniti Count 2 stipulation (.4); call with Kirkland regarding same (.5).	Levitt, Jamie A.	0.90	1,192.50
08-Jan-20	Call with Kirkland regarding Uniti Count 2 stipulation.	Rappoport, Steve	0.50	465.00
09-Jan-20	Correspond with Kirkland and internal working group regarding amended complaint against Uniti (.3); review same (.4).	Damast, Craig A.	0.70	693.00
09-Jan-20	Review Charter Daubert pleadings (.7); review updated draft of Uniti complaint (.9); correspond with Kirkland regarding same (.4); review Uniti Count 2 stipulation (.2); correspond with Kirkland regarding same (.1).	Goren, Todd M.	2.30	2,817.50
09-Jan-20	Review Uniti Count 2 stipulation (.3); review Daubert filings in Charter matter (.5).	Rappoport, Steve	0.80	744.00
09-Jan-20	Review latest revisions to amended complaint from Debtors in connection with adversary proceeding against Uniti.	Richardson Arnould, Ka	0.60	390.00
10-Jan-20	Correspond with internal working group regarding status of amended complaint against Uniti (.5); correspond with internal working group regarding Rule 15 motion (.4); review Debtors' motion to amend complaint against Uniti (.2).	Damast, Craig A.	1.10	1,089.00
10-Jan-20	Review updated draft Uniti complaint (.7); call with R. Shanker (Kirkland) regarding same (.2); correspond with internal working group regarding update on Uniti status (.3).	Goren, Todd M.	1.20	1,470.00
10-Jan-20	Review amended Windstream vs. Uniti complaint (2.5); correspond with R. Ferraioli regarding amended Windstream vs. Uniti complaint (.2); review Charter's opposition to Windstream's Daubert motions (1.1).	Greer, Jocelyn Edith	3.80	3,078.00
10-Jan-20	Review and compare Uniti complaints.	Guido, Laura	0.20	80.00
10-Jan-20	Review revised amended Uniti complaint (.6); review correspondence from T. Goren regarding status of Uniti agreement on revised complaint (.3).	Marinuzzi, Lorenzo	0.90	1,282.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
10-Jan-20	Review Uniti adversary proceeding amended complaint and related motion filing.	Rappoport, Steve	1.10	1,023.00
13-Jan-20	Correspond with internal working group, White & Case and Weil teams regarding Uniti adversary proceeding and motion for summary judgment (.3); correspond with internal working group and other intervenors' counsel regarding Uniti's proposed amended litigation schedule (.3).	Damast, Craig A.	0.60	594.00
13-Jan-20	Review Charter pleadings regarding expert reports (.4); review proposed revised Uniti schedule (.3); correspond with internal working group regarding same (.4).	Goren, Todd M.	1.10	1,347.50
13-Jan-20	Review replies to motions to strike in Charter litigation (.7); review memorandum regarding allowance of Debtors' rebuttal report (.5); review UMB request to file unredacted brief regarding Uniti summary judgment (.4).	Marinuzzi, Lorenzo	1.60	2,280.00
13-Jan-20	Review briefs filed in Charter litigation relating to motion to strike (.4); review proposed Uniti schedule (.2).	Rappoport, Steve	0.60	558.00
14-Jan-20	Analyze proposed updated ligation schedule for Uniti adversary proceeding.	Ferraioli, Raff	0.10	71.00
14-Jan-20	Review proposed Uniti litigation schedule (.4); calls with White & Case (.2) and Milbank (.2) regarding same; call with Debtors and intervenors regarding same (.6); review Charter Daubert replies (.8).	Goren, Todd M.	2.20	2,695.00
14-Jan-20	Correspond with Katten, Thompson Coburn and L. Guido regarding unredacted filings.	Greer, Jocelyn Edith	0.60	486.00
14-Jan-20	Review proposed Uniti litigation schedule (.3); calls with White & Case (.2) and Milbank (.2) regarding same; call with Debtors and intervenors regarding same (.6); review Debtor response to Charter objection to Court recommendations (.6).	Marinuzzi, Lorenzo	1.90	2,707.50
14-Jan-20	Calls with White & Case (.2) and Milbank (.2) regarding proposed Uniti litigation schedule; call with Debtors and intervenors regarding same (.6); review Charter filings (.3).	Rappoport, Steve	1.30	1,209.00
15-Jan-20	Review supplemental discovery requests from Uniti (.4); call with Debtors and intervenors regarding Uniti litigation schedule (.3); review Charter expert reports and pleadings regarding same (1.2).	Goren, Todd M.	1.90	2,327.50
15-Jan-20	Call with Debtors and intervenors regarding Uniti litigation schedule.	Greer, Jocelyn Edith	0.30	243.00
15-Jan-20	Call with Debtors and intervenors regarding Uniti litigation schedule.	Rappoport, Steve	0.30	279.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
16-Jan-20	Correspond with internal working group regarding Uniti litigation update.	Damast, Craig A.	0.30	297.00
17-Jan-20	Correspond with internal working group and intervenors' counsel regarding proposed revised Uniti litigation schedule.	Damast, Craig A.	0.30	297.00
17-Jan-20	Correspond with internal working group (.3) and Debtors and intervenors (.3) regarding Uniti trial schedule and additional discovery.	Goren, Todd M.	0.60	735.00
17-Jan-20	Correspond with intervenors and Debtors regarding Uniti trial schedule.	Rappoport, Steve	0.30	279.00
21-Jan-20	Correspond with Kirkland and other intervenors' counsel regarding scheduling status conference regarding proposed modified Uniti litigation schedule (.3); review same (.2); review signed order granting Debtors' motion for leave to file amended complaint against Uniti (.1).	Damast, Craig A.	0.60	594.00
21-Jan-20	Call with Debtors and intervenors regarding Uniti schedule.	Goren, Todd M.	0.60	735.00
21-Jan-20	Call with Debtors and intervenors regarding Uniti schedule.	Rappoport, Steve	0.60	558.00
22-Jan-20	Correspond with Debtors and intervenors regarding updated Uniti trial schedule.	Goren, Todd M.	0.40	490.00
23-Jan-20	Review as-filed amended complaint against Uniti (.3); correspond with internal working group and other intervenors' counsel regarding proposed modifications to Uniti litigation schedule (.2); correspond with internal working group regarding status conference regarding same (.4); review Davis Polk and Kirkland submissions regarding same (.4); correspond with internal working group regarding Charter motion to continue trial on certain counts (.2); review same (.4).	Damast, Craig A.	1.90	1,881.00
23-Jan-20	Analyze revised litigation schedule (.2); conduct and analyze legal research regarding bankruptcy jurisdiction (.4).	Ferraioli, Raff	0.60	426.00
23-Jan-20	Review and analyze Uniti letter to Court regarding trial schedule (.4); review Debtors' proposed trial schedule/discovery responses (.5).	Goren, Todd M.	0.90	1,102.50
23-Jan-20	Review status of Uniti adversary proceeding.	Marines, Jennifer L.	0.40	480.00
23-Jan-20	Review Charter filing on interlocutory appeal (.6); review correspondence from Davis Polk to Court regarding scheduling for Uniti proceeding (.5); review update from hearing regarding scheduling of Uniti trial (.3).	Marinuzzi, Lorenzo	1.40	1,995.00
23-Jan-20	Review Charter filing (.4); review Davis Polk letter (.4).	Rappoport, Steve	0.80	744.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
24-Jan-20	Correspond with internal working group regarding Uniti litigation status and update.	Damast, Craig A.	0.40	396.00
24-Jan-20	Call with Debtors and intervenors regarding Uniti trial schedule (.5); review Uniti revised discovery requests (.8); review Charter motion to continue trial (.6).	Goren, Todd M.	1.90	2,327.50
24-Jan-20	Call with Debtors and intervenors regarding Uniti trial schedule.	Levitt, Jamie A.	0.50	662.50
24-Jan-20	Review Charter motion to continue trial.	Marinuzzi, Lorenzo	0.60	855.00
24-Jan-20	Call with Debtors and intervenors regarding Uniti trial schedule.	Rappoport, Steve	0.50	465.00
24-Jan-20	Analyze Charter's motion to continue March 30 trial (.8); draft summary of same (.6).	Richardson Arnould, Ka	1.40	910.00
27-Jan-20	Correspond with internal working group and Kirkland team regarding responses and objections to discovery regarding Uniti litigation.	Damast, Craig A.	0.40	396.00
27-Jan-20	Review Uniti proposed discovery (.4) and Debtors' response to same (.5); call with intervenors and Debtors regarding same and trial schedule (.3); correspond with internal working group regarding same (.2).	Goren, Todd M.	1.40	1,715.00
27-Jan-20	Call with intervenors and Debtors regarding Uniti proposed discovery and trial schedule.	Rappoport, Steve	0.30	279.00
28-Jan-20	Correspond with internal working group and Kirkland team regarding Uniti trial schedule and logistics (.2); correspond with internal working group regarding summary of Charter motion to continue trial (.1); review same (.3); correspond with internal working group and Kirkland team regarding draft bifurcation stipulation regarding Uniti litigation (.2); review same (.3).	Damast, Craig A.	1.10	1,089.00
28-Jan-20	Review and analyze proposed amended scheduling stipulation in Uniti matter (.4); correspond with Debtors and internal working group regarding same (.3).	Goren, Todd M.	0.70	857.50
28-Jan-20	Review and revise summary of recent Charter pleadings.	Marinuzzi, Lorenzo	0.40	570.00
28-Jan-20	Review update from K. Richardson regarding bifurcation of litigation.	Melendez, Miranda B.	0.10	71.00
28-Jan-20	Revise Committee memorandum regarding Charter's motion to continue March 30 trial (.8); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	0.90	585.00
29-Jan-20	Review drafts of bifurcation and scheduling stipulations with Uniti (.4); correspond with Kirkland regarding same (.2).	Goren, Todd M.	0.60	735.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
29-Jan-20	Review status of bifurcation of Uniti dispute and next steps.	Marinuzzi, Lorenzo	0.60	855.00
30-Jan-20	Correspond with internal working group and other intervenors' counsel regarding scheduling and bifurcation stipulations regarding Uniti litigation (.2); review same (.4); review court order regarding imposition of costs on Charter (.4); correspond with internal working group regarding same (.3).	Damast, Craig A.	1.30	1,287.00
30-Jan-20	Analyze stipulation regarding bifurcation of Uniti litigation; analyze amended scheduling order in Uniti adversary proceeding.	Ferraioli, Raff	0.20	142.00
30-Jan-20	Review updated draft of scheduling stipulation (.3); correspond with internal working group and Debtors regarding same (.3).	Goren, Todd M.	0.60	735.00
30-Jan-20	Review Windstream response to Charter issues regarding appeal (.3); review decision by Court awarding fees to Windstream (.3).	Marinuzzi, Lorenzo	0.60	855.00
30-Jan-20	Review stipulations regarding Uniti litigation.	Rappoport, Steve	0.70	651.00
31-Jan-20	Review stipulated amended scheduling order regarding Count 1 of amended complaint against Uniti (.2); review signed stipulation regarding bifurcation of Counts 3 and 4 of amended complaint (.1).	Damast, Craig A.	0.30	297.00
31-Jan-20	Correspond with Kirkland regarding amended scheduling and bifurcation orders (.2); review entered version of same (.4).	Goren, Todd M.	0.60	735.00
31-Jan-20	Review signed stipulation regarding Uniti and bifurcation.	Levitt, Jamie A.	0.70	927.50
Total: 014	Other Litigation		72.50	77,297.50
Meetings and Communications with Creditors				
06-Jan-20	Correspond with Committee regarding KEIP/KERP update.	Ferraioli, Raff	0.30	213.00
06-Jan-20	Review correspondence from G. Amato (creditor) alleging fraud.	Marinuzzi, Lorenzo	0.30	427.50
07-Jan-20	Correspond with internal working group regarding agenda for upcoming Committee call and comments (.3); review same (.1).	Damast, Craig A.	0.40	396.00
07-Jan-20	Review and revise correspondence to Committee regarding update and call.	Goren, Todd M.	0.20	245.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
07-Jan-20	Review recent pleadings for upcoming Committee call (.4); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.3); revise agenda (.1); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.9); provide comments to same (.2); draft transmittal for Committee and circulate to same (.2).	Richardson Arnould, Ka	2.60	1,690.00
08-Jan-20	Prepare for (.2) and participate on (.5) weekly Committee call.	Damast, Craig A.	0.70	693.00
08-Jan-20	Participate on weekly Committee call.	Dopsch, Peter C.	0.50	612.50
08-Jan-20	Prepare for (.2) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.70	497.00
08-Jan-20	Prepare for (.3) and participate on (.5) weekly Committee call; review Perella and Alix materials for call (.6).	Goren, Todd M.	1.40	1,715.00
08-Jan-20	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.50	405.00
08-Jan-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.50	600.00
08-Jan-20	Prepare for (.6) and participate on (.5) weekly Committee call; call with R. Seltzer (CWA) regarding case status (.2).	Marinuzzi, Lorenzo	1.30	1,852.50
08-Jan-20	Prepare for (.1) and participate on (.5) weekly Committee call.	Rappoport, Steve	0.60	558.00
08-Jan-20	Participate on weekly Committee call (.5); call with R. Seltzer (CWA) regarding case status (.2).	Richards, Erica J.	0.70	696.50
08-Jan-20	Prepare for (.3) and participate on (.5) weekly Committee call.	Richardson Arnould, Ka	0.80	520.00
09-Jan-20	Correspond with Committee regarding case update and status of KEIP/KERP.	Ferraioli, Raff	0.60	426.00
09-Jan-20	Review and revise update for Committee regarding KEIP/KERP.	Goren, Todd M.	0.20	245.00
10-Jan-20	Correspond with Committee regarding status update and KEIP.	Ferraioli, Raff	0.10	71.00
10-Jan-20	Review and revise update for Committee regarding KEIP/KERP and Uniti status.	Goren, Todd M.	0.30	367.50
12-Jan-20	Correspond with Committee regarding status of KEIP negotiations.	Ferraioli, Raff	0.30	213.00
12-Jan-20	Review and revise correspondence to Committee regarding KEIP update.	Goren, Todd M.	0.20	245.00
13-Jan-20	Call with Cherokee Asset Management regarding status.	Marinuzzi, Lorenzo	0.30	427.50
14-Jan-20	Correspond with internal working group regarding agenda for upcoming Committee call (.2); review same (.4).	Damast, Craig A.	0.60	594.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
14-Jan-20	Analyze agenda for upcoming Committee call; analyze correspondence regarding same.	Ferraioli, Raff	0.20	142.00
14-Jan-20	Review and revise correspondence and agenda to Committee regarding upcoming call.	Goren, Todd M.	0.30	367.50
14-Jan-20	Review recent pleadings (.4); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.2); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.4); provide comments to same (.2); draft transmittal for Committee and circulate to same (.6).	Richardson Arnould, Ka	2.30	1,495.00
15-Jan-20	Prepare for (.1) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Damast, Craig A.	0.70	693.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2); correspond with Committee regarding upcoming hearing (.1).	Ferraioli, Raff	0.90	639.00
15-Jan-20	Prepare for (.3) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Goren, Todd M.	0.90	1,102.50
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Greer, Jocelyn Edith	0.60	486.00
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Levitt, Jamie A.	0.60	795.00
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Marines, Jennifer L.	0.60	720.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Marinuzzi, Lorenzo	0.80	1,140.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Rappoport, Steve	0.80	744.00
15-Jan-20	Participate on weekly Committee call (.4); follow-up discussion with internal working group regarding same (.2).	Richards, Erica J.	0.60	597.00
15-Jan-20	Prepare for (.2) and participate on (.4) weekly Committee call; follow-up discussion with internal working group regarding same (.2).	Richardson Arnould, Ka	0.80	520.00
16-Jan-20	Review and revise correspondence to Committee regarding hearing summary.	Goren, Todd M.	0.40	490.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
21-Jan-20	Correspond with internal working group and Committee members regarding agenda for upcoming Committee call (.1); review same (.2).	Damast, Craig A.	0.30	297.00
21-Jan-20	Analyze agenda for upcoming Committee call; analyze update for Committee; analyze materials for upcoming Committee call; correspond with K. Richardson regarding same.	Ferraioli, Raff	0.40	284.00
21-Jan-20	Review and revise agenda for upcoming Committee call (.3); correspond with Committee regarding same (.1).	Goren, Todd M.	0.40	490.00
21-Jan-20	Correspond with Bull Communications regarding case status.	Marinuzzi, Lorenzo	0.40	570.00
21-Jan-20	Review recent pleadings for upcoming Committee call (.4); revise schedule of material dates (.2); draft agenda for upcoming Committee call (.3); revise agenda (.1); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.5); provide comments to same (.1); draft transmittal for Committee (.3); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	2.40	1,560.00
22-Jan-20	Prepare for (.3) and participate on (.6) weekly Committee call.	Damast, Craig A.	0.90	891.00
22-Jan-20	Participate on weekly Committee call.	Ferraioli, Raff	0.60	426.00
22-Jan-20	Prepare for (.3) and participate on (.6) weekly Committee call.	Goren, Todd M.	0.90	1,102.50
22-Jan-20	Participate on weekly Committee call.	Marines, Jennifer L.	0.60	720.00
22-Jan-20	Prepare for (.4) and participate on (.6) weekly Committee call; correspond with D. Stratton regarding case status (.4).	Marinuzzi, Lorenzo	1.40	1,995.00
22-Jan-20	Participate on weekly Committee call.	Rappoport, Steve	0.60	558.00
22-Jan-20	Participate on weekly Committee call.	Richards, Erica J.	0.60	597.00
22-Jan-20	Prepare for (.2) and participate on (.6) weekly Committee call.	Richardson Arnould, Ka	0.80	520.00
23-Jan-20	Review and revise correspondence to Committee regarding Uniti trial schedule.	Goren, Todd M.	0.30	367.50
23-Jan-20	Correspond with Committee regarding status conference and updated proposed trial schedules.	Richardson Arnould, Ka	0.60	390.00
28-Jan-20	Correspond with internal working group regarding matter status and upcoming Committee call.	Damast, Craig A.	0.60	594.00
28-Jan-20	Analyze update for Committee.	Ferraioli, Raff	0.20	142.00
28-Jan-20	Review and revise correspondence to Committee regarding case status update (.3); correspond with internal working group regarding status of Committee call (.3).	Goren, Todd M.	0.60	735.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
28-Jan-20	Review and revise update for Committee (.6); correspond with co-chairs regarding update and call status (.3).	Marinuzzi, Lorenzo	0.90	1,282.50
28-Jan-20	Revise schedule of material dates (.2); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.4); provide comments to J. Wooding regarding same (.1); draft memorandum for Committee regarding case updates in lieu of Committee call (1.1).	Richardson Arnould, Ka	2.10	1,365.00
29-Jan-20	Review weekly updates from Alix and Perella for Committee.	Goren, Todd M.	0.60	735.00
30-Jan-20	Correspond with Committee regarding status update in Uniti litigation (.3); correspond with T. Goren regarding same (.1); call with Chapter 7 trustee regarding potential distribution to Windstream (.2); correspond with L. Marinuzzi regarding same (.1).	Ferraioli, Raff	0.70	497.00
30-Jan-20	Review and revise correspondence to Committee regarding Uniti update.	Goren, Todd M.	0.20	245.00
Total: 015	Meetings and Communications with Creditors		41.70	40,004.50
Non-Working Travel				
16-Jan-20	Travel to/from White Plains to attend hearings.	Ferraioli, Raff	1.90	1,349.00
16-Jan-20	Travel to/from White Plains to attend omnibus hearing.	Goren, Todd M.	2.60	3,185.00
16-Jan-20	Travel to/from White Plains to attend hearings.	Rappoport, Steve	2.50	2,325.00
Total: 016	Non-Working Travel		7.00	6,859.00
Plan and Disclosure Statement				
21-Jan-20	Calls with White & Case (.2) and Milbank (.2) regarding status of plan term sheet; review same (.3); discuss same with L. Marinuzzi (.4).	Goren, Todd M.	1.10	1,347.50
21-Jan-20	Review status of plan term sheet (.7); calls with White & Case (.2) and Milbank (.2) regarding status of plan term sheet; discuss same with T. Goren (.4); review possible plan structures (1.1).	Marinuzzi, Lorenzo	2.60	3,705.00
23-Jan-20	Review proposed framework for plan consideration.	Marinuzzi, Lorenzo	0.70	997.50
31-Jan-20	Review parameters of term sheet for plan around Uniti settlement/lease rejection.	Marinuzzi, Lorenzo	1.20	1,710.00
Total: 017	Plan and Disclosure Statement		5.60	7,760.00

Relief from Stay and Adequate Protection

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
10-Jan-20	Analyze Debtors' objection to Niagara stay relief motion.	Richards, Erica J.	0.30	298.50
14-Jan-20	Review Niagara reply to Debtors' objection to lift stay motion.	Damast, Craig A.	0.20	198.00
14-Jan-20	Review Niagara relief from stay pleadings.	Goren, Todd M.	0.80	980.00
15-Jan-20	Review Niagara lift stay motion (.3); discuss Committee position regarding same with L. Marinuzzi (.3).	Goren, Todd M.	0.60	735.00
15-Jan-20	Review Niagara lift stay motion (.5), Debtors' objection (.6) and Niagara reply (.5); discuss Committee position regarding same with T. Goren (.3); review Sprint motion to lift stay (.4).	Marinuzzi, Lorenzo	2.30	3,277.50
15-Jan-20	Review Niagara reply in support of stay relief motion.	Richards, Erica J.	0.10	99.50
16-Jan-20	Review Sprint motion to lift stay (.3); correspond with Kirkland regarding same (.2); review Shelton lift stay motion (.3).	Marinuzzi, Lorenzo	0.80	1,140.00
17-Jan-20	Review Shelton lift stay motion (.2); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	0.40	396.00
21-Jan-20	Review status of Sprint motion (.6); call with B. Weiland (Kirkland) regarding same (.3); call with K. McGlynn (Alix) regarding due diligence on Sprint relationship (.4); review summary of additional recently filed lift stay motions (.4); correspond with Sprint counsel regarding status (.2).	Marinuzzi, Lorenzo	1.90	2,707.50
21-Jan-20	Analyze Shelton stay relief motion.	Richards, Erica J.	0.20	199.00
21-Jan-20	Analyze Shelton stay relief motion (.4); draft summary of same for internal working group (.3).	Richardson Arnould, Ka	0.70	455.00
29-Jan-20	Review Shelton memorandum of law regarding lift stay motion (.2); correspond with internal working group regarding same and summary (.2).	Damast, Craig A.	0.40	396.00
29-Jan-20	Analyze pleadings filed in connection with Shelton stay relief motion (.5); correspond with internal working group regarding same (.2).	Richardson Arnould, Ka	0.70	455.00
Total: 019	Relief from Stay and Adequate Protection		9.40	11,337.00
Reporting				
08-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.20	199.00
15-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
21-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.20	199.00
24-Jan-20	Review first day reporting.	Goren, Todd M.	0.60	735.00
29-Jan-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
31-Jan-20	Review first day report documents.	Goren, Todd M.	0.40	490.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
31-Jan-20	Review first day order reporting package.	Marinuzzi, Lorenzo	0.40	570.00
Total: 020	Reporting		2.00	2,392.00
Discovery				
03-Jan-20	Update internal database with dataroom files.	Guido, Laura	1.10	440.00
05-Jan-20	Correspond with internal working group regarding draft discovery requests.	Greer, Jocelyn Edith	0.20	162.00
06-Jan-20	Update internal database with dataroom files.	Guido, Laura	0.30	120.00
07-Jan-20	Update internal database to confirm receipt of unredacted forms of court filings.	Guido, Laura	0.40	160.00
10-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.40	525.00
13-Jan-20	Review key documents from Uniti discovery.	Goren, Todd M.	2.70	3,307.50
22-Jan-20	Update internal database with dataroom files.	Guido, Laura	1.10	440.00
22-Jan-20	Review documents uploaded to dataroom in connection with claims investigation.	Melendez, Miranda B.	0.10	71.00
23-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.90	712.50
23-Jan-20	Review key documents produced in Uniti litigation.	Goren, Todd M.	1.60	1,960.00
24-Jan-20	Download and update Relativity with newly produced Windstream (WS005, -6, -7) documents.	Bergelson, Vadim	1.70	637.50
27-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	0.70	262.50
27-Jan-20	Prepare production index.	Chan, David**	0.30	112.50
27-Jan-20	Conduct first-pass review of documents.	Westergaard, Lily Vale	7.30	4,745.00
28-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.40	525.00
30-Jan-20	Download and update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	1.30	487.50
31-Jan-20	Update Relativity with newly produced Windstream (Kirkland) documents.	Bergelson, Vadim	0.90	337.50
31-Jan-20	Review key E&Y documents.	Goren, Todd M.	1.60	1,960.00
31-Jan-20	Update internal database with dataroom files.	Guido, Laura	0.40	160.00
Total: 023	Discovery		26.40	17,125.50
Hearings				
13-Jan-20	Review matters regarding January 16 hearing and coverage.	Marinuzzi, Lorenzo	0.40	570.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
14-Jan-20	Prepare upcoming hearing materials regarding Charter adversary proceeding (6.7); coordinate hearing preparation with K. Richardson (.2); prepare and submit electronic devices order for same (.2).	Guido, Laura	7.10	2,840.00
14-Jan-20	Correspond with F. Petrie (Kirkland) regarding status of January 16 hearing (.3); coordinate hearing preparation accordingly with L. Guido (.2); review recent pleadings in connection with same (.3).	Richardson Arnould, Ka	0.80	520.00
15-Jan-20	Discuss upcoming hearing with K. Richardson and R. Ferraioli.	Damast, Craig A.	0.20	198.00
15-Jan-20	Discuss upcoming hearing with K. Richardson and C. Damast; analyze agenda for same.	Ferraioli, Raff	0.30	213.00
15-Jan-20	Prepare talking points for January 16 hearing.	Goren, Todd M.	0.80	980.00
15-Jan-20	Update hearing materials regarding Charter adversary proceeding (1.7); review and revise same (.4); prepare hearing materials for Chapter 11 matters (.8); review and revise same (.6); coordinate telephonic appearance for L. Marinuzzi regarding same (.2).	Guido, Laura	3.70	1,480.00
15-Jan-20	Prepare for omnibus hearing.	Rappoport, Steve	0.60	558.00
15-Jan-20	Prepare for upcoming omnibus hearing and Uniti adversary proceeding pretrial/status conference (1.4); discuss upcoming hearing with C. Damast and R. Ferraioli (.2).	Richardson Arnould, Ka	1.60	1,040.00
16-Jan-20	Correspond with internal working group regarding updates on hearing (.4); correspond with K. Richardson regarding summary of hearing (.1); review same (.3).	Damast, Craig A.	0.80	792.00
16-Jan-20	Attend omnibus hearing (5.1) and Charter hearing (3.3).	Ferraioli, Raff	8.40	5,964.00
16-Jan-20	Prepare for (.7) and attend (2.4) omnibus hearing (partial) and Charter hearing (telephonically) (partial) (2.8).	Goren, Todd M.	5.90	7,227.50
16-Jan-20	Attend Charter hearing (telephonically) (3.3); draft summary of Charter motions for Committee (.6).	Greer, Jocelyn Edith	3.90	3,159.00
16-Jan-20	Attend omnibus hearing (5.1) and Charter hearing (telephonically) (partial) (1.6); correspond with K. Richardson regarding summary of hearing for Committee (.4).	Marinuzzi, Lorenzo	7.10	10,117.50
16-Jan-20	Prepare for (.6) and attend omnibus (5.1) and Charter (3.3) hearings; prepare summary of Charter hearing for Committee (.4).	Rappoport, Steve	9.40	8,742.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
16-Jan-20	Attend omnibus (5.1) and Charter (3.3) hearings (telephonically); correspond with Committee regarding hearing progress (.3); draft Committee memorandum regarding omnibus hearing and Charter hearing (1.7).	Richardson Arnould, Ka	10.40	6,760.00
17-Jan-20	Review correspondence from K. Richardson regarding hearing update.	Melendez, Miranda B.	0.10	71.00
22-Jan-20	Schedule January 23 telephonic appearances for status conference hearing.	Guido, Laura	0.20	80.00
22-Jan-20	Prepare for Uniti status conference (telephonically) (.9); correspond with internal working group regarding same (.3).	Richardson Arnould, Ka	1.20	780.00
23-Jan-20	Attend Uniti status conference (telephonically) (.5); discuss same and summary for Committee with internal working group (.2); review summary (.2).	Damast, Craig A.	0.90	891.00
23-Jan-20	Attend Uniti status conference (telephonically) (.5); discuss same and summary for Committee with internal working group (.2).	Ferraioli, Raff	0.70	497.00
23-Jan-20	Prepare for (.2) and attend (.5) Uniti status conference.	Goren, Todd M.	0.70	857.50
23-Jan-20	Attend Uniti status conference (.5); discuss same and summary for Committee with internal working group (.2).	Greer, Jocelyn Edith	0.70	567.00
23-Jan-20	Coordinate January 23 telephonic appearance for T. Goren.	Guido, Laura	0.20	80.00
23-Jan-20	Attend Uniti status conference (telephonically) (.5); discuss same and summary for Committee with internal working group (.2).	Levitt, Jamie A.	0.70	927.50
23-Jan-20	Prepare for (.1) and attend (.5) Uniti status conference; discuss same and summary for Committee with internal working group (.2).	Rappoport, Steve	0.80	744.00
23-Jan-20	Prepare and analyze materials for Uniti status conference (1.3); analyze Uniti's letter to Chambers and revised trial schedule (.3); draft consolidated comparative chart of Debtors' and Uniti's proposed schedules (.5); attend Uniti status conference (telephonically) (.5); discuss same and summary for Committee with internal working group (.2); draft Committee memorandum regarding hearing (.6); review comments from S. Rappoport and T. Goren (.2); revise same (.1).	Richardson Arnould, Ka	3.70	2,405.00
Total: 024	Hearings		71.30	59,061.00

Claims Investigation

02-Jan-20	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.50	495.00
02-Jan-20	Participate in weekly claims investigation meeting.	Dopsch, Peter C.	0.50	612.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
02-Jan-20	Participate in weekly claims investigation meeting.	Ferraioli, Raff	0.50	355.00
02-Jan-20	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.50	612.50
02-Jan-20	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.50	405.00
02-Jan-20	Participate in weekly claims investigation meeting.	Marinuzzi, Lorenzo	0.50	712.50
02-Jan-20	Participate in weekly claims investigation meeting.	Melendez, Miranda B.	0.50	355.00
02-Jan-20	Participate in weekly claims investigation meeting.	Rappoport, Steve	0.50	465.00
02-Jan-20	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.50	497.50
02-Jan-20	Prepare for (.2) and participate in (.5) weekly claims investigation meeting.	Richardson Arnould, Ka	0.70	455.00
03-Jan-20	Discuss case updates with M. Melendez in connection with recharacterization claim analysis.	Dopsch, Peter C.	0.20	245.00
03-Jan-20	Discuss case updates with P. Dopsch in connection with recharacterization claim analysis.	Melendez, Miranda B.	0.20	142.00
06-Jan-20	Conduct legal research regarding equitable subordination of cure claims.	Richardson Arnould, Ka	1.60	1,040.00
09-Jan-20	Participate in weekly claims investigation meeting.	Damast, Craig A.	0.30	297.00
09-Jan-20	Prepare for (.1) and participate in (.3) weekly claims investigation meeting.	Ferraioli, Raff	0.40	284.00
09-Jan-20	Participate in weekly claims investigation meeting.	Goren, Todd M.	0.30	367.50
09-Jan-20	Participate in weekly claims investigation meeting.	Greer, Jocelyn Edith	0.30	243.00
09-Jan-20	Participate in weekly claims investigation meeting.	Levitt, Jamie A.	0.30	397.50
09-Jan-20	Participate in weekly claims investigation meeting.	Richards, Erica J.	0.30	298.50
09-Jan-20	Participate in weekly claims investigation meeting.	Richardson Arnould, Ka	0.30	195.00
09-Jan-20	Prepare for (.1) and participate in (.3) weekly claims investigation meeting.	Westergaard, Lily Vale	0.40	260.00
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Damast, Craig A.	0.40	396.00
23-Jan-20	Correspond with M. Melendez regarding claims investigation meeting.	Dopsch, Peter C.	0.20	245.00
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Ferraioli, Raff	0.40	284.00
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Goren, Todd M.	0.40	490.00
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Levitt, Jamie A.	0.40	530.00
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Marines, Jennifer L.	0.40	480.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Melendez, Miranda B.	0.40	284.00
23-Jan-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.1).	Rappoport, Steve	0.40	372.00
26-Jan-20	Review correspondence from L. Marinuzzi regarding claims investigation.	Melendez, Miranda B.	0.20	142.00
30-Jan-20	Prepare for (.1) and participate in (.5) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Damast, Craig A.	0.70	693.00
30-Jan-20	Review correspondence from M. Melendez regarding discussion of status at internal claims investigation meeting.	Dopsch, Peter C.	0.30	367.50
30-Jan-20	Prepare for (.1) and participate in (.5) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.1).	Ferraioli, Raff	0.70	497.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1); correspond with L. Marinuzzi regarding same (.2).	Goren, Todd M.	0.80	980.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Melendez, Miranda B.	0.60	426.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Rappoport, Steve	0.60	558.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Richards, Erica J.	0.60	597.00
30-Jan-20	Participate in weekly claims investigation meeting (.5); follow-up discussion with internal working group regarding same (.1).	Westergaard, Lily Vale	0.60	390.00
Total: 026	Claims Investigation		17.90	16,466.00
Lien Investigation				
02-Jan-20	Correspond with internal working group (.3) and various lender counsel (.3) regarding challenge deadline and possible consensual extension.	Damast, Craig A.	0.60	594.00
02-Jan-20	Correspond with internal working group regarding status of challenge deadline.	Goren, Todd M.	0.20	245.00
02-Jan-20	Review status of challenge deadline (.3); correspond with 1L loan parties regarding challenge extension (.1).	Marinuzzi, Lorenzo	0.40	570.00
02-Jan-20	Correspond with L. Marinuzzi regarding further extension of lien challenge deadline.	Richards, Erica J.	0.20	199.00

Invoice Number: 5892382
Invoice Date: February 27, 2020

Date	Services	Timekeeper	Hours	Value
07-Jan-20	Correspond with internal working group and lenders' counsel regarding possible extension of challenge deadline.	Damast, Craig A.	0.20	198.00
08-Jan-20	Correspond with internal working group and various lenders regarding confirmation of extension of challenge deadline.	Damast, Craig A.	0.20	198.00
16-Jan-20	Review updated 2L 2019 statement (.4); correspond with Perella and Alix regarding same (.2).	Goren, Todd M.	0.60	735.00
22-Jan-20	Analyze first lien amended R. 2019 statement.	Ferraioli, Raff	0.10	71.00
23-Jan-20	Review lien investigation letter to lenders (.4); analyze open issues regarding same (.5).	Goren, Todd M.	0.90	1,102.50
27-Jan-20	Review status of lien investigation work streams.	Richards, Erica J.	0.60	597.00
Total: 027	Lien Investigation		4.00	4,509.50
Schedules and Statements				
21-Jan-20	Correspond with internal working group regarding Debtors' amended schedules E/F and G.	Damast, Craig A.	0.30	297.00
29-Jan-20	Correspond with internal working group regarding amended schedules.	Damast, Craig A.	0.30	297.00
30-Jan-20	Discuss amendments to Debtors' schedules E/F and G with R. Ferraioli.	Damast, Craig A.	0.30	297.00
30-Jan-20	Discuss amendments to Debtors' schedules E/F and G with C. Damast.	Ferraioli, Raff	0.30	213.00
Total: 030	Schedules and Statements		1.20	1,104.00
Time Entry Review				
17-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	284.00
20-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.60	426.00
21-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	2.40	1,704.00
22-Jan-20	Analyze invoice for compliance with U.S. Trustee guidelines.	Ferraioli, Raff	0.40	284.00
23-Jan-20	Review and revise December time entries for compliance with U.S. Trustee guidelines.	Marinuzzi, Lorenzo	1.10	1,567.50
Total: 032	Time Entry Review		4.90	4,265.50
Mediation				
21-Jan-20	Review status of mediation (.4); discuss same with B. Weiland (Kirkland) (.2).	Marinuzzi, Lorenzo	0.60	855.00
Total: 034	Mediation		0.60	855.00

Date	Services	Timekeeper	Hours	Value
			Current Fees	372,897.50

Invoice Number: 5892382
Invoice Date: February 27, 2020

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,225.00	79.60	97,510.00
04458	Levitt, Jamie A.	1,325.00	4.60	6,095.00
17456	Marines, Jennifer L.	1,200.00	6.10	7,320.00
14116	Marinuzzi, Lorenzo	1,425.00	55.70	79,372.50
22181	Ferraioli, Raff	710.00	49.80	35,358.00
23534	Greer, Jocelyn Edith	810.00	26.30	21,303.00
20387	Melendez, Miranda B.	710.00	2.20	1,562.00
21823	Richardson Arnould, Ka	650.00	44.30	28,795.00
21829	Westergaard, Lily Vale	650.00	8.30	5,395.00
08676	Dopsch, Peter C.	1,225.00	2.20	2,695.00
19721	Rappoport, Steve	930.00	35.70	33,201.00
14078	Richards, Erica J.	995.00	13.00	12,935.00
17323	Damast, Craig A.	990.00	32.90	32,571.00
13849	Guido, Laura	400.00	32.20	12,880.00
15029	Bergelson, Vadim	375.00	9.30	3,487.50
99851	eDiscovery Services**	375.00	0.30	112.50
	Client Accommodation – ½ Non-Working Travel			(3,429.50)
	Client Accommodation – Time Entry Review			(4,265.50)
	TOTAL		402.50	372,897.50

WIN Ex. 105
Page 139 of 181

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 2020

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	1.90	2,587.50
003	Assumption and Rejection of Leases and Contracts	0.60	724.50
005	Budgeting (Case)	0.60	640.50
006	Business Operations	6.40	8,293.00
007	Case Administration	24.20	18,322.00
008	Claims Administration and Objections	6.60	7,021.00
010	Employee Benefits and Pensions	89.50	89,626.50
011	Employment and Fee Applications	8.20	4,341.00
014	Other Litigation	72.50	77,297.50
015	Meetings and Communications with Creditors	41.70	40,004.50
016	Non-Working Travel	7.00	6,859.00
017	Plan and Disclosure Statement	5.60	7,760.00
019	Relief from Stay and Adequate Protection	9.40	11,337.00
020	Reporting	2.00	2,392.00
023	Discovery	26.40	17,125.50
024	Hearings	71.30	59,061.00
026	Claims Investigation	17.90	16,466.00
027	Lien Investigation	4.00	4,509.50
030	Schedules and Statements	1.20	1,104.00
032	Time Entry Review	4.90	4,265.50
034	Mediation	0.60	855.00
	Client Accommodation – ½ Non-Working Travel		(3,429.50)
	Client Accommodation – Time Entry Review		(4,265.50)
TOTAL		402.50	372,897.50

Invoice Number: 5892382
Invoice Date: February 27, 2020

U.S.Dollars

WIN Ex. 105
Page 142 of 181

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5892382
Invoice Date: February 27, 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
23-Dec-19	5877787	USD	507,613.23	412,248.78	95,364.45
23-Jan-20	5883307	USD	388,826.48	312,928.08	75,898.40

Invoice Number: 5900212
Invoice Date: March 30, 2020

Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
04-Feb-20	Review Alix asset ownership analysis.	Goren, Todd M.	0.70	857.50
05-Feb-20	Correspond with internal working group regarding Alix asset ownership analysis (.1); call with P. Dopsch, A. Masyllkanova and M. Melendez regarding same (.3); correspond with Alix team regarding same (.3); review updated analysis (1.4); correspond with K. Richardson regarding same (.2).	Damast, Craig A.	2.30	2,277.00
05-Feb-20	Call with M. Melendez, C. Damast and A. Masyllkanova regarding analysis of asset ownership.	Dopsch, Peter C.	0.30	367.50
05-Feb-20	Call with P. Dopsch, C. Damast and M. Melendez regarding Alix asset ownership analysis (.3); review documents regarding same (.4).	Masyllkanova, Aisulu	0.70	637.00
05-Feb-20	Call with P. Dopsch, C. Damast and A. Masyllkanova regarding Alix asset ownership analysis.	Melendez, Miranda B.	0.30	213.00
11-Feb-20	Review Alix analysis regarding assets of non-obligors.	Goren, Todd M.	0.60	735.00
12-Feb-20	Follow up on questions regarding identity of transferors with respect to Uniti transaction.	Dopsch, Peter C.	0.20	245.00
18-Feb-20	Compare scope of security grants under 1L and 2L debt documents.	Richards, Erica J.	0.80	796.00
19-Feb-20	Correspond with R. Ferraioli and P. Dopsch regarding Uniti transaction and identity of transferors.	Sullivan, Lauren Marie	0.20	172.00
26-Feb-20	Review real estate analysis (.6); call with J. Wooding (Alix) regarding same (.3).	Goren, Todd M.	0.90	1,102.50
27-Feb-20	Review real estate analysis (.4); call with Alix and White & Case regarding same (.6); correspond with internal working group regarding next steps (.3).	Goren, Todd M.	1.30	1,592.50
Total: 001	Asset Analysis and Recovery		8.30	8,995.00
Business Operations				
03-Feb-20	Correspond with internal working group and Kirkland team regarding Verizon negotiations and possible settlement/hearing date (.3); correspond with internal working group, Perella and Alix teams regarding same and scheduling call to discuss (.3).	Damast, Craig A.	0.60	594.00
03-Feb-20	Review Verizon settlement (.4); correspond with Alix and Kirkland regarding meeting to review same (.3).	Marinuzzi, Lorenzo	0.70	997.50

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
07-Feb-20	Correspond with Alix regarding business plan status.	Goren, Todd M.	0.20	245.00
14-Feb-20	Call with K. McGlynn (Alix) and J. Luze (Kirkland) regarding business plan review.	Goren, Todd M.	0.40	490.00
Total: 006	Business Operations		1.90	2,326.50
Case Administration				
03-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Damast, Craig A.	1.70	1,683.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Ferraioli, Raff	1.70	1,207.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Goren, Todd M.	1.70	2,082.50
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Greer, Jocelyn Edith	1.70	1,377.00
04-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar and provide updates to same (.5).	Guido, Laura	0.70	280.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Marines, Jennifer L.	1.70	2,040.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Marinuzzi, Lorenzo	1.70	2,422.50
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Rappoport, Steve	1.70	1,581.00
04-Feb-20	Participate on weekly professionals' call (.9); follow-up discussion with internal working group regarding same and next steps (.8).	Richards, Erica J.	1.70	1,691.50
04-Feb-20	Prepare for (.2) and participate on (.9) weekly professionals' call; follow-up discussion with internal working group regarding same and next steps (.8).	Richardson Arnould, Ka	1.90	1,235.00
05-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
06-Feb-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: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
07-Feb-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
10-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
11-Feb-20	Participate on weekly professionals' call.	Damast, Craig A.	0.50	495.00
11-Feb-20	Participate on weekly professionals' call.	Ferraioli, Raff	0.50	355.00
11-Feb-20	Participate on weekly professionals' call.	Goren, Todd M.	0.50	612.50
11-Feb-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-Feb-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.50	600.00
11-Feb-20	Participate on weekly professionals' call.	Melendez, Miranda B.	0.50	355.00
11-Feb-20	Participate on weekly professionals' call.	Richards, Erica J.	0.50	497.50
11-Feb-20	Prepare for (.2) and participate on (.5) weekly professionals' call.	Richardson Arnould, Ka	0.70	455.00
12-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.30	120.00
13-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
14-Feb-20	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.40	112.00
18-Feb-20	Prepare for (.2) and participate on (.4) weekly professionals' call.	Damast, Craig A.	0.60	594.00
18-Feb-20	Prepare for (.2) and participate on (.4) weekly professionals' call.	Ferraioli, Raff	0.60	426.00
18-Feb-20	Participate on weekly professionals' call (.4); call with Alix and Moelis regarding same (.3).	Goren, Todd M.	0.70	857.50
18-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
18-Feb-20	Correspond with R. Ferraioli regarding attendance on professionals' call.	Melendez, Miranda B.	0.10	71.00
18-Feb-20	Participate on weekly professionals' call.	Rappoport, Steve	0.40	372.00
18-Feb-20	Participate on weekly professionals' call.	Richards, Erica J.	0.40	398.00
19-Feb-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
20-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.2); update case calendar (.1).	Guido, Laura	0.30	120.00

MORRISON | FOERSTER

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Date	Services	Timekeeper	Hours	Value
21-Feb-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
24-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.1); update case calendar and provide updates to same (.8).	Guido, Laura	0.90	360.00
25-Feb-20	Prepare for (.1) and participate on (.3) weekly professionals' call.	Ferraioli, Raff	0.40	284.00
25-Feb-20	Participate on weekly professionals' call.	Goren, Todd M.	0.30	367.50
25-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group.	Guido, Laura	0.20	80.00
25-Feb-20	Participate on weekly professionals' call.	Marines, Jennifer L.	0.30	360.00
25-Feb-20	Participate on weekly professionals' call.	Rappoport, Steve	0.30	279.00
25-Feb-20	Participate on weekly professionals' call.	Richards, Erica J.	0.30	298.50
25-Feb-20	Prepare for (.4) and participate on (.3) weekly professionals' call.	Richardson Arnould, Ka	0.70	455.00
26-Feb-20	Circulate notice of ECF filings to internal working group.	Guido, Laura	0.20	80.00
27-Feb-20	Circulate notice of ECF filings and distribute recently filed pleadings to internal working group (.3); update case calendar (.3).	Guido, Laura	0.60	240.00
28-Feb-20	Circulate notice of ECF filings to internal working group.	Williams, Jenn J.	0.40	112.00
Total: 007	Case Administration		31.10	26,076.00
Claims Administration and Objections				
05-Feb-20	Review various reports regarding identity and assets of transferor subs and impact on claim settlement (.6); correspond with Alix regarding preparation of consolidated list of transfer subs and status as bond obligors and asset values for purposes of settlement objection (.4).	Marinuzzi, Lorenzo	1.00	1,425.00
12-Feb-20	Review correspondence regarding obligors under indentures.	Peck, Geoffrey R.	0.50	600.00
14-Feb-20	Correspond with internal working group, Perella and Alix teams regarding general unsecured creditor recovery analysis and projections.	Damast, Craig A.	0.40	396.00
17-Feb-20	Correspond with internal working group and Alix team regarding intercompany claims analysis.	Damast, Craig A.	0.40	396.00
20-Feb-20	Review draft of Alix and Perella presentation regarding claim recovery and allocation of plan value (.8); participate in weekly claims investigation meeting (.8).	Marinuzzi, Lorenzo	1.60	2,280.00

MORRISON | FOERSTER

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Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
26-Feb-20	Correspond with internal working group regarding Committee member claims.	Damast, Craig A.	0.40	396.00
26-Feb-20	Correspond with internal working group and Alix regarding Committee member claims (.2); analyze claims register (.9).	Ferraioli, Raff	1.10	781.00
27-Feb-20	Correspond with internal working group regarding Committee member claims.	Damast, Craig A.	0.30	297.00
27-Feb-20	Call with J. Wooding (Alix) regarding claims waterfall (.3); discuss same with E. Richards (.2); analyze same (.4).	Ferraioli, Raff	0.90	639.00
27-Feb-20	Review Alix claims waterfall (.4); correspond with internal working group regarding same (.2).	Goren, Todd M.	0.60	735.00
27-Feb-20	Discuss claims waterfall with R. Ferraioli.	Richards, Erica J.	0.20	199.00
Total: 008	Claims Administration and Objections		7.40	8,144.00
Employment and Fee Applications				
05-Feb-20	Analyze notice of interim fee order; correspond with E. Richards regarding same.	Ferraioli, Raff	0.20	142.00
10-Feb-20	File and coordinate service of Perella's November fee statement (.2); file supplemental MacGreevey declaration in support of Alix retention (.2).	Guido, Laura	0.40	160.00
10-Feb-20	Call with S. Eghlimi (Perella) regarding monthly fee statement (.2); correspond with R. Ferraioli regarding same (.2).	Richardson Arnould, Ka	0.40	260.00
11-Feb-20	Review and compare disclosure schedules in MoFo's original retention application vs. supplemental declaration regarding same.	Guido, Laura	0.30	120.00
11-Feb-20	Review Committee professional fee applications for fee hearing and prepare narrative (.9); correspond with F. Petrie (Kirkland) regarding fee hearing (.2).	Marinuzzi, Lorenzo	1.10	1,567.50
12-Feb-20	Prepare fee application request; correspond with Windstream regarding same.	Ferraioli, Raff	0.30	213.00
27-Feb-20	Analyze Alix's monthly fee statement; coordinate filing of same.	Ferraioli, Raff	0.10	71.00
27-Feb-20	Prepare MoFo's January fee statement (.9); file and coordinate service of Alix's January fee statement (.2).	Guido, Laura	1.10	440.00
Total: 011	Employment and Fee Applications		3.90	2,973.50
Other Litigation				
02-Feb-20	Call with B. Weiland (Kirkland) regarding settlement proposal (.4); call with L. Marinuzzi regarding same (.2); correspond with Alix and Perella regarding same (.2).	Goren, Todd M.	0.80	980.00

MORRISON | FOERSTER

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Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
02-Feb-20	Call with B. Weiland (Kirkland) regarding settlement proposal (.4); call with T. Goren regarding same (.2); review and revise memorandum to Committee regarding same (.2).	Marinuzzi, Lorenzo	0.80	1,140.00
03-Feb-20	Correspond with internal working group regarding draft term sheet regarding possible Uniti settlement (.2); review same (.3); correspond with internal working group, Perella and Alix teams regarding same (.4); call with White & Case regarding settlement proposal (.5).	Damast, Craig A.	1.40	1,386.00
03-Feb-20	Analyze draft settlement term sheet.	Ferraioli, Raff	0.40	284.00
03-Feb-20	Review and analyze drafts of settlement term sheet (1.2); correspond with Alix and Perella regarding same (.4); call with White & Case regarding settlement proposal (.5).	Goren, Todd M.	2.10	2,572.50
03-Feb-20	Review proposed Uniti term sheet (1.6); review timeline for approval and impact on plan process (.8); call with White & Case regarding settlement proposal (.5); call with B. Weiland (Kirkland) regarding settlement term sheet status and next steps (.4); draft memorandum to R. Ferraioli regarding authorization to share term sheet (.3).	Marinuzzi, Lorenzo	3.60	5,130.00
03-Feb-20	Review proposed settlement terms regarding Uniti litigation.	Rappoport, Steve	0.80	744.00
03-Feb-20	Analyze MoFo settlement term sheet.	Richards, Erica J.	0.20	199.00
04-Feb-20	Review revised term sheet (.3); discuss same with R. Ferraioli (.3); correspond with internal working group regarding Uniti's answer to amended complaint (.3); review and revise summary of same for Committee (.7); correspond with internal working group regarding same and revisions (.3); correspond with R. Ferraioli regarding Rule 9019 research (.2); review same (.2).	Damast, Craig A.	2.30	2,277.00
04-Feb-20	Analyze revised term sheet (.4); discuss same with C. Damast (.3); conduct and analyze legal research regarding same (3.2); draft memorandum regarding same (.7); analyze further revised term sheet (.2).	Ferraioli, Raff	4.80	3,408.00
04-Feb-20	Review and revise summary of Uniti answer (.4); review updated settlement term sheets (.7); call with B. Weiland (Kirkland) regarding same (.2); correspond with White & Case regarding same (.3).	Goren, Todd M.	1.60	1,960.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
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Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
04-Feb-20	Review and analyze revised settlement term sheet for Uniti settlement (2.6); call with B. Weiland (Kirkland) regarding same (.2); review Rule 9019 status and research as applicable to proposed settlement (.8); review discovery topics regarding settlement (.9); review summary of answer to amended Uniti complaint (.3).	Marinuzzi, Lorenzo	4.80	6,840.00
04-Feb-20	Analyze Uniti's response to Windstream's amended complaint (2.0); draft Committee memorandum regarding same (1.1); correspond with internal working group regarding same (.2); revise same (.2); finalize same and circulate to Committee (.4).	Richardson Arnould, Ka	3.90	2,535.00
05-Feb-20	Correspond with internal working group regarding revised term sheet regarding Uniti settlement (.6); review Paul Weiss letter to Kirkland regarding proposed Uniti settlement (1.1); correspond with R. Ferraioli and Committee members regarding update on proposed Uniti settlement and issues (.4).	Damast, Craig A.	2.10	2,079.00
05-Feb-20	Analyze revised term sheet (.3); analyze internal correspondence regarding same (.2); conduct and analyze legal research regarding same (1.1); analyze letter regarding same from ILs (.1); correspond with Alix regarding analysis in connection with term sheet (.2).	Ferraioli, Raff	1.90	1,349.00
05-Feb-20	Review proposed course of action regarding settlement with L. Marinuzzi (.7); review updated term sheet (.8).	Goren, Todd M.	1.50	1,837.50
05-Feb-20	Review further revised Uniti term sheet (.9); review with Kirkland concerns of Committee regarding term sheet and allocations (.4); review proposed course of action regarding settlement with T. Goren (.7); review basis of objection and outline same for drafting (.7); review Committee concerns regarding term sheet with E. Vonnegut (Davis Polk) (.3); review press releases regarding Uniti debt offering (.4); discuss impact of same with Perella (.5); review Paul Weiss letter to Company regarding proposed Uniti settlement (.4).	Marinuzzi, Lorenzo	4.30	6,127.50
06-Feb-20	Correspond with internal working group and Perella team regarding status of potential Uniti settlement.	Damast, Craig A.	0.30	297.00
06-Feb-20	Conduct and analyze legal research regarding settlement proposal.	Ferraioli, Raff	0.40	284.00
06-Feb-20	Review materials regarding Uniti debt offering (.4); correspond with Perella regarding same (.2).	Goren, Todd M.	0.60	735.00
06-Feb-20	Review status of possible Uniti settlement; call with E. Vonnegut (Davis Polk) regarding same.	Marinuzzi, Lorenzo	0.50	712.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
07-Feb-20	Correspond with internal working group regarding potential objection to Uniti settlement (.3); correspond with internal working group and Perella team regarding status of Uniti settlement and negotiations (.5); review summary to Committee regarding same (.5).	Damast, Craig A.	1.30	1,287.00
07-Feb-20	Draft letter to Debtors regarding status of Uniti settlement discussions.	Richards, Erica J.	0.90	895.50
10-Feb-20	Correspond with internal working group regarding status of Uniti settlement discussions and blowout materials.	Damast, Craig A.	0.40	396.00
10-Feb-20	Analyze settlement term sheets (.6); discuss same and next steps with T. Goren (.3); correspond with internal working group regarding same (.2); analyze correspondence regarding Uniti litigation schedule and upcoming deadlines (.2).	Ferraioli, Raff	1.30	923.00
10-Feb-20	Review updated draft term sheets (.8); correspond and call with Kirkland regarding same (.4); calls and correspond with H. Denman (White & Case) regarding status (.3); review settlement term sheets and next steps with R. Ferraioli (.3).	Goren, Todd M.	1.80	2,205.00
10-Feb-20	Review possible blowout material from Uniti settlement including counter offer term sheets (1.1); correspond with T. Goren regarding status of settlement and notice of same (.3); review correspondence from T. Lauria (UMB) regarding unauthorized extension of litigation deadlines and consider Committee position (.4).	Marinuzzi, Lorenzo	1.80	2,565.00
10-Feb-20	Call with C. Shore (UMB) regarding Uniti litigation schedule (.3); correspond with internal working group regarding schedule issues (.5); review cleansing materials regarding Uniti settlement discussions (.4).	Rappoport, Steve	1.20	1,116.00
10-Feb-20	Review draft cleansing materials regarding Uniti settlement discussions (.7); analyze revised Uniti settlement proposals (.6).	Richards, Erica J.	1.30	1,293.50
11-Feb-20	Discuss Uniti settlement and potential objection with T. Goren (.1); conduct and analyze legal research regarding same (1.7).	Ferraioli, Raff	1.80	1,278.00
11-Feb-20	Discuss Uniti settlement and potential objection with R. Ferraioli.	Goren, Todd M.	0.10	122.50
11-Feb-20	Review correspondence from C. Shore (UMB) to Court regarding lack of consent on extension of dates in Uniti litigation and failure to consult.	Marinuzzi, Lorenzo	0.40	570.00
11-Feb-20	Analyze Charter reply in support of motion to continue bench trial.	Richards, Erica J.	0.30	298.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

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12-Feb-20	Review motion papers for motion for summary judgment and partial motion to dismiss in Uniti adversary proceeding.	Chan, Monica	1.10	946.00
12-Feb-20	Correspond with J. Greer regarding Uniti litigation status.	Damast, Craig A.	0.20	198.00
12-Feb-20	Correspond with internal working group regarding litigation status and next steps.	Ferraioli, Raff	0.10	71.00
12-Feb-20	Correspond and call with White & Case regarding expert reports and settlement status (.6); review status (.3).	Goren, Todd M.	0.90	1,102.50
12-Feb-20	Review correspondence regarding settlement status.	Masykanova, Aisulu	0.30	273.00
12-Feb-20	Review internal correspondence regarding Uniti recharacterization claim (.4); conduct and analyze legal research regarding same (.4).	Richardson Arnould, Ka	0.80	520.00
13-Feb-20	Analyze proposed settlement terms (.7); conduct and analyze legal research regarding same (.9).	Ferraioli, Raff	1.60	1,136.00
13-Feb-20	Review and analyze updated settlement term sheets (.9); correspond with Kirkland regarding same (.2).	Goren, Todd M.	1.10	1,347.50
13-Feb-20	Review publicly disclosed Uniti settlement proposals (1.1); review open issues regarding settlement (.3).	Marinuzzi, Lorenzo	1.40	1,995.00
14-Feb-20	Analyze update regarding Uniti settlement (.1); conduct and analyze legal research regarding settlement proposal (.5).	Ferraioli, Raff	0.60	426.00
14-Feb-20	Review Skadden subpoena.	Rappoport, Steve	0.30	279.00
17-Feb-20	Prepare joinder to witness lists and serve same.	Rappoport, Steve	0.80	744.00
18-Feb-20	Review cleansing materials (.3); review White & Case correspondence regarding same (.2); correspond with internal working group regarding Committee joinder to plaintiffs' witness list (.2).	Damast, Craig A.	0.70	693.00
18-Feb-20	Conduct and analyze legal research regarding potential Uniti settlement.	Ferraioli, Raff	0.70	497.00
18-Feb-20	Review letter to Judge Drain regarding schedule and trial procedures (.6); review updated Uniti settlement terms sheets (.7).	Goren, Todd M.	1.30	1,592.50
18-Feb-20	Review further revised Uniti settlement term sheet as reflected in cleansing materials.	Marinuzzi, Lorenzo	0.90	1,282.50
19-Feb-20	Correspond with internal working group regarding status of Uniti settlement discussions and next steps (.5); correspond with internal working group regarding Judge's opinion regarding Charter Daubert rulings (.2).	Damast, Craig A.	0.70	693.00

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
19-Feb-20	Analyze update regarding Charter opinion; analyze update regarding proposed Uniti settlement; correspond with internal working group regarding same.	Ferraioli, Raff	0.20	142.00
19-Feb-20	Review updated Uniti scheduling order and trial procedures letter (.4); review draft exhibit list (.7); correspond with internal working group regarding settlement research (.3).	Goren, Todd M.	1.40	1,715.00
19-Feb-20	Call and correspond with B. Weiland (Kirkland) regarding status of Uniti settlement and next steps (.6); draft memorandum to internal working group regarding status of Uniti discussions (.6).	Marinuzzi, Lorenzo	1.20	1,710.00
19-Feb-20	Review Windstream exhibit list for Uniti matter; review Judge Drain's opinion in Charter matter.	Rappoport, Steve	0.50	465.00
20-Feb-20	Review Uniti and Windstream trial exhibit lists.	Goren, Todd M.	0.70	857.50
20-Feb-20	Review letter to Judge Drain in Uniti matter.	Rappoport, Steve	0.60	558.00
21-Feb-20	Correspond with S. Rappoport regarding White & Case's forthcoming motion to strike brief in Uniti adversary proceeding.	Chan, Monica	0.10	86.00
21-Feb-20	Correspond with internal working group regarding Uniti exhibit list (.2) and exhibit lists for Debtors/intervenors (.1); call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3).	Damast, Craig A.	0.90	891.00
21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3).	Ferraioli, Raff	0.60	426.00
21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3); review follow-up research regarding same (1.2).	Goren, Todd M.	1.80	2,205.00
21-Feb-20	Correspond with T. Lauria (UMB) regarding proposed settlement and next steps (.3); call with T. Lauria and Milbank team regarding approach to Uniti litigation and proposed settlement (.6); review legal authority for expert exclusion (.8); correspond with T. Goren regarding follow-up research and litigation project for expert motions (.4).	Marinuzzi, Lorenzo	2.10	2,992.50
21-Feb-20	Review correspondence from R. Ferraioli regarding status of Uniti settlement.	Melendez, Miranda B.	0.10	71.00
21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3); review case law related to motion in limine (1.3).	Rappoport, Steve	1.90	1,767.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

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21-Feb-20	Call with White & Case regarding settlement proposal and next steps (.3); follow-up call with internal working group regarding same (.3).	Richards, Erica J.	0.60	597.00
21-Feb-20	Conduct legal research regarding 9019 settlements in connection with objection to same (4.2); correspond with R. Ferraioli regarding findings to same (.4).	Richardson Arnould, Ka	4.60	2,990.00
23-Feb-20	Review, analyze and research cases cited in White & Case draft motion in limine to preclude P. Chill and W. Zarakas in Uniti adversary proceeding.	Chan, Monica	0.60	516.00
23-Feb-20	Review White & Case draft motion to exclude (.8); correspond with internal working group regarding same (.3).	Goren, Todd M.	1.10	1,347.50
23-Feb-20	Correspond with P. Dopsch regarding expert testimony in Uniti litigation.	Melendez, Miranda B.	0.10	71.00
23-Feb-20	Review White & Case draft motion in limine and provide comments to T. Goren.	Rappoport, Steve	1.70	1,581.00
24-Feb-20	Review, analyze and research cases cited in White & Case draft motion in limine to preclude P. Chill and W. Zarakas in Uniti adversary proceeding (.8); correspond with S. Rappoport regarding same (.1).	Chan, Monica	0.90	774.00
24-Feb-20	Correspond with internal working group regarding White & Case draft motion in limine to preclude Uniti's experts' testimony (.2); review same (.3); correspond with internal working group regarding status update regarding Uniti litigation and possible settlement (.3); review Debtors' motion to dismiss two of Uniti's counterclaims (.4).	Damast, Craig A.	1.20	1,188.00
24-Feb-20	Review correspondence from S. Rappoport regarding status of motion in limine in connection with Uniti.	Dopsch, Peter C.	0.30	367.50
24-Feb-20	Discuss litigation status and next steps with T. Goren (.3); meet with internal working group regarding proposed Uniti settlement (1.0); discuss same with K. Richardson (.3).	Ferraioli, Raff	1.60	1,136.00
24-Feb-20	Discuss draft motion to exclude and next steps with S. Rappoport (.3); review motion to dismiss Uniti counterclaims (.4); correspond with Kirkland regarding same (.4); discuss litigation status and next steps with R. Ferraioli (.3); meet with internal working group regarding proposed Uniti settlement (1.0).	Goren, Todd M.	2.40	2,940.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
26-Feb-20	Correspond with internal working group regarding Uniti litigation and update regarding possible settlement (.5); correspond with internal working group regarding Uniti litigation witness lists (.3); correspond with internal working group regarding motions to preclude testimony in Uniti litigation (.2); review same (.3).	Damast, Craig A.	1.30	1,287.00
26-Feb-20	Correspond with K. Richardson regarding proposed settlement (.1); discuss status of same with T. Goren (.1); conduct and analyze legal research in connection with same (2.6); review draft motion in limine regarding Uniti experts (.3).	Ferraioli, Raff	3.10	2,201.00
26-Feb-20	Review Uniti motions in limine (.4); review proposed settlement status (.4); discuss same with R. Ferraioli (.1); correspond and call with White & Case regarding same (.2); review trustees' motion to exclude P. Chill (.4); draft Committee joinder (.1).	Goren, Todd M.	1.60	1,960.00
26-Feb-20	Compile redacted forms of Uniti adversary proceeding filings (.5); coordinate filing of joinder to motion in limine (.2).	Guido, Laura	0.70	280.00
26-Feb-20	Review draft motion in limine for Uniti experts (.8); correspond with S. Rappoport regarding status of depositions and motion in limine (.4); call with B. Weiland (Kirkland) regarding status of settlement discussions (.4); draft memorandum to internal working group regarding same (.3); call with S. Hessler (Kirkland) regarding further settlement discussions (.4); draft memorandum to internal working group regarding meetings at Kirkland and settlement (.3); review Uniti motions in limine (Small and Thomas) (.8); review L. Vanston expert report (1.3); review T. Thomas declaration (.9); review declaration of J. Small (1.4).	Marinuzzi, Lorenzo	7.00	9,975.00
26-Feb-20	Prepare joinder to motion in limine (.8); review motion in limine (.5).	Rappoport, Steve	1.30	1,209.00
27-Feb-20	Review 2L ad hoc (.2) and Committee (.2) joinders to indenture trustees' motion to preclude certain expert testimony; correspond with internal working group and Committee members regarding Uniti litigation and settlement update (.2).	Damast, Craig A.	0.60	594.00
27-Feb-20	Call with White & Case regarding potential settlement and next steps (.2); discuss same with T. Goren and E. Richards (.2); discuss settlement status and objections with internal working group (.6); conduct and analyze research regarding same (3.3).	Ferraioli, Raff	4.30	3,053.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
27-Feb-20	Review and analyze Uniti direct testimony regarding potential cross examination (1.2); review White & Case motion to preclude and joinders to same (.6); call with White & Case regarding potential settlement and next steps (.2); discuss same with R. Ferraioli and E. Richards (.2); discuss settlement status and objections with internal working group (.6).	Goren, Todd M.	2.80	3,430.00
27-Feb-20	Prepare, file and coordinate service of joinder to motion in limine (.3); compile unredacted forms of recently filed Uniti pleadings (.4).	Guido, Laura	0.70	280.00
27-Feb-20	Review intervention rights under Uniti stipulation for settlement (.6); review cases regarding rights of intervenors regarding settlement and continuation (.4); review proposed settlement objection outline and formulate strategy (1.1); review 2L and Debtor joinders in UMB in limine motion (.3).	Marinuzzi, Lorenzo	2.40	3,420.00
27-Feb-20	Review correspondence from R. Ferraioli regarding settlement update.	Melendez, Miranda B.	0.10	71.00
27-Feb-20	Discuss settlement status and next steps with internal working group.	Rappoport, Steve	0.60	558.00
27-Feb-20	Analyze UMB motion in limine (.4); discuss potential settlement and next steps with R. Ferraioli and T. Goren (.2).	Richards, Erica J.	0.60	597.00
27-Feb-20	Conduct legal research in connection with objection to 9019 settlement (3.6); draft arguments for objection to same (3.2); discuss settlement status and next steps with internal working group (.6).	Richardson Arnould, Ka	7.40	4,810.00
28-Feb-20	Review indenture trustees' letter to Debtors' boards regarding Uniti litigation and issues with proposed settlement.	Damast, Craig A.	0.20	198.00
28-Feb-20	Discuss potential settlement objection with T. Goren (.4); conduct and analyze legal research regarding same (4.9).	Ferraioli, Raff	5.30	3,763.00
28-Feb-20	Review indenture trustees' letter to Debtors' boards (.3); discuss potential settlement objection with R. Ferraioli (.4).	Goren, Todd M.	0.70	857.50
28-Feb-20	Review indenture trustees' letter to boards regarding settlement (.6); consider Committee response to letter or request of Windstream boards (.4); review draft Windstream response to in limine motions (.7); review analysis of Uniti settlement and probability of success regarding claims (.8); review litigation strategy for settlement hearing (.9); review Charter post-briefing letter to court (.3).	Marinuzzi, Lorenzo	3.70	5,272.50

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

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28-Feb-20	Review T. Lauria (UMB) letter regarding Uniti litigation.	Rappoport, Steve	0.30	279.00
29-Feb-20	Correspond with internal working group regarding Uniti litigation (.5) and status of potential settlement and discussions (.6).	Damast, Craig A.	1.10	1,089.00
29-Feb-20	Conduct and analyze legal research regarding objection to settlement.	Ferraioli, Raff	1.10	781.00
29-Feb-20	Correspond with internal working group and Debtors regarding settlement update (.4); call and correspond with M. Brod (Milbank) regarding same (.3); review and revise response to Uniti motions in limine (.5).	Goren, Todd M.	1.20	1,470.00
29-Feb-20	Call with S. Hessler (Kirkland) regarding status of Uniti settlement (.5); draft memorandum to internal working group regarding status of settlement and splintering of creditor support (.4); call with C. Shore (UMB) regarding status of settlement and next steps (.4); review and revise correspondence to Committee regarding status update (.3).	Marinuzzi, Lorenzo	1.60	2,280.00
Total: 014	Other Litigation		159.60	165,333.00
Meetings and Communications with Creditors				
02-Feb-20	Analyze status update for Committee (.2); draft update for Committee regarding same (.4); correspond with internal working group regarding same (.1).	Ferraioli, Raff	0.70	497.00
02-Feb-20	Review and revise correspondence to Committee regarding Uniti status.	Goren, Todd M.	0.30	367.50
03-Feb-20	Correspond with Committee regarding status update and negotiations.	Ferraioli, Raff	0.20	142.00
04-Feb-20	Analyze update materials for upcoming Committee call.	Ferraioli, Raff	0.40	284.00
04-Feb-20	Review and revise agenda and update regarding upcoming Committee call (.3); review Alix presentation for Committee (.5).	Goren, Todd M.	0.80	980.00
04-Feb-20	Review recent pleadings and draft agenda for upcoming Committee call (.3); revise schedule of material dates per the Committee (.1); correspond with F. Munshi (Perella) and J. Wooding (Alix) regarding materials for Committee call (.3); review financial presentation from Alix (.7); provide comments to J. Wooding regarding same (.2); review Perella's comparative analysis of Uniti proposals (.4); correspond with T. Goren and Perella regarding revisions to same (.3); draft, finalize and circulate memorandum to Committee regarding upcoming call (.5).	Richardson Arnould, Ka	2.80	1,820.00

MORRISON | FOERSTER

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05-Feb-20	Prepare for (.3) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3).	Damast, Craig A.	1.70	1,683.00
05-Feb-20	Participate on weekly Committee call.	Dopsch, Peter C.	1.10	1,347.50
05-Feb-20	Prepare for (.2) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3); correspond with internal working group regarding update for Committee (.2); correspond with Committee regarding same (.3).	Ferraioli, Raff	2.10	1,491.00
05-Feb-20	Prepare for (.4) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3); review Perella and Alix presentations for Committee call (.6); review and revise correspondence to Committee regarding update (.3); correspond with J. Grudus (AT&T) regarding Committee call and next steps (.2).	Goren, Todd M.	2.90	3,552.50
05-Feb-20	Prepare for (.2) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3).	Marines, Jennifer L.	1.60	1,920.00
05-Feb-20	Prepare for (.1) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3); correspond with J. Grudus (AT&T) and R. Seltzer (CWA) regarding call scheduling and next steps (.3).	Marinuzzi, Lorenzo	1.80	2,565.00
05-Feb-20	Participate on weekly Committee call.	Melendez, Miranda B.	1.10	781.00
05-Feb-20	Participate on weekly Committee call (1.1); follow-up discussion with Perella and Alix regarding same and next steps (.3).	Rappoport, Steve	1.40	1,302.00
05-Feb-20	Participate on weekly Committee call (1.1); follow-up discussion with Perella and Alix regarding same and next steps (.3).	Richards, Erica J.	1.40	1,393.00
05-Feb-20	Correspond with Committee regarding revised proposed settlement term sheet (.6); prepare for (.4) and participate on (1.1) weekly Committee call; follow-up discussion with Perella and Alix regarding same and next steps (.3).	Richardson Arnould, Ka	2.40	1,560.00
07-Feb-20	Correspond with Committee regarding status update and Uniti settlement proposal.	Ferraioli, Raff	0.30	213.00
07-Feb-20	Review and revise correspondence to Committee regarding Uniti settlement status (.3); correspond and call with H. Denman (White & Case) regarding same (.3).	Goren, Todd M.	0.60	735.00

MORRISON | FOERSTER

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Invoice Date: March 30, 2020

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07-Feb-20	Review recent pleadings and revise schedule of material dates for the Committee accordingly; draft tentative agenda for upcoming Committee call.	Richardson Arnould, Ka	0.40	260.00
10-Feb-20	Correspond with internal working group regarding update for Committee (.2); correspond with Committee regarding same (.4); analyze letters received from pro se parties (.2); discuss same with E. Richards (.1).	Ferraioli, Raff	0.90	639.00
10-Feb-20	Discuss letters received from pro se parties with R. Ferraioli.	Richards, Erica J.	0.10	99.50
11-Feb-20	Correspond with internal working group regarding agenda and materials for upcoming Committee call (.1); review same (.2).	Damast, Craig A.	0.30	297.00
11-Feb-20	Review and revise agenda and correspondence to Committee regarding upcoming call (.4); correspond with Committee co-chairs regarding same (.2).	Goren, Todd M.	0.60	735.00
11-Feb-20	Finalize agenda for upcoming Committee call (.7); correspond with J. Wooding (Alix) and F. Munshi (Perella) regarding materials for circulation to Committee (.3); correspond with Committee regarding upcoming call and February 12 omnibus hearing (.3); review financial presentation from Alix (.4); provide comments to J. Wooding regarding same (.2); correspond with internal working group regarding update for the Committee transmittal of materials for upcoming Committee call (.2).	Richardson Arnould, Ka	2.10	1,365.00
12-Feb-20	Participate on weekly Committee call.	Damast, Craig A.	0.50	495.00
12-Feb-20	Prepare for (.3) and participate on (.5) weekly Committee call.	Ferraioli, Raff	0.80	568.00
12-Feb-20	Prepare for (.2) and participate on (.5) weekly Committee call; review Alix and Perella materials for call (.6).	Goren, Todd M.	1.30	1,592.50
12-Feb-20	Participate on weekly Committee call.	Greer, Jocelyn Edith	0.50	405.00
12-Feb-20	Meet with Crown Castle counsel regarding status of plan discussions and litigation (.3); prepare for (.4) and participate on (.5) weekly Committee call.	Marinuzzi, Lorenzo	1.20	1,710.00
12-Feb-20	Participate on weekly Committee call.	Melendez, Miranda B.	0.50	355.00
12-Feb-20	Participate on weekly Committee call.	Rappoport, Steve	0.50	465.00
12-Feb-20	Participate on weekly Committee call.	Richards, Erica J.	0.50	497.50
12-Feb-20	Prepare for (.3) and participate on (.5) weekly Committee call.	Richardson Arnould, Ka	0.80	520.00
13-Feb-20	Call with H. Denman (White & Case) regarding plan status (.3); call with G. Stien (noteholder) regarding plan/settlement (.5).	Goren, Todd M.	0.80	980.00

MORRISON | FOERSTER

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Invoice Number: 5900212
Invoice Date: March 30, 2020

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13-Feb-20	Call with J. Grudus (AT&T) regarding status of plan (.4); call with E. Wathen (creditor) regarding case status (.4); call with S. Friedman (Bardin Hill) regarding blowout materials (.3).	Marinuzzi, Lorenzo	1.10	1,567.50
14-Feb-20	Call with C. Koster (White & Case) regarding 2L documents (.2); correspond with Kirkland regarding same (.2); call with Windstream noteholder regarding settlement term sheets (.2).	Goren, Todd M.	0.60	735.00
14-Feb-20	Call with V. Jelesovic (creditor) regarding plan term sheets.	Marinuzzi, Lorenzo	0.30	427.50
16-Feb-20	Correspond with Kirkland regarding document sharing with Committee members; analyze and compile documents for sharing with Committee members; correspond with counsel for UMB Bank regarding same.	Ferraioli, Raff	0.40	284.00
16-Feb-20	Correspond with White & Case and Kirkland regarding information sharing request.	Goren, Todd M.	0.40	490.00
17-Feb-20	Correspond and call with White & Case regarding status.	Goren, Todd M.	0.20	245.00
18-Feb-20	Correspond with Committee regarding status of proposed settlement.	Ferraioli, Raff	0.30	213.00
18-Feb-20	Correspond with Committee regarding status of negotiations.	Goren, Todd M.	0.20	245.00
19-Feb-20	Correspond with E. Wilson (Kelley Drye) regarding Committee bylaws; correspond with L. Marinuzzi regarding same.	Ferraioli, Raff	0.40	284.00
19-Feb-20	Call and correspond with Contrarian (noteholder) regarding status of Uniti litigation and plan term sheet (.4); draft memorandum regarding call with Contrarian (.3).	Marinuzzi, Lorenzo	0.70	997.50
20-Feb-20	Review CQS letter.	Damast, Craig A.	0.30	297.00
20-Feb-20	Analyze CQS letter.	Ferraioli, Raff	0.20	142.00
20-Feb-20	Review CQS letter.	Goren, Todd M.	0.30	367.50
20-Feb-20	Call with counsel for unsecured creditor regarding case status.	Richards, Erica J.	0.30	298.50
21-Feb-20	Draft update for Committee (.3); correspond with White & Case regarding document requests (.2); analyze documents for White & Case (.4).	Ferraioli, Raff	0.90	639.00
25-Feb-20	Review agenda for upcoming Committee call (.1); correspond with K. Richardson and Committee members regarding same (.1).	Damast, Craig A.	0.20	198.00
25-Feb-20	Review and revise agenda and correspondence to Committee regarding upcoming call.	Goren, Todd M.	0.20	245.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
04-Feb-20	Review Shubert motion for relief from stay (.2); correspond with internal working group regarding same (.2); review summary of same (.2).	Damast, Craig A.	0.60	594.00
04-Feb-20	Analyze Chapter 7 Trustee stay relief motion; correspond with internal working group regarding same.	Ferraioli, Raff	0.40	284.00
10-Feb-20	Review notice of withdrawal of Sprint lift stay motion (.1); correspond with internal working group regarding same (.2).	Damast, Craig A.	0.30	297.00
Total: 019	Relief from Stay and Adequate Protection		1.30	1,175.00
Reporting				
04-Feb-20	Update weekly fee tracker.	Richards, Erica J.	0.20	199.00
11-Feb-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
20-Feb-20	Update weekly fee tracker.	Richards, Erica J.	0.10	99.50
Total: 020	Reporting		0.40	398.00
Tax				
27-Feb-20	Correspond with internal working group regarding NOL analysis.	Damast, Craig A.	0.30	297.00
27-Feb-20	Correspond with Alix and internal working group regarding NOL analysis.	Goren, Todd M.	0.40	490.00
Total: 021	Tax		0.70	787.00
Discovery				
03-Feb-20	Correspond with S. Rappoport and R. Shankar (Kirkland) regarding J. Small deposition coverage.	Greer, Jocelyn Edith	0.20	162.00
04-Feb-20	Review discovery Uniti stipulations.	Goren, Todd M.	0.50	612.50
04-Feb-20	Review discovery topics regarding Uniti settlement.	Marinuzzi, Lorenzo	0.90	1,282.50
05-Feb-20	Correspond with internal working group regarding draft of expert report.	Damast, Craig A.	0.20	198.00
05-Feb-20	Review and analyze draft expert reports.	Goren, Todd M.	0.60	735.00
05-Feb-20	Attend J. Small deposition.	Greer, Jocelyn Edith	7.00	5,670.00
05-Feb-20	Update internal database with dataroom files.	Guido, Laura	0.30	120.00
05-Feb-20	Work on discovery for settlement (1.2); review expert reports in Uniti matter (1.2).	Rappoport, Steve	2.40	2,232.00
06-Feb-20	Correspond with J. Greer regarding summary of J. Small deposition (.1); review same (.3); discuss potential discovery requests with R. Ferraioli (.2).	Damast, Craig A.	0.60	594.00
06-Feb-20	Discuss potential discovery requests with C. Damast.	Ferraioli, Raff	0.20	142.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
25-Feb-20	Review expert reports and previous filings to prepare for L. Vanston deposition.	Buckley, Janie C.	1.80	1,278.00
25-Feb-20	Review U. Saraon materials for deposition.	Gayer, Amanda L.	0.20	156.00
25-Feb-20	Prepare for P. Chill deposition.	Rappoport, Steve	1.30	1,209.00
26-Feb-20	Review and analyze L. Vanston report and W. Zarakas rebuttal report in Uniti adversary proceeding.	Chan, Monica	1.20	1,032.00
26-Feb-20	Prepare for (.4) and attend (10.0) U. Saraon deposition.	Gayer, Amanda L.	10.40	8,112.00
26-Feb-20	Correspond with internal working group regarding P. Chill deposition highlights.	Goren, Todd M.	0.30	367.50
26-Feb-20	Update internal database with dataroom files.	Guido, Laura	1.30	520.00
26-Feb-20	Review U. Saraon rebuttal report (1.2); review W. Lehr expert report (1.5).	Marinuzzi, Lorenzo	2.70	3,847.50
26-Feb-20	Attend P. Chill deposition in Uniti matter.	Rappoport, Steve	7.80	7,254.00
27-Feb-20	Attend deposition of L. Vanston.	Buckley, Janie C.	9.50	6,745.00
27-Feb-20	Attend deposition of W. Zarakas (4.9); call with A. Vasiliu regarding background information in preparation for W. Lehr deposition (.3).	Chan, Monica	5.20	4,472.00
27-Feb-20	Correspond with internal working group regarding upcoming deposition schedule for Uniti litigation.	Damast, Craig A.	0.20	198.00
27-Feb-20	Draft U. Saraon deposition summary.	Gayer, Amanda L.	1.40	1,092.00
27-Feb-20	Update internal database with dataroom file.	Guido, Laura	0.80	320.00
27-Feb-20	Review status of proposed discovery on Uniti settlement and next steps.	Marinuzzi, Lorenzo	1.10	1,567.50
27-Feb-20	Attend Skadden deposition.	Rappoport, Steve	7.80	7,254.00
27-Feb-20	Call with M. Chan regarding background information in preparation for W. Lehr deposition (.3); review same (2.9).	Vasiliu, Andreea R.	3.20	2,912.00
28-Feb-20	Review transcript of deposition of L. Vanston (1.9); prepare summary of same (2.4).	Buckley, Janie C.	4.30	3,053.00
28-Feb-20	Correspond with internal working group regarding upcoming deposition status.	Damast, Craig A.	0.20	198.00
28-Feb-20	Draft U. Saraon deposition summary.	Gayer, Amanda L.	1.10	858.00
28-Feb-20	Review deposition transcripts in connection with potential opening remarks.	Goren, Todd M.	1.90	2,327.50
28-Feb-20	Review status of depositions and planning coverage.	Marinuzzi, Lorenzo	0.60	855.00
28-Feb-20	Review deposition designations for Uniti matter (1.6); review Kimmel report for deposition (.9).	Rappoport, Steve	2.50	2,325.00
29-Feb-20	Correspond with S. Rappoport regarding summary of L. Vanston deposition.	Buckley, Janie C.	0.30	213.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
29-Feb-20	Draft summary of W. Zarakas' deposition testimony in Uniti adversary proceeding.	Chan, Monica	0.80	688.00
29-Feb-20	Review deposition designations.	Goren, Todd M.	0.70	857.50
29-Feb-20	Attend Kimmel deposition.	Rappoport, Steve	8.10	7,533.00
29-Feb-20	Correspond with S. Rappoport regarding W. Lehr deposition (.3); review W. Lehr report findings (.4).	Vasiliu, Andreea R.	0.70	637.00
Total: 023	Discovery		179.20	158,801.00
Hearings				
10-Feb-20	Correspond with internal working group regarding upcoming omnibus hearing matters and status.	Damast, Craig A.	0.20	198.00
10-Feb-20	Analyze hearing agenda; correspond with internal working group regarding upcoming hearing.	Ferraioli, Raff	0.20	142.00
10-Feb-20	Correspond with internal working group regarding upcoming hearings (.2); call with J. Luze (Kirkland) regarding same (.2).	Richardson Arnould, Ka	0.40	260.00
11-Feb-20	Coordinate telephonic appearances for February 12 and 13 hearings (.3); prepare hearing binder for February 12 hearing (.4); review same (.1); prepare summary sheet of interim fee applications for hearing (.4); prepare and submit electronics orders to Chambers for February 12 and 13 hearings (.2).	Guido, Laura	1.40	560.00
11-Feb-20	Prepare for February 12 omnibus hearing (.8); correspond with S. Rappoport regarding February 12 omnibus hearing and February 13 Charter adversary proceeding hearing (.3).	Richardson Arnould, Ka	1.10	715.00
12-Feb-20	Correspond with internal working group regarding omnibus hearing and status conference.	Damast, Craig A.	0.40	396.00
12-Feb-20	Correspond with internal working group regarding materials for hearing (.2); attend omnibus hearing (telephonically) (.7).	Ferraioli, Raff	0.90	639.00
12-Feb-20	Attend omnibus hearing (telephonically).	Goren, Todd M.	0.70	857.50
12-Feb-20	Prepare for (.4) and attend (.7) omnibus hearing.	Marinuzzi, Lorenzo	1.10	1,567.50
12-Feb-20	Attend omnibus hearing (telephonically) (partial).	Melendez, Miranda B.	0.40	284.00
12-Feb-20	Prepare for (.7) and attend (.7) omnibus hearing.	Rappoport, Steve	1.40	1,302.00
12-Feb-20	Attend omnibus hearing (telephonically).	Richards, Erica J.	0.70	696.50
12-Feb-20	Prepare for (.1) and attend (.7) omnibus hearing (telephonically).	Richardson Arnould, Ka	0.80	520.00
13-Feb-20	Attend Charter hearing regarding motion to continue (telephonically).	Damast, Craig A.	2.30	2,277.00
13-Feb-20	Attend Charter hearing regarding motion to continue (telephonically).	Goren, Todd M.	2.30	2,817.50
13-Feb-20	Attend Charter hearing regarding motion to continue.	Rappoport, Steve	2.30	2,139.00

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Date	Services	Timekeeper	Hours	Value
13-Feb-20	Prepare for (.8) and attend (2.3) Charter hearing regarding motion to continue (telephonically).	Richardson Arnould, Ka	3.10	2,015.00
21-Feb-20	Compile Uniti trial exhibits and prepare binders of same.	Guido, Laura	1.60	640.00
24-Feb-20	Compile Windstream & Intervenor Uniti trial exhibits and prepare binders of same.	Guido, Laura	2.30	920.00
26-Feb-20	Review Windstream direct testimony for hearing (2.4); review Uniti direct testimony for hearing (1.8).	Goren, Todd M.	4.20	5,145.00
27-Feb-20	Call with Chambers regarding Uniti trial exhibits (.1); coordinate telephonic appearance for Windstream vs. Uniti trial (.2); correspond with A. Stephenson regarding upcoming trial (.2); coordinate delivery of trial materials to courtroom (.4).	Guido, Laura	0.90	360.00
27-Feb-20	Prepare materials for trial scheduled for March 3.	Richardson Arnould, Ka	0.90	585.00
27-Feb-20	Correspond with L. Guido regarding trial preparation and assistance.	Stephenson, Ashley M.	0.10	37.50
28-Feb-20	Review correspondence regarding status of hearing and coordinate preparations for trial scheduled for March 3.	Richardson Arnould, Ka	0.90	585.00
28-Feb-20	Correspond with K. Richardson regarding trial preparation and assistance (.3); arrange boxes of exhibits to be delivered to courthouse in anticipation of trial (.3).	Stephenson, Ashley M.	0.60	225.00
29-Feb-20	Correspond with K. Richardson and J. Greer regarding trial preparation and assistance (.1); arrange logistics regarding exhibits in anticipation of Uniti trial (.1).	Stephenson, Ashley M.	0.20	75.00
Total: 024	Hearings		31.40	25,958.50
Claims Investigation				
02-Feb-20	Review correspondence from T. Goren regarding settlement of claims.	Melendez, Miranda B.	0.10	71.00
06-Feb-20	Prepare for (.2) and participate in (.3) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.2).	Damast, Craig A.	0.70	693.00
06-Feb-20	Prepare for (.2) and participate in (.3) weekly claims investigation meeting; follow-up discussion with internal working group regarding same (.2).	Ferraioli, Raff	0.70	497.00
06-Feb-20	Participate in weekly claims investigation meeting (.3); follow-up discussion with internal working group regarding same (.2).	Gayer, Amanda L.	0.50	390.00

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
14140	Goren, Todd M.	1,225.00	94.60	115,885.00
17456	Marines, Jennifer L.	1,200.00	4.70	5,640.00
14116	Marinuzzi, Lorenzo	1,425.00	84.50	120,412.50
12345	Peck, Geoffrey R.	1,200.00	0.50	600.00
20390	Buckley, Janie C.	710.00	20.40	14,484.00
22413	Chan, Monica	860.00	23.60	20,296.00
22181	Ferraioli, Raff	710.00	52.70	37,417.00
19691	Gayer, Amanda L.	780.00	24.40	19,032.00
23534	Greer, Jocelyn Edith	810.00	23.50	19,035.00
19988	Masykanova, Aisulu	910.00	3.20	2,912.00
20387	Melendez, Miranda B.	710.00	5.60	3,976.00
21823	Richardson Arnould, Ka	650.00	45.30	29,445.00
23425	Sullivan, Lauren Marie	860.00	0.20	172.00
16416	Vasiliu, Andreea R.	910.00	3.90	3,549.00
21829	Westergaard, Lily Vale	650.00	14.40	9,360.00
08676	Dopsch, Peter C.	1,225.00	3.80	4,655.00
19721	Rappoport, Steve	930.00	78.40	72,912.00
14078	Richards, Erica J.	995.00	24.40	24,278.00
17323	Damast, Craig A.	990.00	39.70	39,303.00
13849	Guido, Laura	400.00	18.80	7,520.00
24285	Stephenson, Ashley M.	375.00	0.90	337.50
24039	Williams, Jenn J.	280.00	0.80	224.00
19867	Zaccarelli, Monet D.	325.00	0.50	162.50
15029	Bergelson, Vadim	375.00	2.40	900.00
	Client Accommodation – ½ Non-Working Travel			(4,850.25)
	Client Accommodation – Time Entry Review			(3,343.50)
	TOTAL		571.20	544,313.75

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Task Code Summary

Task Code	Description	Hours	Value
001	Asset Analysis and Recovery	8.30	8,995.00
006	Business Operations	1.90	2,326.50
007	Case Administration	31.10	26,076.00
008	Claims Administration and Objections	7.40	8,144.00
011	Employment and Fee Applications	3.90	2,973.50
014	Other Litigation	159.60	165,333.00
015	Meetings and Communications with Creditors	53.00	51,355.00
016	Non-Working Travel	9.70	9,700.50
017	Plan and Disclosure Statement	13.20	17,664.00
019	Relief from Stay and Adequate Protection	1.30	1,175.00
020	Reporting	0.40	398.00
021	Tax	0.70	787.00
023	Discovery	179.20	158,801.00
024	Hearings	31.40	25,958.50
026	Claims Investigation	25.50	23,087.00
027	Lien Investigation	3.50	3,467.50
030	Schedules and Statements	1.30	845.00
032	Time Entry Review	3.40	3,343.50
034	Mediation	36.40	42,077.50
	Client Accommodation – ½ Non-Working Travel		(4,850.25)
	Client Accommodation – Time Entry Review		(3,343.50)
	TOTAL	571.20	544,313.75

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 2020

Disbursement Detail

Date	Description	Value
29-Feb-20	On-line Research - LEXIS	69.30
29-Feb-20	On-line Research - WESTLAW	5,281.50
29-Feb-20	Air Freight	14.54
06-Nov-19	Reporting fees, Veritext/New York Reporting Company, Windstream Holdings Inc., Et Al. v Charter Communications Inc., Et Al	800.60
19-Feb-20	Reporting fees, Veritext/New York Reporting Company, A. Thomas Transcript on 11/20/2019	1,137.65
19-Feb-20	Reporting fees, Veritext/New York Reporting Company, Witness - J. Chao - Certified Transcript - Expedited, Realtime Services, Rough Draft, Litigation Package (all Electronic Files), Production & Processing, Exhibits Scanned- Searchable-OCR, Veritext Exhibit Package (ACE), Shipping, Handling - Expedited	2,671.80
27-Feb-20	Reporting fees, Veritext/New York Reporting Company, U. Saraon - Transcript, Certified Transcript, Realtime Services, Rough Draft, Litigation Package (All Electronic Files), Production & Processing, Exhibits Scanned- Searchable-OCR, Veritext Exhibit Package (ACE), Shipping & Handling - Expedited	4,982.80
28-Feb-20	Reporting fees, Veritext/New York Reporting Company, Transcript - D. Polster, 2/27/20	3,767.35
28-Feb-20	Reporting fees, Veritext/New York Reporting Company, transcript - W. Zaraka, 2/27/20	2,050.75
12-Feb-20	Travel, parking, S. Rappoport, in White Plains for hearing, 2/12/20	5.20
13-Feb-20	Travel, parking, S. Rappoport, in White Plains for hearing, 2/13/20	5.20
01-Feb-20	EDiscovery, Epiq Managed Services, January 2020	1,728.35
27-Jan-20	Business meals, 6 attendees, Windstream meeting, 1/27/20	52.00
27-Jan-20	Business meals, 6 attendees, Windstream meeting, 1/27/20	120.00
03-Feb-20	Business meals, 6 attendees, Windstream meeting, 2/03/20	52.00
03-Feb-20	Business meals, 6 attendees, Windstream meeting, 2/03/20	120.00
10-Feb-20	Business meals, 7 attendees, Windstream meeting, 2/10/20	140.00
14-Feb-20	Business meals, 7 attendees, Windstream meeting, 2/14/20	140.00
13-Feb-20	Court filing service, CourtCall, K. Richardson, 2/12/20, hearing	37.00
14-Feb-20	Court filing service, CourtCall, K. Richardson, 2/13/20, hearing	86.00
29-Feb-20	Local travel, taxi/car service, S. Rappoport, weekend, 2/29/20	52.99
29-Feb-20	Local travel, taxi/car service, S. Rappoport, weekend, 2/29/20	184.50
Current Disbursements		<u><u>23,499.53</u></u>

Invoice Summary

		<u>U.S.Dollars</u>
Total Fees		544,313.75
Total Disbursements		23,499.53
Total Amount Due		567,813.28

MORRISON | FOERSTER

Matter Number: 017254-0000001
Matter Name: OFFICIAL COMMITTEE

Invoice Number: 5900212
Invoice Date: March 30, 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
23-Dec-19	5877787	USD	507,613.23	412,248.78	95,364.45
23-Jan-20	5883307	USD	388,826.48	312,928.08	75,898.40
27-Feb-20	5892382	USD	377,811.25	303,231.75	74,579.50

Exhibit A

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

**Summary of Fees and Expenses by Project Category
for the Time Period of March 1, 2020 – March 31, 2020**

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

Summary of Fees and Expenses by Project Category
for the Time Period of March 1, 2020 – March 31, 2020

Matter Number	Matter Description	Hours	Fees	Expenses	Total Amount of Fees and Expenses
2	Retention and Fee Applications	21.80	\$ 12,762.50	\$ 0.00	\$ 12,762.50
7	Adversary Proceedings, Contested Matters	70.60	54,752.00	0.00	54,752.00
8	Charter Litigation	490.20	393,385.50	4,131.19	397,516.69
32	Expenses	N/A	N/A	777.26	777.26
Totals		582.60	\$ 470,175.00	\$ 4,908.45	\$ 475,083.45

Exhibit B

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

Attorneys' and Paraprofessionals' Information
for the Time Period of March 1, 2020 – March 31, 2020

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

Attorneys' and Paraprofessionals' Information
for the Time Period of March 1, 2020 – March 31, 2020

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven J. Reisman	Partner	1991	Restructuring	\$1,325	9.90	\$ 13,117.50
Terence P. Ross	Partner	1983	Intellectual Property	1,045	149.70	156,436.50
Shaya Rochester	Partner	2003	Restructuring	1,045	83.60	87,362.00
Bryan M. Kotliar	Partner	2013	Restructuring	1,025	1.10	1,127.50
Robert T. Smith	Partner	2006	Litigation	900	0.80	720.00
Michael R. Justus	Partner	2008	Intellectual Property	855	63.00	53,865.00
Eric T. Werlinger	Associate	2012	Litigation	855	7.20	6,156.00
Kristin Lockhart	Associate	2016	Intellectual Property	680	122.40	83,232.00
Grace Thompson	Associate	2019	Restructuring	565	68.70	38,815.50
Totals for Attorneys					506.40	\$ 440,832.00

Paraprofessionals

Paraprofessional	Position with the Applicant	Number of Years in Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Amanda Cardona	Paralegal	1	Restructuring	\$330	2.40	\$ 792.00
Daria DeLizio	Paralegal	1	Intellectual Property	400	68.70	27,480.00
Marie Siena	Paralegal	12	Restructuring	210	5.10	1,071.00
Totals for Paraprofessionals					76.20	\$ 29,343.00
Total Fees Requested for Attorneys and Paraprofessionals:¹					582.60	\$ 470,175.00

¹ As a courtesy to the Debtors, in connection with its interim fee application, Katten will in the future write off the time incurred by attorney and paraprofessional timekeepers billing less than three hours during the applicable three-month interim period.

Exhibit C

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

**Summary of Actual and Necessary Expenses
for the Time Period of March 1, 2020 – March 31, 2020**

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

**Summary of Actual and Necessary Expenses
for the Time Period of March 1, 2020 – March 31, 2020**

Expenses by Categories ¹	Amount
Expert Fees ²	\$ 1,960.00
Court Costs, Court Reporter, Videographer	444.90
Legal Research	2,503.55
Total	\$ 4,908.45

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

² This amount was paid to Analysis Group, Inc. for services rendered during the period ending February 29, 2020. Analysis Group's managing director, John Jarosz, is Windstream's expert witness in the Debtors' adversary proceeding against Charter Communications, Inc. and Charter Communications Operating, LLC. (Case No. 19- 08246).

**575 Madison Avenue
New York, NY 10022-2585**

April 17, 2020

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

Invoice No. 1301617566
Client No. 392355
Matter No. 00002

FEIN: 36-2796532

Re: Retention and Fee Applications (392355.00002)

For legal services rendered through March 31, 2020	\$12,762.50
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CURRENT INVOICE TOTAL: \$12,762.50

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

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

PROFESSIONAL SERVICES

Matter 00002: Retention and Fee Applications

Date	Attorney or Assistant	Description	Hours
07 Mar 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (1.50)	1.50
12 Mar 20	Thompson, Grace	Review and revise February pre-bills for privilege and confidential information (1.20)	1.20
16 Mar 20	Siena, Marie	Review revisions to prebills (.30)	0.30
17 Mar 20	Rochester, Shaya J.	Review February Monthly Fee Statement for confidential and privileged information (.90)	0.90
18 Mar 20	Thompson, Grace	Continue drafting third interim fee application (1.20); calls and emails with S. Rochester regarding monthly fee statement calculations (.20); revise monthly fee statement calculations per S. Rochester comments (.90)	2.30
18 Mar 20	Rochester, Shaya J.	Review February Fee Statement for compliance with UST Guidelines and finalize for final review (.50); revise Monthly Fee Statement based on S. Reisman comments (.30)	0.80
19 Mar 20	Thompson, Grace	Discussions with S. Rochester regarding monthly fee statement (.30) incorporate comments from S. Reisman and T. Ross on the same (.60)	0.90
19 Mar 20	Rochester, Shaya J.	Review and provide comments on Interim Fee Application (1.40)	1.40
20 Mar 20	Thompson, Grace	calls with S. Rochester regarding revisions to monthly fee statement (.20)	0.20
23 Mar 20	Siena, Marie	Draft tables for interim fee statement (1.70)	1.70
23 Mar 20	Thompson, Grace	Revise interim fee application per comments from S. Rochester (1.10); call with S. Rochester regarding the same (.20); draft email to M. Siena regarding interim fee application instructions (.20)	1.50
23 Mar 20	Rochester, Shaya J.	Call with G. Thompson regarding interim fee app (.30)	0.30
24 Mar 20	Thompson, Grace	Call with M. Siena regarding interim fee application exhibits (.50); revise interim fee application per comments (.40)	0.90
25 Mar 20	Thompson, Grace	Revise interim fee application and draft emails to M. Siena regarding UST requirements (.50); review data and draft correspondence in response to S. Reisman interim fee application questions (.40)	0.90
26 Mar 20	Thompson, Grace	Continue revising interim fee application and draft correspondence to M. Siena regarding exhibits and other revisions (.80)	0.80
27 Mar 20	Thompson, Grace	Revise interim fee application, incorporating write-offs and budgeting information (1.40)	1.40
29 Mar 20	Rochester, Shaya J.	Review and provide further comments on Interim Fee Application (.50)	0.50
30 Mar 20	Thompson, Grace	Revise interim fee application per comments from S. Rochester (.30)	0.30
31 Mar 20	Siena, Marie	Review and revise prebills for privilege and confidential information and proper matter category (1.30); obtain billing rates for interim fee app (.30)	1.60
31 Mar 20	Thompson, Grace	Revise interim fee application per comments from S.	1.60

**575 Madison Avenue
New York, NY 10022-2585**

April 17, 2020

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

Invoice No. 1301617567
Client No. 392355
Matter No. 00007

FEIN: 36-2796532

Re: Adversary Proceedings, Contested Matters (392355.00007)

For legal services rendered through March 31, 2020	\$64,027.00
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CURRENT INVOICE TOTAL: \$64,027.00

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617567
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00007: Adversary Proceedings, Contested Matters

Date	Attorney or Assistant	Description	Hours
		items (.50); draft notes and outline for outstanding research (.50)	
27 Mar 20	Reisman, Steven	Review and follow-up re: CenturyLink objection and administrative expense status of early termination liabilities and confer with S. Rochester re: same (2.80)	2.80
27 Mar 20	Rochester, Shaya J.	Review Form 8-K filed by Frontier and prepare summary for client (1.00); review information and documentation provided regarding CenturyLink claim and correspondence with client regarding same (2.40); call with S. Reisman regarding same (.30); call with S. Reisman regarding Frontier 8-K filing (.30); call with G. Thompson regarding CTL research (.30); attend to issues regarding Frontier 8-K (.30); read case-law in connection with CenturyLink motion for allowance of administrative claim (1.30); call regarding same (.50); attend follow-up call with S. Reisman regarding same (.20); call with E. Werlinger regarding same (.30); call with G. Thompson regarding drafting Objection (.50); and attend to follow-up issues (.60)	8.00
28 Mar 20	Reisman, Steven	Continued follow-up re: CenturyLink motion and scheduling (.60); review case law re: lack of benefits and therefor lack of administrative claim status (.40)	1.00
29 Mar 20	Rochester, Shaya J.	Attend to issues regarding objection to CenturyLink motion and scheduling call with opposing counsel (.70)	0.70
30 Mar 20	Thompson, Grace	Call with S. Rochester regarding research questions for objection to CenturyLink's motion for administrative claims (.30); draft and revise preliminary statement section of objection brief (1.60); conduct related research (2.80); call with S. Rochester regarding outstanding items for objection (.30); continue research for "actual, necessary benefit" section of brief (1.90); research legal framework for administrative expenses under section 365 (2.40); further revise objection brief (1.70); draft email to S. Rochester regarding outstanding questions for brief (.30)	11.40
30 Mar 20	Reisman, Steven	Attend to efforts to resolve issues with respect to Windstream and claims asserted by Centurylink in connection with early termination and review documentation and follow-up regarding same (1.60)	1.60
30 Mar 20	Rochester, Shaya J.	Call with G. Thompson regarding CenturyLink objection (.30); attend to issues regarding objection to CenturyLink motion (1.50); call with G. Thompson regarding same (.30); prepare preliminary statement for objection to CenturyLink Motion (2.00); call with B. Kotliar regarding objection to CenturyLink motion to allow admin claim (.50)	4.60
30 Mar 20	Kotliar, Bryan	Call with S. Rochester regarding arguments for objection to CenturyLink administrative request motion (.50); review motion regarding same and related background materials (.60)	1.10

**575 Madison Avenue
New York, NY 10022-2585**

April 17, 2020

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

Invoice No. 1301617568
Client No. 392355
Matter No. 00008

FEIN: 36-2796532

Re: Charter Litigation (392355.00008)

For legal services rendered through March 31, 2020	\$393,385.50
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Disbursements and other charges.....	\$4,131.19
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CURRENT INVOICE TOTAL: \$397,516.69

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

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

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		annotation to task list based on conversation with T. Ross regarding items for trial (1.00); review Charter deposition designations (1.00)	
03 Mar 20	Thompson, Grace	Review case calendar and discuss trial deadlines with K. Lockhart (.20); draft notice of telephonic pre-trial conference (.20)	0.40
03 Mar 20	Rochester, Shaya J.	Review upcoming dates and deadlines in advance of trial (.30); attend to issues regarding Final Pre-Trial Conference and trial (.80); review MSJ orders entered by court and attend to issues regarding designation of additional items to be included in appeal (.20)	1.30
03 Mar 20	DeLizio, Daria	Review and revise designated deposition transcripts (3.00); prepare chart and organize deposition exhibits cited in the designated transcripts (1.90); prepare and organize materials for trial (1.60)	6.50
04 Mar 20	Justus, Michael R.	Review Charter's letters to District Court (.20); analyze Charter's trial exhibits (.60)	0.80
04 Mar 20	Werlinger, Eric T.	Call with K. Lockhart to discuss counter-designation of record for appeal as of right (.30); review Charter's filings regarding calculating due date for designations (.30)	0.60
04 Mar 20	Ross, Terence P.	Continue to review Charter Rule 26(a)(3) disclosure (.50); review letter from Charter to Judge Seibel (.30); arrange for access by telephone to pre-trial (.20); discuss with K. Lockhart regarding trial exhibits (.20); outline J. Jarosz declaration for direct testimony (4.60)	5.80
04 Mar 20	Lockhart, Kristin	Review Charter designations of Atkinson depositions (1.70); call with E. Werlinger regarding same (.30); discuss with D. DeLizio regarding designations (1.00); review Charter designations of other Charter 30(b)(6) witnesses (2.30); discuss with T. Ross regarding trial exhibits and draft email to M. Justus regarding same (.60)	5.90
04 Mar 20	Rochester, Shaya J.	Review and analyze letters filed by Charter with J. Seibel (.20); attend to issues regarding final pretrial conference and filing notice thereof (.20)	0.40
04 Mar 20	DeLizio, Daria	Review Charter's Pretrial Disclosures of witnesses by deposition and mark cited designations on deposition transcripts (4.50); discuss with K. Lockhart regarding designations (1.00); prepare and organize materials for trial (1.00)	6.50
05 Mar 20	Justus, Michael R.	Confer with T. Ross and S. Rochester regarding trial strategy (.70); confer with K. Lockhart and T. Ross regarding deposition designations and objections to same (.30); analyze Charter trial exhibits (1.10); strategize Windstream trial exhibits (.60); prepare Windstream trial exhibits (1.60)	4.30
05 Mar 20	Ross, Terence P.	Outline J. Auman declaration for direct testimony (2.50); outline J. Jarosz declaration for direct testimony (3.30); telephone conference with S. Rochester and M.	7.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
05 Mar 20	Lockhart, Kristin	Justus regarding trial issues and pre-trial conference (.70); approve email on summary judgment order (.20); telephone conference with M. Justus and K. Lockhart regarding counter-designations to Charter (.30)	3.10
05 Mar 20	Thompson, Grace	Review and respond to emails with G. Thompson regarding trial exhibits (.40); discuss with S. Rochester regarding remaining items for trial (.50); discuss with M. Justus and T. Ross regarding designations (.30); begin to prepare objections to designations of RAPP (1.30); exchange email correspondence with G. Thompson and S. Rochester regarding the collection of certain trial exhibits (.30); exchange correspondence with M. Justus regarding designations for appeal (.30)	0.30
05 Mar 20	Rochester, Shaya J.	Correspond with team regarding exhibits related to billing for trial (.30)	3.20
06 Mar 20	Justus, Michael R.	Call with K. Lockhart regarding trial prep (.50); prepare work-streams list regarding same (1.00); call with T. Ross and M. Justus regarding pre-trial conference and trial prep (.70); prepare email for client regarding Summary Judgment Orders (.50); attend to issues regarding Exhibits for trial (.50)	3.80
06 Mar 20	Ross, Terence P.	Prepare trial exhibits (3.80)	6.80
06 Mar 20	Lockhart, Kristin	Outline J. Jarosz declaration for direct testimony (2.00); outline J. Jarosz declaration for direct testimony (.90); review email from S. Rochester regarding AV for trial (.30); outline J. Jarosz declaration for direct testimony (3.60)	2.00
06 Mar 20	Thompson, Grace	Begin working on objections to RAPP designations (2.00)	1.10
06 Mar 20	Rochester, Shaya J.	Gather exhibits related to billing and vendors for trial (.90); discuss the same with M. Siena (.20)	1.80
08 Mar 20	Rochester, Shaya J.	Attend to issues regarding trial prep (.50); call with C. Turner regarding trial prep (.40); attend to follow-up regarding trial prep (.90)	0.10
09 Mar 20	Justus, Michael R.	Review 9019 Motion to Approve Settlement with Uniti vis a vis Charter litigation (.10)	3.40
09 Mar 20	Ross, Terence P.	Prepare trial exhibits (2.70); participate in final pre-trial conference and prepare for same (.70)	1.00
09 Mar 20	Lockhart, Kristin	Prepare for and attend telephonic pre-trial hearing (.70); participate in follow-up call regarding pre-trial hearing (.30)	9.10
09 Mar 20	Thompson, Grace	Review deposition designations and prepare objections to Charter's 26(a) deposition testimony designations. (4.00); conduct research regarding same (1.60); conduct legal research on double hearsay (.60); continue review of charter's deposition designations and prepare objections to same (2.60); review additional exhibit for equitable subordination claim (.30)	0.40

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		telephone conference with K. Smith to discuss trial strategy and preparation (.80); telephone conference with S. Rochester regarding equitable subordination (.30); review memos and case law on equitable subordination to consider evidence required to be introduced at trial (4.10)	
12 Mar 20	Lockhart, Kristin	Review correspondence from expert Jarosz regarding trial (.30); review and draft objections to Charter's Dardis deposition designations (1.60); review and complete draft objections to Charter's Aktinson September deposition designations (3.00); review and draft objections to Charter's Gunzel deposition designations (3.10); review and complete draft objections to Charter's Bandy deposition designations (2.60); exchange correspondence with M. Justus regarding exhibits for trial (.30); collect additional exhibits for trial (.30); correspond with S. Rochester regarding deadlines for objections (.30); correspond with T. Ross regarding objections to deposition designations (.20)	11.70
12 Mar 20	Thompson, Grace	Conduct automatic stay follow-up research per comments from T. Ross (2.00); calls with T. Ross regarding standard for automatic stay sanctions (.30); correspond with M. Justus and K. Lockhart regarding assembling exhibits for trial (.50); review and gather exhibit documents regarding previous payments and proofs of claim for use at trial (2.20)	5.00
12 Mar 20	Rochester, Shaya J.	Attend to issues regarding upcoming deadlines and trial prep (.80); call with T. Ross regarding equitable subordination (.30); call with client regarding trial prep (.50); prepare summary email for team (.30); attend to issues regarding equitable subordination (.50)	2.40
12 Mar 20	DeLizio, Daria	Review Windstream's draft exhibit list and organize proposed exhibits (2.70); discussions with M. Justus regarding exhibit list (.30); prepare and organize materials for trials (1.00)	4.00
13 Mar 20	Justus, Michael R.	Prepare trial exhibits (3.80); prepare pleading disclosing trial exhibits (1.30)	5.10
13 Mar 20	Ross, Terence P.	Email to S. Rochester regarding automatic stay case law (.30); review draft objections to Charter deposition designations (1.30); conference with D. DeLizio and K. Lockhart regarding filings due next week (.50); telephone conference with K. Smith and J. Auman regarding direct testimony to be in form of declaration (1.00); continued review of draft objection to Charter deposition designations (1.30); review email from M. Justus regarding exhibits (.30); multiple emails from K. Smith regarding J. Auman (.20); email exchange with S. Rochester regarding Ramos case (.20); continued review of draft objection to Charter deposition	8.10

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
13 Mar 20	Lockhart, Kristin	designations (3.00) Revise objections to deposition designations for Charter's 30(b)(6) designees (3.50); revise objections to deposition designations of Bandy and Trung (2.60); conference with T. Ross and D. DeLizio regarding upcoming filings (.50)	6.60
13 Mar 20	Rochester, Shaya J.	Follow up with T. Ross on trial prep and research related to automatic stay (.40); attend to issues regarding exhibits (1.10)	1.50
13 Mar 20	DeLizio, Daria	Review Windstream's revised draft exhibit list and exhibits (2.70); gather proposed exhibits (.50); discussions with K. Lockhart regarding exhibits (.30); prepare and organize materials for trials (1.00); conference with T. Ross and K. Lockhart regarding filings for next week (.50)	5.00
15 Mar 20	Ross, Terence P.	Review objections and counter-designations to Charter deposition designations (3.80); review objections and counter-designations to Charter deposition designations (4.00)	7.80
15 Mar 20	Thompson, Grace	Revise proofs of claim exhibit for trial (.30)	0.30
16 Mar 20	Justus, Michael R.	Prepare trial exhibits (3.40); prepare pleading for trial exhibit disclosures (3.90); confer with team regarding trial exhibits (1.70); attend meeting regarding trial prep with T. Ross, D. DeLizio and K. Lockhart (.60)	9.60
16 Mar 20	Ross, Terence P.	Finalize objections to Charter deposition designations (1.80); prepare for and participate in conference with K. Lockhart, M. Justus and D. DeLizio regarding trial prep (.70); review exhibits to be included on trial exhibit list (2.30); email exchange with K. Smith regarding J. Auman testimony (.20); prepare for and conference with team regarding trial exhibits (2.00); telephone conference with K. Smith regarding possible court order on trial (.30); telephone conference with S. Rochester regarding exhibits (.30); review draft pleading for objections to Charter (.20); email from K. Smith regarding continuance (.20); read new SDNY Order regarding trials (.30); telephone conference with K. Lockhart regarding objections to designations (.30); review email from S. Rochester regarding Second Amended Plan and review same (.50); review Charter deposition counter-designations (.90)	10.00
16 Mar 20	Lockhart, Kristin	Review proof of claims exhibit and send to D. Delizio for inclusion in exhibit list (.30); review correspondence from expert regarding additional exhibits (.30); collect exhibits for trial (.60); attend meeting with T. Ross, D. Delizio, and M. Justus regarding trial prep (.60); conference with team regarding review of trial exhibits (1.70); draft pleading related to objections to disclosures (4.00); revise pleading related to objections to disclosures (2.60);	12.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
16 Mar 20	Thompson, Grace	discuss with T. Ross and D. DeLizio regarding exhibits (1.00); draft instructions for filing of pleading (.30); draft email to effect service pleading on Charter (.30) Gather and revise trial exhibits related to Charter's proofs of claim and correspond with team regarding the same (1.20); gather and revise trial exhibits for M. Justus related to Charter's produced documents (2.70); revise trial exhibits for M. Justus regarding customer call transcripts (1.60); draft substantive emails answer questions from M. Justus and D. DeLizio regarding the foregoing (1.50); discussions with D. DeLizio and K. Lockhart regarding the same (.30); attend conference with team regarding trial exhibits (1.70)	9.80
16 Mar 20	Rochester, Shaya J.	Correspond with T. Ross and team regarding trial prep and prepare for trial (.80); attend to trial prep regarding damages (3.10); attend to issues regarding exhibits for trial (.90); calls with T. Ross regarding same (.30); review Charter objections to Rule 26(a)(3) disclosures (.60); review Windstream objections to Rule 26(a)(3) disclosures (.70)	6.40
16 Mar 20	DeLizio, Daria	Review exhibit list and revise draft exhibits (4.00); meeting with team regarding the exhibits (1.70); prepare and organize materials for trial (1.00); prepare materials for witness declarations (.80)	7.50
17 Mar 20	Justus, Michael R.	Prepare trial exhibits (2.20); discuss same with K. Lockhart and D. DeLizio (1.30); revise trial exhibit list pleading (1.60); review Court Order regarding Charter's motion to continue trial (.70); confer with S. Rochester, T. Ross and E. Werlinger regarding Court Order (.50); review motion to seal appellate record (.20); analyze Charter trial exhibits and prepare objections to same (2.20)	8.70
17 Mar 20	Werlinger, Eric T.	Read and review opinion regarding motion to continue trial (1.30); call with team to discuss the same (.50)	1.80
17 Mar 20	Ross, Terence P.	Draft J. Auman declaration (1.30); telephone conference with S. Rochester, M. Justus and E. Werlinger regarding continuance (.50); edit and revise draft Plaintiffs' Trial Exhibit List (1.00); continue to draft J. Auman declaration (2.00); finalize Debtors' Trial Exhibit List with K. Lockhart (2.30); multiple emails with S. Rochester and K. Lockhart regarding Debtors' Trial Exhibit List (.50); consider which exhibits introduced in J. Auman declaration (1.50)	9.10
17 Mar 20	Lockhart, Kristin	Discuss with S. Rochester regarding scheduling of trial (.30); review correspondence from D. DeLizio and reply with verified Charter responses (.30); draft email to S. Rochester regarding submission of paper copies of sealed documents for transfer to SDNY for Charter's appeal as of right (.60); draft pleading related to additional items to be designated on the appellate	15.60

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
17 Mar 20	Thompson, Grace	record (3.60); instruct G. Thompson to review pleading to select those items that were filed under seal (.30); revise trial exhibits (1.60); prepare for and attend meeting with T. Ross regarding review of revised trial exhibits (2.60); review designations by G. Thompson of sealed documents (.90); draft motions related to transfer of sealed documents to appellate court (2.30); discuss with S. Rochester regarding revisions to motions to transfer sealed documents and additional designations for appellate record (.30); revise motions and pleading related to additional designations of appellate record (.60); finalize pleading (.30); coordinate and provide instructions for filing pleadings in SDNY and Bankruptcy Court (.40); prepare draft email to Charter with service of trial exhibits and service copies of pleadings (.60); exchange emails with S. Rochester regarding exchange of demonstratives (.30); exchange correspondence with S. Rochester regarding Defendants' Supplemental Exhibit List (.30); review emails for confirmation of amount of customer credits and draft email to T. Ross regarding same (.30)	11.10
17 Mar 20	Rochester, Shaya J.	Continue gathering and and revising trial exhibits (3.60); correspond with M. Justus, D. DeLizio and K. Lockhart regarding the same (.90); draft exhibit list for motion to accept sealed documents (2.10); discussions with K. Lockhart regarding the same (.30); draft demonstrative regarding invoices and payments (2.30); review and organize Charter exhibits for trial (1.90)	6.30
17 Mar 20	DeLizio, Daria	Dial into hearing and take notes with respect to Court protocol and procedures for contested matters going forward (.30); call with T. Ross regarding trial prep (.30); call with Chambers regarding trial protocol and procedures (.20); review and take notes of Judge Drain written opinion on Motion to Continue Trial (.70); attend to issues regarding counter-designation of record on appeal and call with K. Lockhart regarding same (.30); review Debtors' Objection to Motion to Continue and Trial Transcript in advance of call regarding Bankruptcy Court opinion (.70); call with team regarding same and attend to follow-up (.70); prepare for trial, attend to issues regarding exhibits and witness declarations and call with T. Ross regarding same (.80); attend to issues regarding trial exhibits (.50); review and provide comments on Additional Items to be Included in Record on Appeal (.80); prepare summary email of Memorandum of Decision for client and circulate (.50); confer with T. Ross, M. Justus and E. Werlinger regarding Court order (.50)	7.50
		Review revised exhibit list and revise draft exhibits (3.50); attend to discussions with K. Lockhart and M.	

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
19 Mar 20	Thompson, Grace	(3.30); discuss with S. Rochester regarding collection of paper copies of sealed documents (.20); discuss letter to court with M. Justus and E. Werlinger (.20) Correspond with D. DeLizio and K. Lockhart regarding demonstratives for trial and trial schedule (.20); call with K. Lockhart regarding new deadlines (.30)	0.50
19 Mar 20	Rochester, Shaya J.	Review revised case calendar based on new deadlines (.20); attend to issues regarding proof of damages (.50); review new case on damages and sanctions awarded from stay violation (.30); attend to issues regarding letter to J. Drain and trial prep (.60); discuss with K. Lockhart issues regarding sealed documents transferred from Bankruptcy Court to District Court (.20)	1.80
19 Mar 20	DeLizio, Daria	Review attorney fees and expenses statements and draft demonstrative exhibit (2.50); correspond with K. Lockhart and G. Thompson regarding draft exhibit (.40); confer with K. Lockhart regarding demonstrative exhibit (.60); revise draft demonstrative exhibit (1.50)	5.00
20 Mar 20	Justus, Michael R.	Review draft letter to Court regarding trial (.30)	0.30
20 Mar 20	Ross, Terence P.	Draft J. Jarosz direct trial testimony declaration (1.00); edit draft J. Auman trial declaration (.50); edit and revise letter to Judge Drain regarding Memorandum Decision, including rereading hearing transcript (3.10); edit and revise letter to Judge Drain regarding Memorandum Decision (1.00); prepare for and participate in telephone conference with S. Rochester regarding letter to Judge Drain (.70); email to client regarding letter to Judge Drain (.20); email to client regarding Memorandum Decision (.30); make edits to letter to Judge Drain suggested by E. Werlinger and S. Rochester (.80); review email from N. Cox approving letter to Judge Drain (.20); meet with D. DeLizio regarding trial exhibits (.50)	8.30
20 Mar 20	Lockhart, Kristin	Correspond with E. Werlinger regarding rebuttal experts and parties' disclosure of witnesses (.40); review letter to court regarding use of Jarosz at trial (.30); review Windstream's opposition to Charter's motion to continue (.30); call with S. Rochester regarding sealed documents (.20)	1.20
20 Mar 20	Rochester, Shaya J.	Attend to issues regarding letter to J. Drain and trial exhibits (1.10); attend to issues regarding trial prep (.20); review draft letter to J. Drain (.50); attend to issues regarding sealed documents and call with K. Lockhart regarding same (.50); review and provide comments on revised letter to J. Drain (.40); call with T. Ross regarding same (.60); review emails regarding same (.30)	3.60
20 Mar 20	DeLizio, Daria	Review Charter's trial exhibit list and exhibits (.50);	4.00

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
		prepare and organize materials for objections to exhibits (3.00); meeting with T. Ross regarding Charter's exhibits (.50)	
21 Mar 20	Ross, Terence P.	Finalize letter to Judge Drain regarding Memorandum Decision and multiple emails to S. Rochester regarding same (1.00)	1.00
21 Mar 20	Rochester, Shaya J.	Review and finalize letter to Judge Drain (.20)	0.20
22 Mar 20	Rochester, Shaya J.	Attend to trial prep and review of Stipulation extending deadlines (.50); prepare cover email for letter to Chambers and correspond with T. Ross regarding same (.30)	0.80
23 Mar 20	Justus, Michael R.	Review trial exhibits and discuss same with K. Lockhart (.30)	0.30
23 Mar 20	Ross, Terence P.	Email regarding J. Auman Declaration (.20); draft J. Jarosz Declaration for direct examination at trial (3.60); emails to K. Lockhart and J. Smith regarding documents (.30); continue to draft J. Jarosz Declaration for direct examination at trial (2.20); email exchange with J. Jarosz regarding trial preparation (.30)	6.60
23 Mar 20	Lockhart, Kristin	Review correspondence from T. Ross to expert (.30); review correspondence from T. Ross regarding exhibits and reply to same (.50); draft email to D. Delizio regarding collection of sealed documents for transfer to appellate court (.40); discuss trial exhibits with M. Justus (.10); review document collection prepared by D. DeLizio of documents that were submitted under seal for transfer to SDNY in appeal of right case (.40)	1.70
23 Mar 20	Thompson, Grace	Call with S. Rochester discussing potential remote trial logistics (.20)	0.20
23 Mar 20	Rochester, Shaya J.	Read new case applying Taggart and discharge violations (.30); attend to issues regarding trial prep (.30); call with G. Thompson regarding trial logistics (.20)	0.80
23 Mar 20	DeLizio, Daria	Review attorney's fees and expenses and draft demonstrative exhibits (1.50); emails with K. Lockhart and G. Thompson regarding exhibits (.50); review and organize sealed documents designated by Debtor's for the appellate record in the bankruptcy case (.50)	2.50
24 Mar 20	Justus, Michael R.	Review recent case law regarding automatic stay violations (.40)	0.40
24 Mar 20	Ross, Terence P.	Continue to draft J. Jarosz Declaration for direct trial testimony (5.20)	5.20
24 Mar 20	Lockhart, Kristin	Draft email to UCC counsel regarding sealed copies of pleadings for transfer to appellate court (.30); review and revise collection of sealed copies of documents (.70); correspond with S. Rochester regarding notice to bankruptcy court of sealed documents to be transferred and follow up with T. Ross regarding same (.30)	1.30
24 Mar 20	Rochester, Shaya J.	Attend to issues regarding trial prep and procedure regarding transmission of sealed documents (.40);	0.90

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
28 Mar 20	Ross, Terence P.	correspondence with T. Ross and M. Justus regarding trial exhibit objections (.30) Email exchange with K. Lockhart on objections to exhibits (.20); email exchange with J. Jarosz regarding his declaration for trial (.20); determine whether J. Auman declaration needs to be expanded to include additional exhibits required by expert (.60)	1.00
29 Mar 20	Rochester, Shaya J.	Attend to issues regarding proposed Order Denying Charter Motion to Continue and accompanying cover email (.40)	0.40
30 Mar 20	Justus, Michael R.	Prepare analysis of Charter trial exhibits (3.20); discuss Charter trial exhibits with K. Lockhart (.40)	3.60
30 Mar 20	Ross, Terence P.	Email exchange with K. Smith regarding Declarations (.30); continue to review Charter proposed trial exhibits in preparation for meet and confer on same with opposing counsel (2.70); review email from opposing counsel regarding February 13 Order and as-issued Order (.50); multiple email exchanges with S. Rochester regarding Orders (.30); continue to review Charter proposed trial exhibits in preparation for meet and confer on same with opposing counsel (2.30); email exchange with K. Lockhart regarding exhibits (.20)	6.30
30 Mar 20	Lockhart, Kristin	Review and revise objections to Charter's trial exhibits (2.50); discuss Charter trial exhibits with M. Justus (.40)	2.90
30 Mar 20	Rochester, Shaya J.	Attend to issues regarding Order entered by Court denying Charter Motion to Continue and Charter correspondence regarding same (.40); attend to issues regarding trial prep and logistics regarding same (.30)	0.70
31 Mar 20	Justus, Michael R.	Analyze strategy and technology for remote trial (.90)	0.90
31 Mar 20	Ross, Terence P.	Review draft objections to Charter trial exhibits (3.70); prepare for and participate in conference/teleconference with experts to discuss draft of J. Jarosz Declaration for trial (2.00); analyze facts and exhibits suggested by experts to J. Jarosz direct trial testimony (2.80)	8.50
31 Mar 20	Lockhart, Kristin	Review declaration of J. Jarosz and materials sent to expert to prepare for call (1.00); attend call with expert regarding declaration for trial (1.00); review correspondence from M. Justus relating to accommodations for teleconference at trial (.30); reply to same (.30); review correspondence from G. Thompson regarding collection of updates for accommodations for trial (.30); revise list of objections to exhibits and send follow up email to T. Ross regarding same (.60); correspond with E. Werlinger regarding motions for trial (.30); correspond with expert regarding update CV (.30)	4.10
31 Mar 20	Rochester, Shaya J.	Attend to trial prep (.40); participate in witness prep (.50)	0.90

Invoice No. 1301617568
Invoice Date: April 17, 2020

PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

Date	Attorney or Assistant	Description	Hours
TOTALS:			490.20

SUMMARY OF PROFESSIONAL SERVICES

Matter 00008: Charter Litigation

	Attorney or Assistant	Hours	Rate	Amount
45480	Cardona, Amanda	2.40	330.00	\$792.00
45597	DeLizio, Daria	68.70	400.00	\$27,480.00
43426	Justus, Michael R.	63.00	855.00	\$53,865.00
44572	Lockhart, Kristin	122.40	680.00	\$83,232.00
44845	Rochester, Shaya J.	45.90	1,045.00	\$47,965.50
44455	Ross, Terence P.	149.70	1,045.00	\$156,436.50
44616	Thompson, Grace	30.90	565.00	\$17,458.50
44199	Werlinger, Eric T.	7.20	855.00	\$6,156.00
	TOTAL:	490.20		\$393,385.50

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

DISBURSEMENTS
Matter 00008: Charter Litigation

Date	Description	Amount
11 Mar 20	VENDOR: Justus, Michael R. INVOICE#: 4072265603111731 DATE: 3/11/2020 Pre-Trial Conference Call with the Judge's Chambers Pre-Trial Conference Call with the Judge's Chambers. Date Incurred: 03/10/20	30.00
11 Mar 20	Court Call; Inv.#: 10430360; Date: 3/10/2020; CourtCall conference with Judge's Chambers.	30.00
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-FEB20-WAS; DATE: 3/11/2020 - Acct #KM3278: Pacer court cost incurred in February 2020, Washington.	2.30
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3278-FEB20-WAS; DATE: 3/11/2020 - Acct #KM3278: Pacer court cost incurred in February 2020, Washington.	0.90
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-FEB20-NYC; DATE: 3/11/2020 - Acct #KM3277: Pacer court cost incurred in February 2020, New York.	25.20
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-FEB20-NYC; DATE: 3/11/2020 - Acct #KM3277: Pacer court cost incurred in February 2020, New York.	9.30
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-FEB20-NYC; DATE: 3/11/2020 - Acct #KM3277: Pacer court cost incurred in February 2020, New York.	146.20
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-FEB20-NYC; DATE: 3/11/2020 - Acct #KM3277: Pacer court cost incurred in February 2020, New York.	153.00
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3277-FEB20-NYC; DATE: 3/11/2020 - Acct #KM3277: Pacer court cost incurred in February 2020, New York.	8.40
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3279-FEB20-CHI; DATE: 3/11/2020 - Acct #KM3279: Pacer court cost incurred in February 2020, Chicago.	12.00
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3279-FEB20-CHI; DATE: 3/11/2020 - Acct #KM3279: Pacer court cost incurred in February 2020, Chicago.	8.90
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3279-FEB20-CHI; DATE: 3/11/2020 - Acct #KM3279: Pacer court cost incurred in February 2020, Chicago.	0.80
13 Mar 20	VENDOR: Pacer Service Center; INVOICE#: KM3279-FEB20-CHI; DATE: 3/11/2020 - Acct #KM3279: Pacer court cost incurred in February 2020, Chicago.	14.90
24 Mar 20	VENDOR: Analysis Group, Inc.; INVOICE#: 904036; DATE: 3/23/2020 - For professional services rendered for the period ending 2/29/20	1,960.00
30 Mar 20	Westlaw Legal Research: Daria DeLizio on 2/05/20 - 02/06/20	364.13
31 Mar 20	Westlaw Legal Research: THOMPSON,GRACE on 03/16/2020	47.44
31 Mar 20	Westlaw Legal Research: ROSS,TERENCE on 03/10/2020	386.92
31 Mar 20	Westlaw Legal Research: ROSS,TERENCE on 03/11/2020	791.28
31 Mar 20	Westlaw Legal Research: LOCKHART,KRISTIN on 03/04/2020	139.52
TOTAL:		\$4,131.19

Client: 392355 – Windstream Holdings, Inc.

Invoice No. 1301617568
Invoice Date: April 17, 2020

SUMMARY OF DISBURSEMENTS

Matter 00008: Charter Litigation

Legal Research	\$1,729.29
Court Costs, Court Reporter, Videographer	\$441.90
Consultants Fees	\$1,960.00
TOTAL:	\$4,131.19

MATTER TOTAL: \$397,516.69

**575 Madison Avenue
New York, NY 10022-2585**

April 17, 2020

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

Invoice No. 1301617576
Client No. 392355
Matter No. 00032

FEIN: 36-2796532

Re: Expenses (392355.00032)

Disbursements and other charges.....	\$777.26
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CURRENT INVOICE TOTAL: \$777.26

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

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

Matter 00032: Expenses

Matter 00032: Expenses

WIN Ex. 106
Page 39 of 39

Kinetic 90 Days Free Promotion Analysis

Summary:

Charter Markets Only	
3 Months Free Cost	\$ 3,158,975
1 Month Free Cost	\$ 408,650
Bill Credits in Lieu	\$ 465,800
Total Cost	\$ 4,033,425
ARPU	56.00
Churn	-2.01%

Charter Markets ONLY:

3 Months Free	Gross Adds	Sep-19	Oct-19	Nov-19	Dec-19	Jan-20	Feb-20
Sep	3,860	3,782	3,706	3,632			
Oct	5,360		5,252	5,147	5,043		
Nov	5,476			5,366	5,258	5,152	
Dec	4,884				4,786	4,690	4,595
		3,782	8,959	14,145	15,087	9,842	4,595

Cost of Program (in Revenue)

Sep	\$ 211,815	\$ 207,558	\$ 203,386				
Oct		\$ 294,127	\$ 288,215	\$ 282,423			
Nov			\$ 300,493	\$ 294,453	\$ 288,535		
Dec				\$ 268,007	\$ 262,620	\$ 257,342	
	\$ 211,815	\$ 501,685	\$ 792,095	\$ 844,883	\$ 551,155	\$ 257,342	

3 mth free cost \$ 3,158,975

1 Month Free	Gross Adds	Sep-19	Oct-19	Nov-19	Dec-19	Jan-20	Feb-20
Sep	1,337	1,310					
Oct	2,006		1,966				
Nov	2,140			2,097			
Dec	1,964				1,925		
		1,310	1,966	2,097	1,925	-	-

Cost of Program (in Revenue)

Sep	\$ 73,367						
Oct		\$ 110,078					
Nov			\$ 117,431				
Dec				\$ 107,773			
	\$ 73,367	\$ 110,078	\$ 117,431	\$ 107,773	\$ -	\$ -	

1 mth free cost \$ 408,650

Bill Credits in Lieu	Gross Adds	Sep-19	Oct-19	Nov-19	Dec-19	Jan-20	Feb-20
\$150 Credit	1,740	870	828	38	4		
\$100 Credit	2,048	795	495	296	462		

Cost of Program (in Revenue)

\$150 Credit	\$ 130,500	\$ 124,200	\$ 5,700	\$ 600	\$ -	\$ -	
\$100 Credit	\$ 79,500	\$ 49,500	\$ 29,600	\$ 46,200	\$ -	\$ -	
	\$ 210,000	\$ 173,700	\$ 35,300	\$ 46,800	\$ -	\$ -	

Total Bill Credits \$ 465,800

ATTORNEYS' EYES ONLY

WIN Ex. 313

Page 1 of 1

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
18-Mar	First C&D Letter	Kent (3), Carol (3) = 6	6			\$1,980.00	\$0.00	\$0.00
25-Mar	Second C&D Letter	Kent (3), Carol (3) = 6	6			\$1,980.00	\$0.00	\$0.00
25-Mar	Initial discussions with Katten; begin collecting caller info	Kent (8), Paula (6), Shannon (6) x5	40		60	\$13,200.00	\$0.00	\$6,000.00
Weekend of March 30-31	All hands on to prepare TRO	Kent (8), Paula (8), Shannon (8) x2	16		32	\$5,280.00	\$0.00	\$3,200.00
1-Apr	All hands on to prepare TRO	Kent (8), Paula (8), Shannon (8) x5	40		80	\$13,200.00	\$0.00	\$8,000.00
8-Apr	Langston hearing prep; continue to work on call recordings; TRO filed on Friday; Wayne Parrish declaration prep	Kent (8), Paula (6), Shannon (6) x5	40		60	\$13,200.00	\$0.00	\$6,000.00
12-Apr	TRO	Kent (8)	8			\$2,640.00	\$0.00	\$0.00
Weekend of April 13-14	Additional data gathering	Kent (6), Paula (4), Shannon (4) x2	12		16	\$3,960.00	\$0.00	\$1,600.00
15-Apr	Additional work re: Discos; data on customers porting to Charter; TRO hearing; Last Mile Customer language; supplemental declaration of	Kent (6), Paula (4), Shannon (4), Carol (1) x 5 + Kent phone attendance at hearing – 8	35		40	\$11,550.00	\$0.00	\$4,000.00
			8			\$2,640.00	\$0.00	\$0.00
22-Apr	Finalize call recording data; review call transcripts; begin work on RFP's	Kent (4), Paula (4), Shannon (4) x5	20		40	\$6,600.00	\$0.00	\$4,000.00
29-Apr	Depo prep for Lewis; new call recordings; review Charter production	Kent (6), Paula (4), Shannon (4) x 5	30		40	\$9,900.00	\$0.00	\$4,000.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
April 30 – May 1	Charter 30(b)(6) Deposition in CT of K Atkinson and K Dardis	Kent (10) x2	20			\$6,600.00	\$0.00	\$0.00
April 30 – May 1	Lewis depo prep and depo	Kent attend same (14); Paula attend parts (7)	14		7	\$4,620.00	\$0.00	\$700.00
6-May	GNC disco; declarations on Wyatt and Bandy	Kent (6), Paula (4), Shannon (4) x 5	30		40	\$9,900.00	\$0.00	\$4,000.00
10-May	Motion for PI	Kent (8)	8			\$2,640.00	\$0.00	\$0.00
10-May	Wayne Parrish depo Prep	Kent (4), Shannon (4), Paula (4)	4		8	\$1,320.00	\$0.00	\$800.00
13-May	GNC disco; corrective mailout work	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
14-May	PI Hearing	Kent attend via phone (8)	8			\$2,640.00	\$0.00	\$0.00
3-Jun	Charter 2 nd set of production; general case upkeep matters	Kent (3), Paula (2), Shannon (2) x 5	15		20	\$4,950.00	\$0.00	\$2,000.00
10-Jun	Continue on discovery; disco	Kent (3), Paula (2), Shannon (2), Carol (1) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
17-Jun	2 nd depo request and discovery request; draft settlement proposal; start damage analysis	Shannon (2), Kent (2), Paula (2) x 5	10		20	\$3,300.00	\$0.00	\$2,000.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
24-Jun	Continue discovery responses; continue discussions of settlement proposals; stay violation sanction discussions; deposition notices on Bandy and Wyatt	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
1-Jul	Continued discovery; stay violation sanction discussions; discovery stay motion	Kent (4), Paula (2), Shannon (2) x 4	16		16	\$5,280.00	\$0.00	\$1,600.00
8-Jul	Continued discovery; damages expert discussions	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
15-Jul	Discovery and settlement discussions	Kent (2), Paula (1), Shannon (1) x 5	10		10	\$3,300.00	\$0.00	\$1,000.00
22-Jul	Continue damage analysis; cost data on mailers; settlement discussions	Kent (3) Shannon (1), Paula (1) x 5	15		10	\$4,950.00	\$0.00	\$1,000.00
5-Aug	Begin production of third set of discovery; settlement negotiation discussions	Kent (2), Shannon (1), Paula (1) x 5	10		10	\$3,300.00	\$0.00	\$1,000.00
12-Aug	Corrective ad reimbursement issues; third party subpoenas and 30(b)(6) notices; further expert witness discussions	Kent (2), Shannon (1), Paula (1) x 5	10		10	\$3,300.00	\$0.00	\$1,000.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
19-Aug	Objections to deposition notices; settlement discussions; amended depo notice for Bandy; objections to third set of rogs; begin prep of WIN new 30(b)(6) deponent	Kent (2), Shannon (1), Paula (1) x 5	10		10	\$3,300.00	\$0.00	\$1,000.00
26-Aug	Damages experts; new discovery requests from Charter; Charter's letter to Judge drain requesting discovery conference; prep of new 30b6; KCC Subpoena	Kent - (5) Shannon (1), Paula (1) x 5	25		10	\$8,250.00	\$0.00	\$1,000.00
2-Sep	Subpoena issues – KCC, Rule 45; discovery dispute	Kent (2), Shannon (1), Paula (1) x 5	10		10	\$3,300.00	\$0.00	\$1,000.00
9-Sep	Parrish depo prep; continued KCC fight; Strickland depo prep; Sites, Rapp and Walker depos in Cleveland;	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
16-Sep	Additional discovery responses; additional telephone call recordings; additional discovery disputes; Auman and Bandy Depo Prep: Bandy Depo; Strickland depo	Kent (24)	24			\$7,920.00	\$0.00	\$0.00
		Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
23-Sep	Additional data gathering in relation to 30(b)(6); more Auman depo prep and depo	Kent (24)	24			\$7,920.00	\$0.00	\$0.00
		Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
30-Sep	Do work for damages experts	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
7-Oct	Review Jarosz expert report; reviewed pleadings filed by Charter on Motion to Withdrawal; review of Last Mile contract.	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
14-Oct	Expert work; track down answers surrounding Rule 7.1.	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00
21-Oct	Reviewed Charter expert reports.	Kent (4), Paula (2), Shannon (2) x 5	20		20	\$6,600.00	\$0.00	\$2,000.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
28-Oct	Reviewed draft brief in opposition to Charter's motion. Response to Motion to Withdrawal. Researched questions in relation to the document as well as outstanding questions on the 30(b)(6).	Kent (4), Paula (2), Shannon (2) x5	20		20	\$6,600.00	\$0.00	\$2,000.00
4-Nov	Nikki & Paula worked with Jeanne Dale on a VAR Payment. Summary Judgment work	Kent (1), Nikki (2) Paula (1), Shannon (1) x 5	5	10	10	\$1,650.00	\$2,100.00	\$1,000.00
	Memo ISO Summary Judgement.							

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
11-Nov	Strickland & Auman declarations were reviewed. Assisted in tracking down information for MSJ.	Kent (1), Nikki (2) Paula (1), Shannon (1) x 5	5	10	10	\$1,650.00	\$2,100.00	\$1,000.00
2-Dec	Reviewed Memo of Law in Opposition MSJ. Reviewed Response to Charter's SOF. Jeff Auman declaration. Paula & Nikki assisted in answering questions surrounding the Auman declaration.	Kent (1), Nikki (2) Paula (1), Shannon (1) x 5	5	10	10	\$1,650.00	\$2,100.00	\$1,000.00
9-Dec	Reviewed Reply ISO Summary Judgement & Auman declaration	Kent (1), Nikki (2) x 5	5	10		\$1,650.00	\$2,100.00	\$0.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
16-Dec	Gathered information in preparation for MSJ Hearing	Kent (1), Nikki (1) Paula (1), Shannon (1) x 5	5	5	10	\$1,650.00	\$1,050.00	\$1,000.00
18-Dec	MSJ Hearing	Kent	8			\$2,640.00	\$0.00	\$0.00
6-Jan	Reviewed Opposition to Motion to Strike Jarosz Declaration.	Kent (1), Nikki (2) x 5	5	10		\$1,650.00	\$2,100.00	\$0.00
13-Jan	Reviewed draft reply briefs & Daubert Reply. Reviewed Response to Charter Objection to Bankruptcy Court and Opp. To Interlocutory Appeal.	Kent (1), Nikki (2) x5	5	10		\$1,650.00	\$2,100.00	\$0.00
16-Jan	Motions regarding experts	Kent (10)	10			\$3,300.00	\$0.00	\$0.00
27-Jan	Issue concerning equitable subordination claim. Reviewed draft Witness List.	Kent (1), Nikki (2) x5	5	10		\$1,650.00	\$2,100.00	\$0.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
3-Feb	Memo ISO Appeal and Opp. To Motion to Continue Trial.	Kent (1), Nikki (2) x5	5	10		\$1,650.00	\$2,100.00	\$0.00
13-Feb	Final pre-trial conference	Kent (8)	8			\$2,640.00	\$0.00	\$0.00
17-Feb	Reviewed Reply ISO MTD Appeal.	Kent (1), Nikki (2) x5	5	10		\$1,650.00	\$2,100.00	\$0.00
9-Mar	Declaration Prep with Katten, Kent and Auman.	Kent (2), Nikki (2) x5	10	10		\$3,300.00	\$2,100.00	\$0.00
16-Mar	Reviewed Debtors' Rule 26(a)(3)(B) Objections, Debtors' Designation of Additional Items, Debtors' Motion for the Acceptance of Documents, and Debtors' Trial Exhibit List.	Kent (1), Nikki (2) x5	5	10		\$1,650.00	\$2,100.00	\$0.00
TOTALS:			855	115	829	\$282,150.00	\$24,150.00	\$82,900.00

TOTAL	\$389,200.00
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	Assumed Rate/Hr.
Sr Partner (Kent Smith)	\$ 330.00
Sr Assoc (Nikki Cox)	\$ 210.00

Week of	Tasks	Personnel (Hours)	Sr. Partner (Hours)	Sr. Associate (Hours)	Sr. Paralegal (Hours)	Senior Partner (Implied Fee)	Sr Associate (Implied Fee)	Paralegal (Implied Fee)
	Sr Para (Shannon Sullivan, Paula Anderson)		\$ 100.00					

Repair Incident	AccountID	TranDate	trantype	TranDescription	Amount	Note
1551331334	REDACTED	2019-03-29 00:00:00.000	2140	Out of Service - Repair	(\$932.93)	REDACTED Service Adjustment
1551383304	REDACTED	2019-03-29 00:00:00.000	2140	Out of Service - Repair	(\$932.93)	REDACTED Service Adjustment
1551312954	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$377.60)	OOS Credit for repairs
1551313984	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$377.60)	OOS Credit for repairs
1551315651	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$377.60)	OOS Credit for repairs
1551344867	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$377.60)	OOS Credit for repairs
1551313592	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$283.84)	OOS Credit for Repair
1551313831	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$283.84)	OOS Credit for Repair
1551314844	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$283.84)	OOS Credit for Repair
1551315054	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$283.84)	OOS Credit for Repair
1551332536	REDACTED	2019-04-03 00:00:00.000	2140	Out of Service - Repair	(\$283.84)	OOS Credit for Repair
1551314327	REDACTED	2019-05-07 00:00:00.000	2140	Out of Service - Repair	(\$141.50)	Out of Service Credit
1551315013	REDACTED	2019-03-20 00:00:00.000	2140	Out of Service - Repair	(\$121.50)	Outage OOS Credit
1551315295	REDACTED	2019-03-19 00:00:00.000	2140	Out of Service - Repair	(\$89.84)	OOS credit
1551315013	REDACTED	2019-03-19 00:00:00.000	2140	Out of Service - Repair	(\$71.30)	OOS credit for OUTAGE
1551330570	REDACTED	2019-04-01 00:00:00.000	2140	Out of Service - Repair	(\$59.25)	Credit for REDACTED

(\$5,278.85)

**CONTAINS CONFIDENTIAL OR ATTORNEYS' EYES ONLY INFORMATION
SUBJECT TO STIPULATED PROTECTIVE ORDER**

Terence P. Ross
Michael R. Justus (admitted *pro hac vice*)
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
575 Madison Avenue
New York, NY 10022
Telephone: (212) 940-8800
Facsimile: (212) 940-8776

Conflicts Counsel to the Debtors and Debtors in Possession

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

In re:	)	Chapter 11
WINDSTREAM HOLDINGS, INC., <i>et al.</i> , ¹	)	Case No. 19-22312 (RDD)
Debtors.	)	(Jointly Administered)
WINDSTREAM HOLDINGS, INC., <i>et al.</i> ,)	
Plaintiffs,	)	Adv. Pro. No. 19-08246
v.)	
CHARTER COMMUNICATIONS, INC. and)	
CHARTER COMMUNICATIONS OPERATING, LLC,)	
Defendants.)	

**DEBTORS' OBJECTIONS AND RESPONSES TO DEFENDANTS' WRITTEN
DISCOVERY RELATED TO PLAINTIFFS' COSTS RELATED TO
PROMOTIONS/CREDITS AND PLAINTIFFS' INTERNAL LEGAL COSTS**

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

**CONTAINS CONFIDENTIAL OR ATTORNEYS' EYES ONLY INFORMATION
SUBJECT TO STIPULATED PROTECTIVE ORDER**

Pursuant to Rules 7026 and 7034 of the Federal Rules of Bankruptcy Procedure, Rules 26 and 34 of the Federal Rules of Civil Procedure, the Local Rules of this District, and any other applicable rules (collectively, the "Applicable Rules"), Windstream Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, "Debtors" or "Windstream"), and as plaintiffs in the above-captioned adversary proceeding, by and through their undersigned attorneys, submit these Responses and Objections (the "Response") to the Written Discovery Related To Plaintiffs' Costs Related To Promotions/Credits And Plaintiffs' Internal Legal Costs (the "Written Discovery") of Defendants Charter Communications, Inc. and Charter Communications Operating, LLC (collectively, "Charter").

GENERAL OBJECTIONS

Windstream asserts the following General Objections ("General Objections") to the Requests for Production or Admission ("Request" or "Requests") and Interrogatories ("Interrogatory" or "Interrogatories"), each of which is hereby incorporated by reference into the response to each individual Request or Interrogatory below. From time to time, Windstream may restate one or more of the General Objections as specific objections to individual Requests or Interrogatories. Such restatement, or the failure to restate, should not be taken as a waiver of any General Objection not restated.

1. Windstream responds to the Requests and Interrogatories on the basis of the facts and circumstances as they are presently known to Windstream. Windstream reserves the right to supplement its objections and responses to the Requests or Interrogatories based upon newly-discovered evidence or information of which Windstream is not aware as of the present date.

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2. Windstream objects to the Requests and Interrogatories insofar as they seek information or documents that are protected from disclosure by the attorney-client privilege, the work product doctrine, the privacy privilege, or any other privilege or immunity, and refuses to produce any such document(s). Windstream does not intend by these objections or responses to waive any claim of privilege or immunity. Windstream's objections and responses are conditioned specifically on the understanding that the provision of information or documents for which any claim of privilege is applicable shall be deemed inadvertent and not a waiver of the claim of privilege. Demand is hereby made that any privileged document inadvertently produced be returned unread immediately and all copies destroyed.

3. Windstream objects to the Requests and Interrogatories to the extent they call for information or the production of documents that are protected by its privacy rights or those of any other person or entity as provided by the New York and United States Constitutions and/or any other statute or legal authority.

4. Windstream objects to the Requests and Interrogatories to the extent that they call for the production of trade secrets, confidential information, proprietary information, commercially-sensitive information, and competitively-significant information regarding Windstream's business activities and/or business operations. Windstream will produce such documents or information, if any, pursuant to the Stipulated Protective Order [Adv. Docket No. 75] entered by the Court in this adversary proceeding.

5. Windstream objects to the Requests and Interrogatories to the extent that they call for information or the production of documents that are not relevant to any party's claim or defense or proportional to the needs of the case.

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6. Windstream objects to the Requests and Interrogatories to the extent that they purport to require production of “all documents” under circumstances in which a subset of documents would be sufficient to show the pertinent information, on the grounds that such requests for production of “all documents” are overbroad and unduly burdensome. Consistent with the Court’s ruling on April 29, 2020 on this particular objection, Windstream will interpret and respond to each Request containing such phrase as if it were written as requesting “documents sufficient to”

7. Windstream reserves the right to produce only the responsive portions of documents where such documents also contain information that is not relevant to the subject matter of this adversary proceeding, is not reasonably calculated to lead to the discovery of admissible evidence, is privileged, or is otherwise protected from disclosure.

8. Windstream objects to the Requests and Interrogatories to the extent that they purport to require Windstream to undertake a search for, and to produce, electronically stored information (“ESI”), such as emails.

9. Windstream objects to the Definitions and Instructions contained in the Written Discovery to the extent that they seek to impose obligations on Windstream different from or beyond those required by the Applicable Rules and applicable case law. Windstream will interpret each Request and Interrogatory and will respond pursuant to, and in light of, the requirements of the Applicable Rules.

10. It should not be inferred from the form or substance of any objection or response herein that documents responsive to any particular Request or Interrogatory exist.

11. Inadvertent production of any document or information that is privileged, or which is otherwise immune from discovery, shall not constitute, and is in no way intended as, a

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waiver of any privilege or any other ground for objecting to such discovery with respect to such document or any other document, the subject matter thereof, the information contained therein, or the right of Windstream to object to the use of any such document, or the information contained therein or any information derived therefrom, during any subsequent proceeding.

12. When applicable, Windstream will produce responsive information, documents and things, if any, pursuant to the Stipulated Protective Order [Adv. Docket No. 75] entered by the Court in this adversary proceeding.

RESPONSE TO REQUESTS FOR PRODUCTION

REQUEST FOR PRODUCTION NO. 1:

All documents supporting the testimony that “in order to mitigate the effects of Charter’s false advertising, Windstream was forced to offer customer upgrades, discounts, and pricing promotions to convince customers to maintain their service with Windstream. The total approximate cost of this was \$4,033,425,” as set forth in Paragraph 15 of the Declaration of Jeffrey H. Auman in Lieu of Direct Testimony at Trial and attached hereto as Appendix 1.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further objects to the Request to the extent that it purports to require the production of “all documents” under circumstances in which a subset of documents would be sufficient to show the pertinent information, on the grounds that such requests for production of “all documents” are overbroad and unduly burdensome. Consistent with the Court’s ruling on April 29, 2020, Windstream will interpret and respond to this Request as if it were written to request “documents sufficient to” Windstream further objects to this Request on the grounds that it seeks the disclosure of confidential, proprietary, or sensitive

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information regarding Windstream's business and/or business operations. Windstream further objects to this Request to the extent it calls for the disclosure of confidential information protected by the privacy rights of non-parties. Windstream further objects to this Request to the extent that it seeks the production of information and documents that are subject to the protection by the attorney-client privilege or work product doctrine.

Subject to and without waiver of the previously asserted objections, Windstream responds that it will produce responsive, non-privileged documents, if any, within its possession, custody, or control, that are sufficient to identify the cost of the promotional advertising campaign identified in Appendix 1 to Defendants' Written Discovery.

REQUEST FOR PRODUCTION NO. 2:

All documents supporting the testimony that "Windstream's Legal Department alone has spent approximately 1,911 hours investigating and responding to Charter's false advertising and assisting with this adversary proceeding. This represents an internal cost to Windstream of approximately \$408,000," as set forth in Paragraph 21 of the Declaration of Jeffrey H. Auman in Lieu of Direct Testimony at Trial and attached hereto as Appendix 1.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further objects to the Request to the extent that it purports to require the production of "all documents" under circumstances in which a subset of documents would be sufficient to show the pertinent information, on the grounds that such requests for production of "all documents" are overbroad and unduly burdensome. Consistent with the Court's ruling on April 29, 2020, Windstream will interpret and respond to this Request as if it were written to request "documents sufficient to" Windstream further objects to this

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SUBJECT TO STIPULATED PROTECTIVE ORDER**

Request on the grounds that it seeks the disclosure of confidential, proprietary, or sensitive information regarding Windstream's business and/or business operations. Windstream further objects to this Request to the extent that it seeks the production of information and documents that are subject to the protection by the attorney-client privilege or work product doctrine.

Subject to and without waiver of the previously asserted objections, Windstream responds that it will produce responsive, non-privileged documents, if any, within its possession, custody, or control, that are sufficient to identify the internal cost spent by Windstream's Legal Department identified in Appendix 2 to Defendants' Written Discovery.

REQUEST FOR PRODUCTION NO. 3:

All contemporaneous time records documenting the time entries set forth in the document produced by Plaintiffs on April 27, 2020, entitled "Internal Windstream Legal Time," and attached as Appendix 2 of this Written Discovery.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further objects to the Request to the extent that it purports to require the production of "all documents" under circumstances in which a subset of documents would be sufficient to show the pertinent information, on the grounds that such requests for production of "all documents" are overbroad and unduly burdensome. Consistent with the Court's ruling on April 29, 2020, Windstream will interpret and respond to this Request as if it were written to request "documents sufficient to" Windstream further objects to this Request on the grounds that it seeks the disclosure of confidential, proprietary, or sensitive information regarding Windstream's business and/or business operations. Windstream further

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SUBJECT TO STIPULATED PROTECTIVE ORDER**

objects to this Request to the extent that it seeks the production of information and documents that are subject to the protection by the attorney-client privilege or work product doctrine.

Subject to and without waiver of the previously asserted objections, Windstream responds that it will produce responsive, non-privileged documents, if any, within its possession, custody or control, that document the referenced time entries.

REQUEST FOR PRODUCTION NO. 4:

2019 and 2020 employment agreements for the timekeepers referenced in the document produced by Plaintiffs on April 27, 2020, entitled "Internal Windstream Legal Time," and attached as Appendix 2 of this Written Discovery.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Request on April 29, 2020, and that the Request was subsequently withdrawn by Defendants based on Windstream's objection. Accordingly, Windstream will not provide a response to this Request.

REQUEST FOR PRODUCTION NO. 5:

All documents related to instructions or directions given by anyone for the purpose of creating the document produced by Plaintiffs on April 27, 2020, entitled "2019-2020 Charter Market Promotion," and attached as Appendix 3 of this Written Discovery.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further objects to the Request to the extent that it purports to require the production of "all documents" under circumstances in which a subset of documents would be sufficient to show the pertinent information, on the grounds that such requests for

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SUBJECT TO STIPULATED PROTECTIVE ORDER**

production of “all documents” are overbroad and unduly burdensome. Consistent with the Court’s ruling on April 29, 2020, Windstream will interpret and respond to this Request as if it were written to request “documents sufficient to” Windstream further objects to this Request on the grounds that it seeks the disclosure of confidential, proprietary, or sensitive information regarding Windstream’s business and/or business operations. Windstream further objects to this Request to the extent that it seeks the production of information and documents that are subject to the protection by the attorney-client privilege or work product doctrine.

Subject to and without waiver of the previously asserted objections, Windstream responds that no non-privileged documents exist.

REQUEST FOR PRODUCTION NO. 6:

All invoices and/or bills for the customers that received the promotion, discount, and/or credit identified in the document produced by Plaintiffs on April 27, 2020, entitled “2019-2020 Charter Market Promotion,” and attached as Appendix 3 of this Written Discovery, for the months in which they received such promotion, discount and/or credit.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Request in Court on April 29, 2020, and that the Court sustained those objections. Accordingly, Windstream will not provide a response to this Request.

REQUEST FOR PRODUCTION NO. 7:

All communications records (call logs or otherwise) with Plaintiffs’ customers and/or prospective customers related to any promotion, discount, and/or credit identified in the

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SUBJECT TO STIPULATED PROTECTIVE ORDER**

document produced by Plaintiffs on April 27, 2020, entitled "2019-2020 Charter Market Promotion," and attached as Appendix 3 of this Written Discovery.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Request on April 29, 2020, and that the Request was subsequently withdrawn by Defendants based on Windstream's objection. Accordingly, Windstream will not provide a response to this Request.

REQUEST FOR PRODUCTION NO. 8:

All marketing and/or advertising used by and/or approved by Plaintiffs related to any promotion, discount, and/or credit identified in the document produced by Plaintiffs on April 27, 2020, entitled "2019-2020 Charter Market Promotion," and attached as Appendix 3 of this Written Discovery.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Request on April 29, 2020, and that the Request was subsequently withdrawn by Defendants based on Windstream's objection. Accordingly, Windstream will not provide a response to this Request.

REQUEST FOR PRODUCTION NO. 9:

All documents related to Plaintiffs' decision to offer any promotion, discount, and/or credit identified in the document produced by Plaintiffs on April 27, 2020, entitled "2019-2020 Charter Market Promotion," as set forth in Appendix 3 of this Written Discovery, including, but not limited to, all documents related to Plaintiffs' decision as to which customers and/or prospective customers were eligible for such promotion, discount, and/or credit.

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RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further objects to the Request to the extent that it purports to require the production of “all documents” under circumstances in which a subset of documents would be sufficient to show the pertinent information, on the grounds that such requests for production of “all documents” are overbroad and unduly burdensome. Consistent with the Court’s ruling on April 29, 2020, Windstream will interpret and respond to this Request as if it were written to request “documents sufficient to” Windstream further objects to this Request on the grounds that it seeks the disclosure of confidential, proprietary, or sensitive information regarding Windstream’s business and/or business operations. Windstream further objects to this Request to the extent that it seeks the production of information and documents that are subject to the protection by the attorney-client privilege or work product doctrine.

Subject to and without waiver of the previously asserted objections, Windstream responds that it will produce responsive, non-privileged documents, if any, within its possession, custody, or control, that are sufficient to identify Windstream’s decision to offer the promotion identified in Appendix 3 of Defendants’ Written Discovery.

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SUBJECT TO STIPULATED PROTECTIVE ORDER**

RESPONSE TO INTERROGATORIES

INTERROGATORY NO. 1:

Identify which timekeepers identified in the document produced by Plaintiffs on April 27, 2020, entitled "Internal Windstream Legal Time," and attached as Appendix 2 of this Written Discovery, are paid by Plaintiffs on a salary basis, and for each such individual, provide their annual salary for 2019 and 2020.

RESPONSE TO INTERROGATORY NO. 1:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Request on April 29, 2020, and that the Request was subsequently limited to only those timekeepers identified in Appendix 2 to Defendants' Written Discovery. Windstream further objects to this Interrogatory on the grounds that it seeks the disclosure of confidential, proprietary, or sensitive information regarding Windstream's business and/or business operations. Windstream further objects to the Interrogatory to the extent it calls for the disclosure of confidential information protected by the privacy rights of non-parties.

Subject to and without waiver of the previously asserted objections, Windstream responds that all of the timekeepers are paid on a salary basis and that the total compensation in 2019 and 2020 of each of the individuals identified in Appendix 2 of Defendants' Written Discovery is:

Total Compensation for 2019		Total Compensation for 2020	
Counsel I	\$189,482.00	Counsel I	\$199,220.00
Counsel II	\$93,738.00	Counsel II	\$95,200.00
Paralegal I	\$66,006.00	Paralegal I	\$74,662.00
Paralegal II	\$61,427.00	Paralegal II	\$65,751.00

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The document reproduced as Appendix 2 in Defendants' Request was prepared by Paula Anderson who is a paralegal in the Windstream legal department. During the first week of August 2019, she prepared the entries for the period prior to August 1, 2019. During the first week of April 2020, she prepared the entries for the period after August 1, 2019. She derived the information primarily from privileged documents. However, she also derived some entries from travel records of Kent Smith that will be produced. She also derived some entries from Katten Muchin Rosenman LLP invoices that have been filed with the Court. The hourly rate for both of the paralegals was based on Ms. Anderson's actual hourly rate for comparable work as a paralegal at the Kutak Rock LLP law firm in Little Rock, Arkansas which at the time she left that law firm in June 2014 was \$100/hour. The hourly rate for the senior associate was based on the hourly billing rate for comparable work by a senior associate at the Kutak Rock LLP law firm in Little Rock, Arkansas in February 2020 which was \$210/hour. The hourly rate for the senior partners was based on the hourly billing rate for comparable work by a senior partner at the Kutak Rock LLP law firm in Kansas City, Missouri working on a matter in Little Rock, Arkansas in March/April 2019 which was \$330/hour. In addition, a legal database was searched for cases in Arkansas that had recently approved an award of attorneys' fees to determine what hourly rates were found to be reasonable for lawyers and paralegals engaged in litigation in Arkansas. The cases found will be produced.

INTERROGATORY NO. 2:

Identify the individual who created the document produced by Plaintiffs on April 27, 2020, entitled "2019-2020 Charter Market Promotion," and attached as Appendix 3 of this Written Discovery, and describe when such document was created and how it was created, including the parameters that were selected and why they were selected.

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RESPONSE TO INTERROGATORY NO. 2:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further objects to this Interrogatory on the grounds that it seeks the disclosure of confidential, proprietary, or sensitive information regarding Windstream's business and/or business operations. Windstream further objects to the Interrogatory to the extent it calls for the disclosure of confidential information protected by the privacy rights of non-parties.

Subject to and without waiver of the General Objections, Windstream responds that Daniel J. Martinez created the document reproduced as Appendix 3 in Defendants' Request (the "Document"), at the direction of Jeffrey H. Auman. The Document was created on or about April 27, 2020. It was created in Microsoft Excel which is a spreadsheet program. The spreadsheet was populated with data relating to the 90 day free promotion that was found in Windstream's Daily Transactional Unit Table. This is data that Windstream keeps in the regular course of business. The interface used was Microsoft SQL Server Management Studio. The parameters used for selection of data incorporated into the spreadsheet were: Date Range – 09/01/2019 – 12/31/2019; "Charter Exchanges"; DSL (Broadband); "90 days free promotion offer"; and "New Adds Only." This data was broken out into three categories – 3 months free, 1 month free and bill credits in lieu. Once the spreadsheet was populated with the foregoing data, an ARPU of \$56.00/month and a churn rate of -2.01%/month was applied to the data. This resulted in the cost of the promotion in dollar terms. These parameters were selected in order to develop the cost of the promotion and resulted in the \$4,033,425 number provided at Paragraph 15 of the Declaration of Jeffrey H. Auman.

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INTERROGATORY NO. 3:

Describe how Plaintiffs determined to offer each promotion, discount and/or credit identified in the document produced by Plaintiffs on April 27, 2020, entitled "2019-2020 Charter Market Promotion," and attached as Appendix 3 of this Written Discovery, including, but not limited to whether any other promotions, discounts, and/or credits were considered and why such promotions, discounts, and/or credits were not offered and/or provided.

RESPONSE TO INTERROGATORY NO. 3:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Interrogatory in Court on April 29, 2020, and that the Interrogatory was withdrawn by Defendants at the direction of the Court based on Windstream's objection. Accordingly, Windstream will not provide a response to this Request.

INTERROGATORY NO. 4:

Describe how Plaintiffs determined whether a customer and/or prospective customer was eligible to receive any of the promotions, discounts, and/or credits identified in the document produced by Plaintiffs on April 27, 2020, entitled "2019-2020 Charter Market Promotion," and attached as Appendix 3 of this Written Discovery.

RESPONSE TO INTERROGATORY NO. 4:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Interrogatory in Court on April 29, 2020, and that the Interrogatory was withdrawn at the direction of the Court by Defendants based on Windstream's objection. Accordingly, Windstream will not provide a response to this Request.

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INTERROGATORY NO. 5:

Identify how many of Plaintiffs' customers and/or prospective customers received any form of promotion, discount, and/or credit from Plaintiffs for Plaintiffs' services between September 2019 and February 2020.

RESPONSE TO INTERROGATORY NO. 5:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Interrogatory in Court on April 29, 2020, and that the Interrogatory was withdrawn at the direction of the Court by Defendants based on Windstream's objection. Accordingly, Windstream will not provide a response to this Request.

RESPONSE TO REQUESTS FOR ADMISSION

REQUEST FOR ADMISSION NO. 1:

Admit that the document produced by Plaintiffs and entitled "Internal Windstream Legal Time," as set forth in Appendix 2 of this Written Discovery, was not based on records made at or near the time of each task identified in the document shown in Appendix 2.

RESPONSE:

Windstream incorporates by reference its General Objections stated above as though set forth fully herein. Windstream further states that it objected to this Admission on April 29, 2020, and that the Admission was withdrawn by Defendants based on Windstream's objection. Accordingly, Windstream will not provide a response to this Admission.

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Dated: April 30, 2020
New York, NY

/s/ Terence P. Ross

Terence P. Ross

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

Shaya Rochester

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*Conflicts Counsel to the Debtors and Debtors in
Possession*

VERIFICATION

I, Daniel J. Martinez, declare under penalty of perjury that I have reviewed Debtors' Objections And Responses To Defendants' Written Discovery Related To Plaintiffs' Costs Related To Promotions/Credits And Plaintiffs' Internal Legal Costs, and that the response provided to Interrogatory No. 2 provided therein is true and correct to the best of my knowledge and belief.

Executed on this 30th day of April 2020, in Little Rock, Arkansas.

Daniel Martinez

Daniel Martinez

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VERIFICATION

I, Kent Smith, declare under penalty of perjury that I have reviewed Debtors' Objections And Responses To Defendants' Written Discovery Related To Plaintiffs' Costs Related To Promotions/Credits And Plaintiffs' Internal Legal Costs, and that the response provided to Interrogatory No. 1 provided therein is true and correct to the best of my knowledge and belief.

Executed on this 30th day of April, 2020, in Little Rock, AR.

A handwritten signature in black ink, appearing to read "Kent Smith". The signature is written in a cursive, flowing style.

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CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of April 2020, a true and correct copy of the Debtors' Objections And Responses To Defendants' Written Discovery Related To Plaintiffs' Costs Related To Promotions/Credits And Plaintiffs' Internal Legal Costs was served by email on all counsel of record in this adversary proceeding.

Dated: April 30, 2020

/s/ Kristin Lockhart

Kristin Lockhart